

F10000003805

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

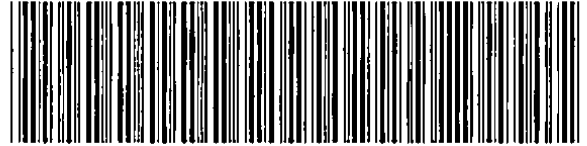
(Document Number)

Additional Copies _____

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Office Use Only



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FILED
2023 JAN 30 AM 9:22
STATE
TALLAHASSEE, FL

RECEIVED
2023 JAN 30 PM 1:36
BUSINESS SERVICE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Control Union (UNITED STATES), Inc.

Name of Corporation

DOCUMENT NUMBER: F10000003805

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Sarina Fritz

Name of Contact Person

Becker, Glynn, Muffly, Chassin & Hosinski LLP

Firm/Company

299 Park Ave, 16th Floor

Address

New York, NY 10011

City/State and Zip Code

sfritz@beckerglynn.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sarina Fritz

at (212) 888-3033

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 01/30/2022

Acc#120160000072

en: c 12/11

Name:	Control Union (UNITED STATES), Inc.
Document #:	
Order #:	14750053 - 14

Certified Copy of Arts & Amend:	<input type="checkbox"/>			
Plain Copy:	<input type="checkbox"/>			
Certificate of Good Standing:	<input type="checkbox"/>			
Certified Copy of	<input type="checkbox"/>			
Apostille/Notarial Certification:	<input type="checkbox"/>		Country of Destination:	
			Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifica

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2023 JAN 32 AM 10:1

TALLAHASSEE, FLORIDA

January 31, 2023

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: CONTROL UNION (U.S.A.), INC.
Ref. Number: F10000003805

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

PLEASE PROVIDE A CERTIFICATE EVIDENCING THE CONVERSION
CONVERTING TO DELAWARE .

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 323A00002285

RECEIVED
2023 FEB -1 PM 4:53
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000003805

(Document number of corporation (if known))

1. Control Union (U.S.A.), Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Louisiana

(Incorporated under laws of)

3. 8/24/2010

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 9, 2022

5. Control Union (UNITED STATES), Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Delaware

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent

(Florida street address)

New Registered Office Address:

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

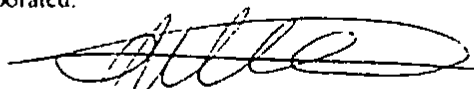
Signature of New Registered Agent, if changing

FILED
2022 JUN 30 AM 9:22
CLERK OF STATE
TALLAHASSEE, FL

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jana Bender-Siczego

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

FILED
2013 JUN 30 AM 9:22
DEPT OF STATE
CORPORATE, FL

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "CONTROL UNION (UNITED STATES), INC."
IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS
IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE
RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JANUARY,
A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES
HAVE BEEN ASSESSED TO DATE.



7129160 8300

SR# 20230298992

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202600613

Date: 01-30-23

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CONTROL UNION (UNITED STATES), INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF CONVERSION, FILED THE NINTH DAY OF NOVEMBER, A.D. 2022, AT 4:19 O`CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF NOVEMBER, A.D. 2022, AT 4:19 O`CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2022, AT 3:23 O`CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE ELEVENTH DAY OF JANUARY, A.D. 2023, AT 4:59 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CONTROL UNION (UNITED STATES), INC.".



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

7129160 8100H
SR# 20230299634


You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 202601263
Date: 01-30-23

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A NON-DELAWARE CORPORATION
TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE
DELAWARE GENERAL CORPORATION LAW

- 1.) The jurisdiction where the Non-Delaware Corporation first formed is Louisiana.
- 2.) The jurisdiction immediately prior to filing this Certificate is Louisiana.
- 3.) The date the Non-Delaware Corporation first formed is March 13, 1981.
- 4.) The name of the Non-Delaware Corporation immediately prior to filing this Certificate is Control Union (U.S.A.), Inc..
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is Control Union (UNITED STATES), Inc.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Non-Delaware Corporation have executed this Certificate on the 28 day of October, A.D. 2022.

By: 
Robert Demianew (Oct 31, 2022 12:12:01)

Name: Robert Demianew
Print or Type

Title: President
Print or Type

STATE of DELAWARE
CERTIFICATE of INCORPORATION
A STOCK CORPORATION

• **First:** The name of this Corporation is Control Union (UNITED STATES), Inc.

• **Second:** Its registered office in the State of Delaware is to be located at
1209 Orange Street, in the City of Wilmington
County of New Castle Zip Code 19801

The registered agent in charge thereof is The Corporation Trust Company

Third: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

• **Fourth:** The amount of the total stock of this corporation is authorized to issue is
one hundred (100) shares (number of authorized shares) with a par value of
\$0.01 per share.

• **Fifth:** The name and mailing address of the incorporator are as follows:

Name Eric D. Kuhn, Becker Glynn

Mailing Address 299 Park Ave. 16th Floor

New York, NY Zip Code 10171

• **I, The Undersigned,** for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 31st day of October, A.D. 2022.

BY Eric D. Kuhn

(Incorporator)

NAME: Eric D. Kuhn

(type or print)

State of Delaware

Secretary of State

Division of Corporations

Delivered 04:19 PM 11/09/2022

FILED 04:19 PM 11/09/2022

SR 20223981638 - File Number 7129160

State of Delaware Certificate of Merger

Pursuant to Section 264(c) of the Delaware General Corporation Law and pursuant to the Florida Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger:

1. The name of each constituent company is Control Union Certifications North America, LLC a Florida limited liability company and Control Union (United States), Inc., a Delaware corporation.
2. The Agreement of Merger has been approved, adopted, certified, executed, and acknowledged by each of the constituent companies.
3. The name of the surviving company is Control Union (United States), Inc., a Delaware corporation.
4. The Certificate of Incorporation of the surviving corporation, as in effect immediately prior to the effective time of the merger, shall be the Certificate of Incorporation of the surviving company.
5. The merger is to become effective upon filing.
6. The Agreement of Merger is on file at 125 Mallard Street, Suite D, Saint Rose, LA 70087, the place of business of the surviving company.
7. A copy of the Agreement of Merger will be furnished by the surviving company on request, without cost, to any stockholder or member of the constituent companies.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by an authorized officer, the 22nd day of November, 2022.

CONTROL UNION (UNITED STATES),
INC.

Jana Bender-Sierzego

By:



Name: Jana Bender-Sierzego

Title: Secretary