

F1300000359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

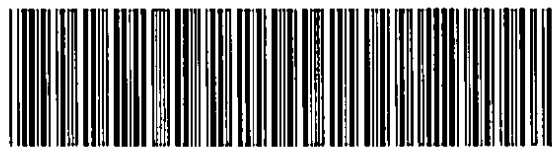
(Business Entity Name)

(Document Number)

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NC

R. WHITE

JAN 22 2018



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2018

JIM CHASON  
1575 INDIAN RIVER BLVD C 240  
VERO BEACH, FL 32960

SUBJECT: COMPO NORTH AMERICA, INCORPORATED  
Ref. Number: F13000000359

We have received your document for COMPO NORTH AMERICA, INCORPORATED and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The form you submitted is for a Florida profit corporation, but your entity is a Foreign profit corporation. Please complete and return the enclosed blank form(s).

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.

Rebekah White  
Regulatory Specialist II

Letter Number: 018A00000516

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Compo Expert USA & Canada, Inc  
Name of Corporation

**DOCUMENT NUMBER:** F13000000359

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Jim Chason

Name of Contact Person

Firm/Company

1575 Indian River BLVD C 240

Address

Vero Beach, FL 32960

City/State and Zip Code

andy@coltoncpa.com

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

For further information concerning this matter, please call:

Andrew W Williams

Name of Contact Person

at ( 772 ) 231-1440

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

RECEIVED  
JUN 19 PM 3:44

**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)**

F13000000359

(Document number of corporation (if known))

Compo North America, Incorporated

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

Delaware

(Incorporated under laws of)

3. 8/5/2011

(Date authorized to do business in Florida)

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

If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 10/21/2016

Compo Expert USA & Canada, 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)

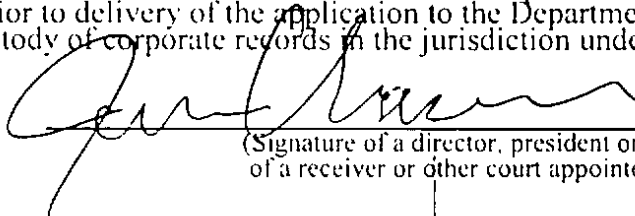
If the amendment changes the period of duration, indicate new period of duration.

(New duration)

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

(New jurisdiction)

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)

Jim Chason

(Typed or printed name of person signing)

Director/Treasurer/Secretary

(Title of person signing)

FILED  
18 JAN 19 AM 10:14  
SECRETARY OF STATE  
TALLAHASSEE, FL

1/18/18

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY "COMPO EXPERT USA & CANADA, 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 TWENTY-FIFTH DAY OF OCTOBER,  
A.D. 2017.



5019836 8300

SR# 20176743574

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

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 in a small font.

Authentication: 203457512

Date: 10-25-17

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 11:30 AM 10/17/2016  
FILED 11:30 AM 10/17/2016  
SR 20166263583 - File Number 5019836

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of  
COMPO NORTH AMERICA, INC.

resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED**, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FIRST" so that, as amended, said Article shall be and read as follows:

The name of this Corporation is COMPO EXPERT USA & Canada, Inc.

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 12 day of October, 2016.

By James Chason  
Authorized Officer

Title: Treasurer & Secretary

Name: James Chason  
Print or Type

10/24/2016

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### Entity Details

THIS IS NOT A STATEMENT OF GOOD STANDING

<u>File Number</u>	S019836	<u>Incorporation Date /</u>	8/5/2011
		<u>Formation Date</u>	(mm/dd/yyyy)
<u>Entity Name</u>	COMPO EXPERT USA & CANADA, INC.		
<u>Entity Kind</u>	Corporation	<u>Entity Type</u>	General
<u>Residency</u>	Domestic	<u>State</u>	DELAWARE

### REGISTERED AGENT INFORMATION

<u>Name</u>	THE CORPORATION TRUST COMPANY		
<u>Address</u>	CORPORATION TRUST CENTER 1209 ORANGE ST		
<u>City</u>	WILMINGTON	<u>County</u>	New Castle
<u>State</u>	DE	<u>Postal Code</u>	19801
<u>Phone</u>	302-658-7581		

Additional information is available for a fee. You can retrieve Status for a fee of \$10.00 or more detailed information including current franchise tax assessment, current filing history and more for a fee of \$20.00.

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# State of Delaware

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
P.O. BOX 898  
DOVER, DELAWARE 19903

8018748  
BLOCK & SCARPA  
1555 INDIAN RIVER BLVD  
SUITE 8-125  
VERO BEACH, FL 32960

10-21-2016

ATTN: TYLER P.

