

7/13/2016 12:13:30 PM From: To: 83161743HD(147)

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*Merger*

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Account Number : FCA000000023  
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R. WHITE

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**MERGER OR SHARE EXCHANGE  
UL VERIFICATION SERVICES INC.**

Certificate of Status	0
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Articles of Merger  
for  
National Analysis Center, Inc.  
into  
UL Verification Services Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge National Analysis Center, Inc., a Florida corporation, with and into UL Verification Services Inc., a Delaware corporation, in accordance with Section 607.1109 of the Florida Business Corporation Act (the "FBCA").

**FIRST:** The exact name, jurisdiction and entity type for the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
National Analysis Center, Inc.	Florida	Corporation

**SECOND:** The exact name, jurisdiction and entity type of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
UL Verification Services Inc.	Delaware	Corporation

**THIRD:** The plan of merger, attached hereto as Exhibit A (the "Plan of Merger"), was approved by the Board of Directors and stockholder of National Analysis Center, Inc. in accordance with the applicable provisions of Chapter 607, Florida Statutes.

**FOURTH:** The Plan of Merger was approved by the Board of Directors and stockholder of UL Verification Services Inc. ("UL VS") in accordance with Sections 141 and 252 of the Delaware General Corporation Law.

**FIFTH:** The merger will be consummated by UL VS filing a Certificate of Merger with the Delaware Secretary of State in accordance with Section 252 of the DGCL (the "Certificate") and by filing Articles of Merger with the Florida Department of State in accordance with Section 607.1109 of the FBCA (the "Articles"). The Merger shall be effective as of July 18, 2016.

**SIXTH:** The address of UL VS is 333 Pfingsten Road, Northbrook, IL 60602.

**SEVENTH:** UL VS hereby:

- (a) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- (b) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

IN WITNESS WHEREOF, each of the undersigned has caused these Articles of Merger to be executed on its behalf by its duly authorized signatory as of the date first set forth above.

NATIONAL ANALYSIS CENTER, INC.

By: Terrence R. Brady

Name: Terrence R. Brady

Title: Senior Vice President and Corporate Secretary

UL VERIFICATION SERVICES INC.

By: Terrence R. Brady

Name: Terrence R. Brady

Title: Secretary

7/13/2016 12:14:30 PM From: To: 8506176380( 4/7 )

**Exhibit A**

**Plan of Merger**

*See attached.*

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into this 12th day of July, 2016, by and between National Analysis Center, Inc., a Florida corporation (the "Terminating Corporation") and UL Verification Services Inc., a Delaware corporation (the "Surviving Corporation").

### RECITALS

A. The Board of Directors of each of the Surviving Corporation and the Terminating Corporation has (i) determined that it is in the best interests of the Surviving Corporation or the Terminating Corporation, as applicable, that, the parties to this Agreement consummate the merger provided for herein in which the Terminating Corporation will merge with and into the Surviving Corporation (the "Merger"), with the Surviving Corporation surviving on the terms, and subject to the conditions, of this Agreement, and (ii) authorized, approved and adopted this Agreement in accordance with Sections 251(b) and 252 of the Delaware General Corporation Law (the "DGCL") and the Merger.

B. UL LLC, as the sole stockholder of each of the Surviving Corporation and the Terminating Corporation has approved this Agreement and the Merger.

NOW, THEREFORE, on the terms, and subject to the conditions, of this Agreement, the Surviving Corporation and the Terminating Corporation each agree as follows:

### ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE TIME. The Merger will be consummated by the Surviving Corporation filing a Certificate of Merger with the Delaware Secretary of State in accordance with Sections 251(b) and 252 of the DGCL (the "Certificate") and by filing Articles of Merger with the Florida Department of State in accordance with Section 607.1109 of the Florida Business Corporation Act. The Merger shall be effective as of July 18, 2016.

1.2 MERGER. As of the Effective Time:

(a) the Terminating Corporation will merge with and into the Surviving Corporation, and the Surviving Corporation will continue as the surviving corporation;

(b) the separate existence of the Terminating Corporation will cease, and the Surviving Corporation will succeed, without other transfer, to all of the rights and property of the Terminating Corporation, and will be subject to all of the debts and liabilities, including, but not limited to, contingent liabilities of the Terminating Corporation; and

(c) the Board of Directors and officers of the Surviving Corporation immediately prior to the Effective Time shall be the Board of Directors and the officers of the Surviving Corporation following the Merger until changed or removed in accordance with the certificate of incorporation and bylaws of the Surviving Corporation.

1.3 EFFECT ON TERMINATING CORPORATION OUTSTANDING SHARES. The outstanding shares of Terminating Corporation are being cancelled without consideration.

1.4 EFFECT ON SURVIVING CORPORATION OUTSTANDING SHARES. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

1.5 ORGANIZATIONAL DOCUMENTS. The certificate of incorporation of the Surviving Corporation in effect at the Effective Time will be the certificate of incorporation of the Surviving Corporation following the Merger until changed or amended as provided therein or by applicable law. The bylaws of the Surviving Corporation in effect immediately prior to the Effective Time will be the bylaws of the Surviving Corporation following the Merger until changed or amended as provided therein or by applicable law.

## ARTICLE 2 MISCELLANEOUS

2.1 ENTIRE AGREEMENT; ASSIGNMENT. This Agreement constitutes the entire agreement and supersedes all prior agreements and understandings, both written and oral, between the parties with respect to the subject matter hereof. Neither this Agreement nor any right, interest or obligation under this Agreement may be assigned, in whole or in part, by operation of law or otherwise, without the prior written consent of the other party.

2.2 GOVERNING LAW. This Agreement will be governed by and construed in accordance with the substantive laws of the State of Delaware, regardless of the laws that might otherwise govern under principles of conflicts of laws applicable thereto.

2.3 PARTIES IN INTEREST. Nothing in this Agreement, express or implied, is intended to confer upon any person, other than the parties hereto, any rights or remedies of any nature whatsoever under or by reason of this Agreement.

2.4 COUNTERPARTS. This Agreement may be executed in one or more counterparts, each of which will be deemed to be an original, but all of which will constitute one and the same agreement, and will become effective when one or more counterparts have been signed by each party and delivered to the other party.

[signature page follows]

IN WITNESS WHEREOF, each of the undersigned has caused this Agreement and Plan of Merger to be executed on its behalf by its duly authorized signatory as of the date first set forth above.

NATIONAL ANALYSIS CENTER, INC.

By: Terrence R. Brady

Name: Terrence R. Brady

Title: Senior Vice President and Corporate Secretary

UL VERIFICATION SERVICES INC.

By: Terrence R. Brady

Name: Terrence R. Brady

Title: Secretary