

F120000005110

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

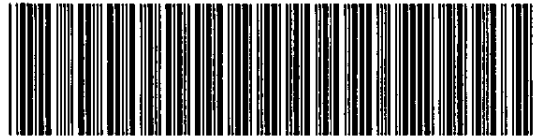
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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*Name  
Change  
Amended*

02/04/13--01003--005 \*\*52.50

FILED  
2013 FEB -5 AM 10:29  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

*DOOR  
2/6/13*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DORMA GROUP NORTH AMERICA, INC  
Name of Corporation

**DOCUMENT NUMBER:** F12000005110

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**JOSH WEAVER**

Name of Contact Person

**DORMA USA, INC.**

Firm/Company

**DRAWER AC**

Address

**REAMSTOWN, PA 17567**

City/State and Zip Code

**JWEAVER@DORMA-USA.COM**

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

For further information concerning this matter, please call:

**JOSH WEAVER**

Name of Contact Person

at ( **717** ) **335-4743**

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☒ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301



# Delaware

PAGE 1

*The First State*

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 "DORMA USA, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF JUNE, A.D. 1995, AT 9 O'CLOCK A.M.

CERTIFICATE OF RESIGNATION OF REGISTERED AGENT WITH APPOINTMENT, FILED THE SEVENTH DAY OF OCTOBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "DORMA GROUP NORTH AMERICA, INC." TO "DORMA USA, INC.", FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2012, AT 2:22 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2013.

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF DECEMBER, A.D. 2012, AT 6:09 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY,



2519127 8100H

121359463

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0080741

DATE: 12-18-12

# Delaware

PAGE 2

*The First State*

A.D. 2013..

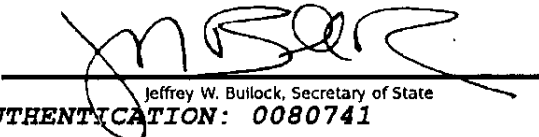
AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID  
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE  
AFORESAID CORPORATION, "DORMA USA, INC.".



2519127 8100H

121359463

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0080741

DATE: 12-18-12

CERTIFICATE OF INCORPORATION  
OF  
DORMA GROUP NORTH AMERICA, INC.

1. Name. The name of the Corporation is Dorma Group North America, Inc.
2. Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 4th Street Plaza, Suite 11, 2500 W. 4th Street, in the City of Wilmington, County of New Castle, Zip Code 19805. The Registered Agent in charge thereof is Entity Services (Delaware), Inc.
3. Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware and to possess and exercise all of the powers and privileges granted by such law and any other law of Delaware.
4. Authorized Capital. The aggregate number of shares of stock which the Corporation shall have authority to issue is One Thousand (1,000) shares, all of which are of one class and are designated as Common Stock and each of which has a par value of One Dollar (\$1.00).
5. Incorporator. The name and mailing address of the Incorporator are Sara M. Welsser, c/o Schnader, Harrison, Segal and Lewis, Suite 3600, 1600 Market Street, Philadelphia, PA 19103.
6. Bylaws. The board of directors of the Corporation is authorized to adopt, amend or repeal the bylaws of the Corporation, except as otherwise specifically provided therein.
7. Election of Directors. Elections of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
8. Right to Amend. The Corporation reserves the right to amend any provision contained in this Certificate as the same may from time to time be in effect in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.
9. Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the General Corporation Law of Delaware.

Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Section 9 shall be prospective only, and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned has executed this document on  
the 20th day of June, 1995.

  
Sara M. Welser, Incorporator

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 09:00 AM 10/07/1998  
981389675 - 2492472

STATE OF DELAWARE  
CERTIFICATE OF RESIGNATION  
OF REGISTERED AGENT WITH APPOINTMENT  
OF A SUCCESSOR REGISTERED AGENT

Pursuant to the provisions of Section 135 of Title 8 of the Delaware Code, the undersigned agent for service of process, in order to resign as agent and appoint a successor agent, hereby certifies that:

1. The name of the resigning agent is: Entity Services (Delaware), Inc.
2. The name of the successor agent is: Entity Services Group, LLC
3. The address of the successor agent is: 103 Foulk Road, Suite 200, Wilmington, DE 19803
4. Attached to this certificate is a statement from each such Corporation ratifying and approving such change of Registered Agent.

