

FD000005110

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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2018 MAY 18 P M 12
SET-CLERK OF COURT
TALLAHASSEE, FLORIDA

MAY 21 2018
T. J. FLEMMING

Long
NC

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: DORMA USA, Inc.
Name of Corporation

DOCUMENT NUMBER: F1200005110

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Stacie Peters

Name of Contact Person

dormakaba USA Inc.

Firm/Company

1 Dorma Dr

Address

Reamstown, PA 17567

City/State and Zip Code

stacie.peters@dormakaba.com

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

For further information concerning this matter, please call:

Stacie Peters

Name of Contact Person

at (717) 336-3881
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

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)

F12000005110

(Document number of corporation (if known))

1. DORMA USA, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware
(Incorporated under laws of)
3. 12/19/2012
(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? 01/01/2018
5. dormakaba USA 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)

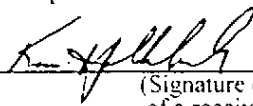
6. If the amendment changes the period of duration, indicate new period of duration.

N/A
(New duration)

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

N/A
(New jurisdiction)

8. 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)

Kevin Hollenbach
(Typed or printed name of person signing)

Treasurer
(Title of person signing)

RECEIVED MAY 18 2013
HALLMAN ASSOCIATES, FLORIDA

2013 MAY 18 P 1:13

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Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"COMPUTERIZED SECURITY SYSTEMS, INC.", A MICHIGAN CORPORATION,

"RUTHERFORD CONTROLS INT'L. CORP.", A VIRGINIA CORPORATION, WITH AND INTO "DORMA USA, INC." UNDER THE NAME OF "DORMAKABA USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2017, AT 3:21 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

2519127 8100M
SR# 20183095368

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

Authentication: 202594202
Date: 04-27-18

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:21 PM 12/21/2017
FILED 03:21 PM 12/21/2017
SR 2017724078 - File Number 2519127

CERTIFICATE OF MERGER
of
Rutherford Controls Int'l. Corp.
&
Computerized Security Systems, Inc.
with and into
Dorma USA, Inc.

Pursuant to Title 8, Section 252(c) 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 corporations being merged into the surviving corporation are Rutherford Controls Int'l. Corp., a Virginia corporation, and Computerized Security Systems, Inc., a Michigan corporation (collectively, the "**Constituent Corporations**").

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations pursuant to the provisions of Title 8, Sections 252 and 228 of the Delaware General Corporation Law.

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

FOURTH: The Certificate of Incorporation of the surviving corporation, as hereafter amended, shall be its Certificate of Incorporation:

The Certificate of Incorporation of the surviving 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 dormakaba USA Inc."

FIFTH: The merger is effective at 11:59:59 p.m. EST on December 31, 2017.

SIXTH: The Agreement and Plan of Merger is on file at 100 Dorma Drive, Reamstown, PA 17567, the place of business of the surviving corporation.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the Constituent Corporations.

EIGHTH: The authorized number of shares of the capital stock of Rutherford Controls Int'l. Corp., a Virginia corporation, is 4000 (Class A Voting Common Stock) and 1000 (Class B Fixed Value Nonvoting Preferred Stock). The authorized number of shares of the capital stock of Computerized Security Systems, Inc., a Michigan corporation, is 50,000 (Common Stock).

NINTH: This Certificate of Merger, including the amendment to the Certificate of Incorporation of the surviving corporation set forth herein, shall not become effective until 11:59:59 p.m. EST on December 31, 2017.

IN WITNESS WHEREOF, said surviving corporation has caused this certificate to be signed by an authorized officer, the 20th day of December, A.D., 2017.

[THE SIGNATURE PAGE FOLLOWS]

DORMA USA, INC., a
Delaware corporation

By: 

Officer Name: Michael Kincaid
Officer Title: President