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14 APR 15 PM 4:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. LEWIS

APR 22 2014

EXAMINER



**DEFUR·VORAN**  
*Attorneys, Business Counselors and Neighbors*

**Offices in:**  
**Fishers**  
**Muncie**  
**New Castle**

**Please Reply to Muncie Office:**  
400 South Walnut Street, Suite 200, Muncie, IN 47305  
(T) (765) 288-3651 ♦ (F) (765) 288-7068

Nicholas M. Tokar  
[ntokar@defur.com](mailto:ntokar@defur.com)

April 14, 2014


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

**Re: Application by Foreign Profit Corporation to File Amendment to Application for  
Authorization to Transact Business in Florida**

Dear Sir or Madam:

On behalf of our client, Saint-Gobain Containers, Inc., we are filing the enclosed Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida. **As a result of a merger, Saint-Gobain Containers, Inc. has changed its name to Ardagh Glass Inc.** Enclosed please find an Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida, a certified copy evidencing the name change from the Delaware Secretary of State's office, and the requisite filing fee. Please call me at (765) 288-3651 with any questions.

Yours Truly Yours,

  
Nicholas M. Tokar

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Saint-Gobain Containers, Inc.

Name of Corporation

**DOCUMENT NUMBER:** \_\_\_\_\_

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

**Nicholas M. Tokar**

Name of Contact Person

**DeFur Voran LLP**

Firm/Company

**400 S. Walnut Street, Suite 200**

Address

**Muncie, IN 47305**

City/State and Zip Code

**ntokar@defur.com**

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

For further information concerning this matter, please call:

**Nicholas M. Tokar**

Name of Contact Person

at ( **765** ) **288-3651**

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)**

F14000001675

(Document number of corporation (if known))

APPROVED  
FILED  
14 APR 15 PM 4:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. Saint-Gobain Containers, Inc.

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

2. Delaware

(Incorporated under laws of)

3. April 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? 4/11/2014

5. Ardagh Glass 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. 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.

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

David W. Knight

(Typed or printed name of person signing)

Secretary

(Title of person signing)

# Delaware

PAGE 1

## *The First State*

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 OWNERSHIP, WHICH MERGES:

"ARDAGH GLASS CONTAINERS INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SAINT-GOBAIN CONTAINERS, INC." UNDER THE NAME OF "ARDAGH GLASS INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE ELEVENTH DAY OF APRIL, A.D. 2014, AT 1:48 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2519119 8100M

140461106

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: 1287450

DATE: 04-11-14

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 01:52 PM 04/11/2014  
FILED 01:48 PM 04/11/2014  
SPV 140461106 - 2519119 FILE

## CERTIFICATE OF OWNERSHIP AND MERGER

### MERGING

ARDAGH GLASS CONTAINERS INC.

WITH AND INTO

SAINT-GOBAIN CONTAINERS, INC.

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "DGCL"), Ardagh Glass Containers Inc., a Delaware corporation (the "Corporation"), HEREBY CERTIFIES AS FOLLOWS:

FIRST: The names and states of incorporation of the constituent corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Saint-Gobain Containers, Inc. ("SGCI")	Delaware
Ardagh Glass Containers Inc.	Delaware

SECOND: That the Corporation owns 100% of the outstanding shares of common stock, no par value, of SGCI, which is the only class of stock of SGCI outstanding.

THIRD: That the Corporation, by the resolutions of its Board of Directors, duly adopted by unanimous written consent in lieu of a meeting, dated April 11, 2014, determined to merge the Corporation with and into SGCI (hereinafter the "Surviving Corporation") upon the terms set forth in such resolutions. A true copy of said resolutions is attached hereto as Exhibit A. Such resolutions have not been modified or rescinded and are in full force and effect on the date hereof.

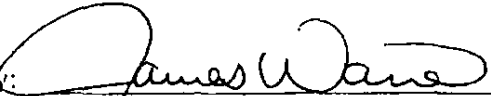
FOURTH: That the Certificate of Incorporation of SGCI shall be amended and restated in its entirety to read as set forth on Exhibit B attached hereto, and, as so amended, shall be the certificate of incorporation of the Surviving Corporation until thereafter amended in accordance with the DGCL.

