

F14000000696

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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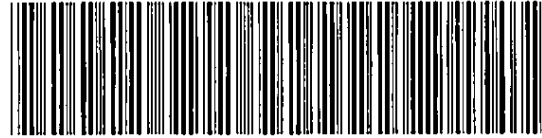
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 JAN 14 AM 8:17
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TALLAHASSEE, FL

Y. SUKHER

11/18/2021

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312
850-656-4724

Date: 01/17/2022

Acc#I20160000072

en: c DW

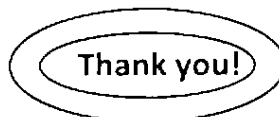
Name:	TMX HOLDCO, INC
Document #:	
Order #:	14095331

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"/>
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Amount: \$ 43.75



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)

F14000000494

(Document number of corporation (if known))

1. SMCS HOLDCO II, INC.

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

2. DELAWARE

(Incorporated under laws of)

3. 02/04/2014

(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? 12/30/2020

5. TMX HOLDCO, 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.

(New duration)

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

(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: _____, Florida

(City)

(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

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FLORIDA

9. If the amendment changes person, title or capacity in accordance with 607.150-4 (4), indicate that change:

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

DIRK GARDNER

(Typed or printed name of person signing)

VP/SECRETARY

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

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:

"TERMINIX INTERNATIONAL, INC.", A DELAWARE CORPORATION,
WITH AND INTO "SMCS HOLDCO II, INC." UNDER THE NAME OF "TMX
HOLDCO, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE THIRTIETH DAY OF DECEMBER, A.D. 2020, AT 5:49
O'CLOCK P.M.



S453635 8100M
SR# 20208802303

You may verify this certificate online at 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.

Jeffrey W. Bullock, Secretary of State

Authentication: 204452766
Date: 12-30-20

CERTIFICATE OF MERGER

OF

TERMINIX INTERNATIONAL, INC.
(a Delaware corporation)

WITH AND INTO

SMCS HOLDCO II, INC.
(a Delaware corporation)

(Pursuant to Section 251 of the General
Corporation Law of the State of Delaware)

Pursuant to Section 251 of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation executed the following Certificate of Merger:

1. The name and state of incorporation of each of the constituent corporations are as follows:

- (a) SMCS Holdco II, Inc., a Delaware corporation ("Acquiror"); and
- (b) Terminix International, Inc., a Delaware corporation ("Target").

2. The Agreement and Plan of Merger (the "Agreement and Plan of Merger"), dated as of December 30, 2020, by and between Target and Acquiror has been approved, adopted, acknowledged and executed by each of the constituent corporations in accordance with Section 251 (and by the written consent of the stockholders of the constituent corporations in accordance with Section 228 of the DGCL) of the DGCL.

3. The name of the surviving corporation is SMCS Holdco II, Inc. (the "Surviving Corporation"). The Certificate of Incorporation of the Surviving Corporation is being amended and restated in the merger to change the name of the Surviving Corporation to "TMX Holdco, Inc."

4. The Certificate of Incorporation of Acquiror, as in effect immediately prior to the merger, shall be amended and restated in its entirety to read as set forth on Exhibit A attached hereto, and as so amended and restated, shall be the Certificate of Incorporation of the Surviving Corporation.

5. The executed Agreement and Plan of Merger is on file at an office of the Surviving Corporation at 150 Peabody Place, Memphis TN 38103.

6. A copy of the Agreement and Plan of Merger will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

[Signature Page Follows]

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by a duly authorized officer this 30th day of December, 2020.

SMCS HOLDCO II, INC.

By: 

Name: Dirk Gardner

Title: Vice President & Secretary

Exhibit A

Amended and Restated Certificate of Incorporation

(see attached)

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SMCS HOLDCO II, INC.

FIRST: The name of the Corporation is TMX Holdco, Inc.

SECOND: The Corporation's registered office in the State of Delaware is c/o The Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware, 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: The nature of the business of the Corporation and its purpose is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 10,000 shares of Common Stock, par value \$.01 per share.

FIFTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and for the purpose of creating, defining, limiting and regulating the powers of the Corporation and its directors and stockholders:

(a) The number of directors of the Corporation shall be fixed and may be altered from time to time in the manner provided in the By-Laws, and vacancies in the Board of Directors and newly created directorships resulting from any increase in the authorized number of directors may be filled, and directors may be removed, as provided in the By-Laws.

(b) The election of directors need not be by written ballot.

(c) All corporate powers and authority of the Corporation (except as at the time otherwise provided by law, by this Certificate of Incorporation or by the By-Laws) shall be vested in and exercised by the Board of Directors.

(d) The Board of Directors shall have the power without the assent or vote of the stockholders to adopt, amend, alter or repeal the By-Laws of the Corporation, except to the extent that the By-Laws or this Certificate of Incorporation otherwise provide.

(e) No director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of his or her fiduciary duty as a director, *provided* that nothing contained in this Article shall eliminate or limit the liability of a director (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 the law, (iii) under Section 174 of the General Corporation Law of the State of Delaware

or (iv) for any transaction from which the director derived an improper personal benefit.

SIXTH: The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the laws of the State of Delaware, and all rights herein conferred upon stockholders or directors are granted subject to this reservation.