

F14000000646

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100374808851

2021 OCT 19 PM 12:50

RECEIVED

2021 OCT 18 AM 11:03

CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

Alaine
CHS

OCT 22 2021

ALBRITTON

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 10/18/2021

Acc#I20160000072

en: c SW

Name:	Samsung SDS America, Inc.
Document #:	
Order #:	13907206

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

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

Amount: \$ 35.00

CORRECTED
Please Allow For
Same File Date

10-18-21

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 19, 2021

CT CORP

CORRECTED
Please Allow For
Same File Date

SUBJECT: SAMSUNG SDS GLOBAL SCL AMERICA, INC.
Ref. Number: F14000000646

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

The certification must reflect the name change as a certificate of good standing is not acceptable.

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.

Irene Albritton
Regulatory Specialist III

Letter Number: 621A00025379

(Pursuant to s. 607.1504, F.S.)

SECTION I

F14000000646

(Document number of corporation (if known))

SAMSUNG SDS GLOBAL SCL AMERICA, INC.

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

California

02/10/2014

(Incorporated under laws of)

(Date authorized to do business in Florida)

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06/21/2021

5 SAMSUNG SDS AMERICA, 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:

(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

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>
CFO/D	Jongchul Lee	100 Challenger Road, 6th Floor	<input checked="" type="checkbox"/> Add
		Ridgefield Park, NJ 07660	<input type="checkbox"/> Remove
CFO/D	Kyung-Hun Kim	100 Challenger Road, 6th Floor	<input type="checkbox"/> Add
		Ridgefield Park, NJ 07660	<input checked="" type="checkbox"/> Remove
Secretary	Sung Kyung Cho	2112-1 Enrico Fermi Dr.	<input type="checkbox"/> Add
		San Diego, CA 92154	<input checked="" type="checkbox"/> Remove
VP	Mirna Martinez	3033 W. President George Bush Hwy Ste 250	<input type="checkbox"/> Add
		Plano, TX 75075	<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input checked="" 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.

o/ y/ 2m

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

JONGCHUL LEE

(Typed or printed name of person signing)

CFO.

(Title of person signing)

FILING FEE \$35.00



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, Ph.D., Secretary of State of the State of California, hereby certify:

Entity Name: SAMSUNG SDS AMERICA, INC.
File Number: C1906508
Registration Date: 02/18/1997
Entity Type: DOMESTIC STOCK CORPORATION
Jurisdiction: CALIFORNIA
Status: ACTIVE (GOOD STANDING)

As of August 18, 2021 (Certification Date), the entity is authorized to exercise all of its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the Certification Date and does not reflect documents that are pending review or other events that may affect status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of California
this day of August 19, 2021.

A handwritten signature in black ink, appearing to read "Shirley N. Weber".

SHIRLEY N. WEBER, Ph.D.
Secretary of State

Certificate Verification Number: ZQ7N97Y

To verify the issuance of this Certificate, use the Certificate Verification Number above with the Secretary of State Certification Verification Search available at bebizfile.sos.ca.gov/certification/index.

1906508 SURV

A0890129

FILED KKN
Secretary of State
State of California

AGREEMENT OF MERGER

W JUN 21 2021 EFFECTIVE
DATE
JUL 01 2021

This Agreement of Merger ("Merger Agreement") is entered into as of April 5, 2021, by and between Samsung SDS Global SCL America, Inc., a corporation incorporated under the laws of the State of California on February 18, 1997, with California Entity Number C1906508 (the "Surviving Corporation"), and Samsung SDS America, Inc., a corporation incorporated under the laws of the State of California on March 24, 2016, with California Entity Number C3887806 (the "Disappearing Corporation").

WHEREAS, the Board of Directors of the Surviving Corporation and Disappearing Corporation have each adopted resolutions approving this Merger Agreement pursuant to which the Disappearing Corporation will merge with and into the Surviving Corporation in accordance with Chapter 11 of the California General Corporation Law (the "Merger"), and each shareholder of the Surviving Corporation and Disappearing Corporation has approved the Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Merger. On the Effective Date (defined below) Disappearing Corporation shall merge with and into Surviving Corporation, with the Surviving Corporation being the surviving corporation under the laws of California. At such time the separate corporate existence of Disappearing Corporation shall cease and all the property, rights, privileges, powers and franchise of Disappearing Corporation shall succeed to Surviving Corporation, and all debts, liabilities, obligations, restrictions, disabilities and duties of Disappearing Corporation shall become the debts, liabilities, obligations, restrictions, disabilities and duties of Surviving Corporation.

2. Name. The name of the Surviving Corporation upon the Merger shall be "Samsung SDS America, Inc."

3. Effective Date. The Merger shall be effective at 12:01 a.m. (Pacific Time) at the beginning of July 1, 2021 (the "Effective Date").