FIFTH: That the merger has been approved by the sole stockholder of the Corporation, acting by written consent in accordance with Section 228 of the DGCL, and such approval has not been modified or rescinded and is in full force and effect on the date hereof.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed as of this 1 day of April, 2014.

ARDAGH GLASS CONTAINERS INC.

By:   
Name: JAMES WARNER  
Title: Director + Secretary

**Exhibit A**

[See attached]



RESOLUTIONS OF THE BOARD OF DIRECTORS  
ADOPTED BY UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING  
ARDAGH GLASS CONTAINERS INC.  
(the "Company")

The undersigned, being all members of the Board of Directors (the "Board") of the Company, a Delaware corporation, acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "General Corporation Law"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board, and direct that this written consent be filed with the minutes of the proceedings of the Board.

**WHEREAS:**

1. Pursuant to a Share Purchase Agreement, dated January 17, 2013, between Ardagh Group S.A. ("Parent") and Compagnie de Saint-Gobain ("CSG"), the Company has acquired all of the outstanding shares of Saint-Gobain Containers, Inc., a Delaware corporation ("SGCI", and the transaction, the "CSG Transaction").
2. In connection with the CSG Transaction, the Company wishes to merge with and into SGCI, with SGCI continuing as the surviving entity, by filing with the Secretary of State of the State of Delaware of a Certificate of Ownership and Merger, in accordance with Section 253 of the General Corporation Law.
3. The Company is the legal and beneficial owner of 100% of the outstanding shares of capital stock of SGCI.
4. The Board has wishes to approve and declare advisable the consummation of the Merger.

**RESOLVED:**

**The Merger**

1. That the Company merge (the "Merger") with and into SGCI, pursuant to Section 253 of the General Corporation Law.
2. That the Merger shall become effective at the time (the "Effective Time") of the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware in accordance with the provisions of the General Corporation Law.
3. That, at the Effective Time of the Merger, the separate existence of the Company shall cease, and SGCI shall be the surviving corporation (the "Surviving Corporation"), and the Surviving Corporation, without further action, shall possess all the rights, privileges, powers and franchises, public and private, of both SGCI and the Company and shall be subject to all the debts, liabilities, obligations, restrictions, disabilities and duties of both SGCI and the Company.

4. That the bylaws of the Company, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Corporation until thereafter amended as provided by law or the Surviving Corporation's Certificate of Incorporation.
5. That the Certificate of Incorporation set forth on Exhibit A shall be the Certificate of Incorporation of the Surviving Corporation until thereafter amended as provided by law or such Certificate of Incorporation.
6. That, at the Effective Time, each share of the Common Stock, no par value per share, of SGCI which is issued and outstanding immediately prior to the Effective Time, shall be converted into and exchanged for one validly issued, fully paid and nonassessable share of the Common Stock, par value \$0.01 per share, of the Surviving Corporation.
7. That, at the Effective Time, each share of the Common Stock, par value \$0.01 per share, of the Company which is issued and outstanding immediately prior to the Effective Time, shall be deemed cancelled.
8. That the directors and officers of SGCI as of the Effective Time shall be the directors and officers of the Surviving Corporation, until their successors are duly elected or appointed.
9. That any director or officer of the Company (each, an "Authorized Signatory", and collectively, the "Authorized Signatories") and each of them individually hereby is, authorized in the name and on behalf of the Company, to make and execute a Certificate of Ownership and Merger in accordance with Sections 103 and 253 of the General Corporation Law and to cause the same to be filed with the Secretary of State of the State of Delaware.