IN WITNESS WHEREOF, the undersigned agent has caused this certificate to be signed on its behalf by its Officer this 14<sup>th</sup> day of September, 1998.

By:



Name: Andrew T. Panaccione

Title: President




**AFFIDAVIT**

**STATE OF DELAWARE**

**COUNTY OF NEW CASTLE**

Dorma Group North America, Inc., a Delaware Corporation, hereby ratifies and approves of the resignation of Entity Services (Delaware), Inc. and appointment of Entity Services Group, LLC as successor located at 103 Foulk Road, Suite 200, Wilmington, DE 19803.

IN WITNESS WHEREOF, the said Corporation has caused this certificate to be signed on its behalf by its Officer this 22<sup>nd</sup> day of July, 1998.

  
\_\_\_\_\_  
Signature

Name: David C. Eppes

Title: Assistant Secretary

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 02:25 PM 11/30/2012  
FILED 02:22 PM 11/30/2012  
SRV 121280336 - 2519127 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is Dorma Group North America, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Dorma Door Controls, Inc., a Pennsylvania corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is Dorma Group North America, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation and shall be amended as set forth in the attached Exhibit A.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 1,000,000 shares, \$10.00 par value per share.

**SIXTH:** The merger is to become effective on January 1, 2013.

**SEVENTH:** The Agreement of Merger is on file at Dorma Drive, Drawer AC, Reamstown, PA 17687, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, this 30th day of November, A.D., 2012.

By: [Signature]  
Authorized Officer

Name: Wilhelmus Vandewiel  
Print or Type

Title: President

**EXHIBIT A**  
**TO**  
**CERTIFICATE OF MERGER**  
**FOR**  
**DORMA GROUP NORTH AMERICA, INC.**

**ARTICLE FOURTH:** The Certificate of Incorporation of the surviving corporation, as hereinafter amended, shall be its Certificate of Incorporation:

The Certificate of Incorporation of the corporation is hereby amended by striking out Article 1 thereof and by substituting in lieu of said Article the following new Article 1:

"ARTICLE 1. The name of the corporation is DORMA USA, INC."

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 06:44 PM 12/03/2012  
FILED 06:09 PM 12/03/2012  
SRV 121288810 - 2519127 FILE

**STATE OF DELAWARE  
CERTIFICATE OF MERGER OF  
FOREIGN CORPORATION INTO  
A DOMESTIC CORPORATION**

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law, the undersigned corporation executed the following Certificate of Merger:

**FIRST:** The name of the surviving corporation is DORMA USA, Inc., a Delaware corporation, and the name of the corporation being merged into this surviving corporation is Dorma-Carolina Door Controls, Inc., a North Carolina corporation.

**SECOND:** The Agreement of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations pursuant to Title 8 Section 252 of the General Corporation Law of the State of Delaware.

**THIRD:** The name of the surviving corporation is DORMA USA, Inc., a Delaware corporation.

**FOURTH:** The Certificate of Incorporation of the surviving corporation shall be its Certificate of Incorporation.

**FIFTH:** The authorized stock and par value of the non-Delaware corporation is 100,000 shares, \$1.00 per value per share.

**SIXTH:** The merger is to become effective on January 1, 2013.

**SEVENTH:** The Agreement of Merger is on file at Dorma Drive, Drawer AC, Reamstown, PA 17567, an office of the surviving corporation.

**EIGHTH:** A copy of the Agreement of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the constituent corporations.  
**IN WITNESS WHEREOF**, said surviving corporation has caused this certificate to be signed by an authorized officer, the 30th day of November, A.D., 2012.

By: [Signature]  
Authorized Officer

Name: Wilhelmus VandeWiel

Print or Type

Title: President