4. Surviving Documents. Upon the Effective Date of the Merger, the Articles of Incorporation and Bylaws of Surviving Corporation, as in effect at such time, shall continue in full force and effect without change or modification thereto unless and until changed, altered or amended thereafter in accordance with provisions thereof and applicable law, or pursuant to Section 7 of this Merger Agreement.

5. Shares of Surviving Corporation and Disappearing Corporation. On the Effective Date, as a result of the Merger and without any action on the part of Surviving Corporation, Disappearing Corporation, or the shareholder of any of the foregoing Corporations, the outstanding shares of the Disappearing Corporation shall be cancelled and cease to exist, and no consideration shall be delivered in exchange therefor. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

6. Filings. Both parties agree that they will cause to be executed and filed or recorded any documents, including but not limited to this Merger Agreement, and that they will cause to be performed all necessary acts within the State of California and elsewhere to effectuate the Merger.

7. Amendment to Articles of Incorporation. Article I of the Articles of Incorporation of the Surviving Corporation will be amended as of the Effective Date in connection with the Merger to read in its entirety as follows:

"The name of this corporation is Samsung SDS America, Inc."

8. Counterparts. This Merger Agreement may be executed in one or more counterparts, each of which shall be deemed an original instrument, but all of which together shall constitute one and the same instrument. The parties hereto confirm that any facsimile or scanned copy of each party's executed counterparts of this Merger Agreement (or its signature page thereof) shall be deemed to be an executed original thereof.

9. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the laws of the State of California, without giving effect to any choice or conflict of law provision or rule.


10. No other Agreement or Understandings. This Merger Agreement embodies all of the agreements and understandings in relation to the subject matter hereof, and no covenants, understandings or agreements in relation to this Merger Agreement exist between the parties, except as expressly set forth in this Merger Agreement.

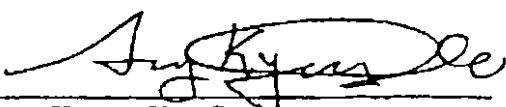
[Remainder of Page Intentionally Left Blank]

A0890129

IN WITNESS WHEREOF, the parties hereto have executed this Merger Agreement as of the date first written above.

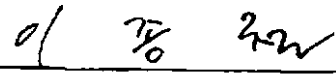
Samsung SDS Global SCL America, Inc.
a California Corporation


Su Hyon Im, President


Sung Kyung Cho, Secretary

Samsung SDS America, Inc.,
a California Corporation


Su Hyon Im, President


Jongchul Lee, Secretary

A0890129

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER**

SAMSUNG SDS GLOBAL SCL AMERICA, INC.


Su Hyon Im and Sung Kyung Cho hereby certify that:

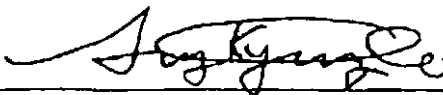
1. They are the President and Secretary, respectively, of Samsung SDS Global SCL America, Inc., a California corporation, with California Entity Number C1906508 (the "Surviving Corporation").
2. The principal terms of the Agreement of Merger, to which this Certificate is attached, were duly approved by the Board of Directors and by the shareholders of the Surviving Corporation by a vote that equaled or exceeded the vote required.
3. There is only one class of shares of stock, designated as "Common Stock," and the total number of outstanding shares of Common Stock entitled to vote with respect to the merger is 5,500,000.
4. The shareholder approval was by the holder of 100% of the outstanding shares of Common Stock.

[Remainder of Page Intentionally Left Blank]

A0890129

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our knowledge as of April 5, 2021.


Su Hyon Im, President


Sung Kyung Cho, Secretary

**CERTIFICATE OF APPROVAL
OF
AGREEMENT OF MERGER
SAMSUNG SDS AMERICA, INC.**

Su Hyon Im and Jongchul Lee hereby certify that:

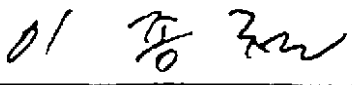
1. They are the President and Secretary, respectively, of Samsung SDS America, Inc., a California corporation, with California Entity Number C3887806 (the "Disappearing Corporation").
2. The principal terms of the Agreement of Merger, to which this Certificate is attached, were duly approved by the Board of Directors and by the shareholders of the Disappearing Corporation by a vote that equaled or exceeded the vote required.
3. There is only one class of shares of stock, designated as "Common Stock," and the total number of outstanding shares of Common Stock entitled to vote with respect to the merger is 8,100,000.
4. The shareholder approval was by the holder of 100% of the outstanding shares of Common Stock.

[Remainder of Page Intentionally Left Blank].

A0890129

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our knowledge as of April 5, 2021.


Su Hyon Im, President


Jongchul Lee, Secretary



I hereby certify that the foregoing transcript of 7 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 09 2021 CF6

A handwritten signature in cursive script, appearing to read "S. N. Weber".

SHIRLEY N. WEBER, Ph.D., Secretary of State