#### **Further Actions**

10. That that the Authorized Signatories, or any of them, be, and each of them hereby is, authorized in the name of and on behalf of the Company to pay all necessary and reasonable fees incurred in connection with the Merger, including, without limitation, all filing fees to be made to any governmental agency, and to make such other payments as any such Authorized Signatory shall deem to be necessary or advisable, such payments to be conclusive evidence of such Authorized Signatory's determination.
11. That any and all actions heretofore or hereafter taken by the Authorized Signatories of the Company, or any of them, within the terms of the foregoing resolutions, be and they each hereby are, ratified, confirmed and approved.
12. That the Authorized Signatories of the Company be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, to take or cause to be taken any and all further actions, to execute and deliver or cause to be executed and delivered all such other instruments and documents in the name and on behalf of the Company, to incur and pay all such fees and expenses and to engage such persons as they shall in their judgment determine to be necessary, proper and desirable to carry out fully the intent and purposes of the foregoing resolutions.

**Exhibit B**

[See attached]

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION**  
**OF**  
**ARDAGH GLASS INC.**

**ARTICLE I**

Name

The name of the corporation is Ardagh Glass Inc. (the "Corporation").

**ARTICLE II**

Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Delaware is Corporation Service Company, 2711 Centerville Road, Suite 400, in the City of Wilmington, County of New Castle, Delaware 19808. The name of the registered agent of the Corporation at such address is Corporation Service Company.

**ARTICLE III**

Corporate Purpose

The purpose of the Corporation 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 (the "General Corporation Law").

**ARTICLE IV**

Capital Stock

The total number of shares of all classes of stock that the Corporation shall have authority to issue is 1,000, all of which shall be shares of Common Stock, par value \$0.01 per share.

**ARTICLE V**

Directors

(1) Elections of directors of the Corporation need not be by written ballot, except and to the extent provided in the By-laws of the Corporation.

(2) To the fullest extent permitted by the General Corporation Law as it now exists and as it may hereafter be amended, no director of the Corporation shall be personally

liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

## ARTICLE VI

### Indemnification of Directors, Officers and Others

(1) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the person's conduct was unlawful.

(2) The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation, or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the Court of Chancery of the State of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the Court of Chancery or such other court shall deem proper.

(3) Notwithstanding anything in Section (1) or Section (2) of this Article VI to the contrary, the Corporation shall be required to indemnify any present or former director or officer in connection with a proceeding (or part thereof) commenced by such person only if the commencement of such proceeding (or part thereof) by such person was authorized in the specific case by the Board of Directors of the Corporation.

(4) To the extent that a present or former director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections (1) and (2) of this Article VI, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

(5) Any indemnification under Sections (1) and (2) of this Article VI (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former director, officer, employee or agent is proper in the circumstances because the person has met the applicable standard of conduct set forth in such Sections (1) and (2). Such determination shall be made, with respect to a person who is a director or officer at the time of such determination, (a) by a majority vote of the directors who are not parties to such action, suit or proceeding, even though less than a quorum, or (b) by a committee of such directors designated by majority vote of such directors, even though less than a quorum, or (c) if there are no such directors, or if such directors so direct, by independent legal counsel in a written opinion, or (d) by the stockholders of the Corporation.

(6) Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation authorized in this Article VI. Such expenses (including attorneys' fees) incurred by former directors and officers or other employees and agents may be so paid upon such terms and conditions, if any, as the Corporation deems appropriate.

(7) The indemnification and advancement of expenses provided by, or granted pursuant to, the other sections of this Article VI shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any law, by law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

(8) The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of Section 145 of the General Corporation Law.

(9) For purposes of this Article VI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation

as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VI with respect to the resulting or surviving corporation as such person would have with respect to such constituent corporation if its separate existence had continued.

(10) For purposes of this Article VI, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the Corporation" shall include any service as a director, officer, employee or agent of the Corporation which imposes duties on, or involves service by, such director, officer, employee or agent with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner such person reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the Corporation" as referred to in this Article VI.

(11) The indemnification and advancement of expenses provided by, or granted pursuant to, this Article VI shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE VII

### By-Laws

The directors of the Corporation shall have the power to adopt, amend or repeal by-laws.

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in this Certificate of Incorporation in the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights conferred on stockholders, directors and officers in this Certificate of Incorporation are subject to this reserved power.