DESCRIPTION	AMOUNT
5019836 - COMPO EXPERT USA & CANADA, INC. 0240Y Amendment Name	
Amendment Fee	\$30.00
Receiving/Indexing	\$115.00
Surcharge Assessment-New Castle County	\$6.00
Page Assessment-New Castle County	\$18.00
Data Entry Fee	\$5.00
Court Municipality Fee, Wilm.	\$20.00
TOTAL CHARGES	\$194.00
TOTAL PAYMENTS	\$194.00
BALANCE	\$0.00



WRITTEN CONSENT IN LIEU OF AN ANNUAL MEETING OF THE  
SOLE STOCKHOLDER OF  
COMPO NORTH AMERICA, INC.

July \_\_\_\_, 2016

The undersigned (the "Stockholder"), being the sole stockholder of COMPO North America, Inc., a Delaware corporation (the "Company"), hereby adopts the following resolutions, with the same force and effect as if such resolutions had been duly adopted at an annual meeting of the stockholders, and hereby waives all notice of a meeting and the holding of any meeting to act upon such resolutions pursuant to Section 228(a) of the General Corporation Law of the State of Delaware, and directs this written consent be inserted in the minute book of the Company.

Election of Directors

RESOLVED, that the following persons be, and each of them hereby is, elected as a director of the Company to serve as provided in the Bylaws of the company and until his successor shall have been elected and qualified:

Dr. Ingo Müller

Thiemo Heinzen

James Chason

FURTHER RESOLVED, that any of the officers of the Company are hereby authorized, empowered and directed to make, execute and deliver, and do and perform, on behalf of and in the name of the Corporation, any and all documents, instruments, certificates, acknowledgements, payments, acts and things as may be required and appropriate to effectuate the matters authorized by the aforesaid resolutions; and

FURTHER RESOLVED, that any and all actions heretofore taken, any and all papers, agreements, instruments and documents heretofore executed, delivered and filed and any and all sums of money heretofore expended, in the name and on behalf of the Company, by any officers of the Company in connection with the matters authorized by the foregoing resolutions are hereby ratified, confirmed and approved.

*[Signature page follows]*

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in Lieu of an Annual Meeting of the Sole Stockholder of COMPO North America, Inc. as of the date first written above.

GOAT BIDCO GMBH

By: 

Name: Dr. Ingo Müller

Title: Managing Director

WRITTEN CONSENT IN LIEU OF AN ANNUAL MEETING OF THE  
BOARD OF DIRECTORS OF  
COMPO NORTH AMERICA, INC.

July \_\_\_\_, 2016

The undersigned, being all of the members of the board of directors (the "Board") of COMPO North America, Inc., a Delaware corporation (the "Company"), hereby adopt the following resolutions, with the same force and effect as if such resolutions had been duly adopted at an annual meeting of the Board, and hereby waives all notice of a meeting and the holding of any meeting to act upon such resolutions pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, and direct this written consent be inserted in the minute book of the Company.

Appointment of Officers

RESOLVED, that the following persons be, and each of them hereby is, elected to the office set forth opposite his name, to serve as provided in the Bylaws of the Company and until his successor shall have been elected and qualified:


Dr. Ingo Müller	President
Thlemo Heinzen	Managing Director
James Chason	Member of the Board

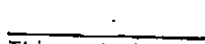
FURTHER RESOLVED, that any of the officers of the Company are hereby authorized, empowered and directed to make, execute and deliver, and do and perform, on behalf of and in the name of the Company, any and all documents, instruments, certificates, acknowledgements, payments, acts and things as may be required and appropriate to effectuate the matters authorized by the aforesaid resolutions; and

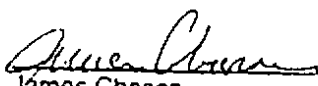
FURTHER RESOLVED, that any and all actions heretofore taken, any and all papers, agreements, instruments and documents heretofore executed, delivered and filed and any and all sums of money heretofore expended, in the name and on behalf of the Company, by any officers of the Company in connection with the matters authorized by the foregoing resolutions are hereby ratified, confirmed and approved.

*(Signature page follows)*

IN WITNESS WHEREOF, the undersigned has executed this Written Consent in Lieu of an Annual Meeting of the Board of Directors of COMPO North America, Inc. as of the date first written above.

  
\_\_\_\_\_  
Dr. Ingo Müller

  
\_\_\_\_\_  
Thiemo Heinzen

  
\_\_\_\_\_  
James Chason