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(Requestor's Name)

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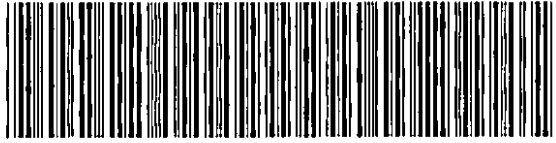
(Business Entity Name)

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S TALLENT  
MAY 30 2019

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SECRETARY OF STATE

*Merger*

RECEIVED  
SECRETARY OF STATE  
MAY 29 PM 4:15

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 5/29/2019

Acc#I20160000072

*W: C DW*

Name:	CONSUMER TESTING LABORATORIES (BANGLADESH) LIMITED, INC.
Document #:	
Order #:	11704002

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<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"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

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

Amount: \$ **78.75**

Thank you!

ARTICLES OF MERGER

CONSUMER TESTING LABORATORIES, INC. PO2000069120  
a Florida Corporation  
and  
UL VERIFICATION SERVICES INC. F16000001126  
a Delaware Corporation

FILED  
2019 MAY 29 AM 10:00  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, as amended (the "FBCA"), and Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), UL Verification Services Inc., a Delaware corporation ("UL VS" or the "Surviving Corporation"), and Consumer Testing Laboratories, Inc., a Florida corporation ("CTL"), adopt the following Articles of Merger for the purpose of merging CTL with and into UL VS with UL VS surviving the merger as the Surviving Corporation.

**FIRST:** A Merger Agreement and Plan of Reorganization in the form attached hereto as Annex A (the "Merger Agreement") containing the terms and conditions of the merger of CTL with and into UL VS (the "Merger") was duly authorized, approved, adopted, certified, executed, and acknowledged by each party thereto by all action required by the laws under which each such entity was formed, incorporated or organized and its constituent documents.

**SECOND:** The approval of the shareholders of UL VS is not required pursuant to Section 607.1104 of the FBCA and Section 253 of the DGCL. The Merger Agreement was adopted by UL VS, as the sole shareholder of CTL on May 28, 2019 and by the board of directors of UL VS on May 28, 2019.

**THIRD:** The address of the Surviving Corporation's principal office is 333 Pfingsten Road, Northbrook, IL 60602.

**FOURTH:** The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of CTL.

**FIFTH:** The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of CTL the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

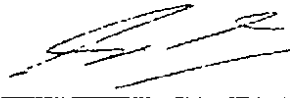
**SIXTH:** The merger will be consummated by the parties upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State in accordance with the applicable provisions of the DGCL and by filing Articles of Merger with the Florida Department of State in accordance with the applicable provisions of the FBCA. The Merger shall be effective as of May 31, 2019.

[Signature Page Follows]

FILED  
2019 MAY 29 AM 10:00  
TALLAHASSEE, FLORIDA

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.

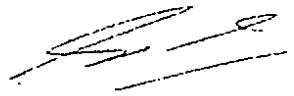
CONSUMER TESTING LABORATORIES, INC.

By:   
\_\_\_\_\_

Name: Sajeev Jesudas

Title: President & CEO

UL VERIFICATION SERVICES INC.

By:   
\_\_\_\_\_

Name: Sajeev Jesudas

Title: President

ANNEX A  
MERGER AGREEMENT

*See attached.*

## MERGER AGREEMENT AND PLAN OF REORGANIZATION

This MERGER AGREEMENT AND PLAN OF REORGANIZATION (this "Agreement") is entered into this 28th day of May, 2019, by and between UL Verification Services Inc., a Delaware corporation ("UL VS"), and Consumer Testing Laboratories, Inc., a Florida corporation and wholly-owned subsidiary of UL VS ("CTL").

### RECITALS

A. The Board of Directors of each of UL VS and CTL has approved the merger of CTL with and into UL VS (the "Merger"), pursuant to the Articles of Merger set forth in Exhibit A hereto (the "Florida Certificate") and the Certificate of Ownership and Merger set forth in Exhibit B hereto (the "Delaware Certificate"), and collectively with the Florida Certificate, the "Merger Certificates") and the transactions contemplated hereby, in accordance with the applicable provisions of Section 607.1104 of the Florida Business Corporation Act, as amended (the "FBCA"), and Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), which permit such a merger, subject to the terms and conditions of this Agreement.

B. The Board of Directors of each of UL VS and CTL, by unanimous written consent in lieu of a meeting, has determined that the Merger is fair and in the best interests of each of UL VS and CTL and its respective shareholders, as the case may be. The Board of Directors of CTL, by unanimous written consent in lieu of a meeting, has directed that this Agreement and the Merger be submitted to its shareholders for their adoption and approval and resolved to recommend that its shareholders vote in favor of the adoption of this Agreement and the approval of the Merger.

C. UL VS, as the sole shareholder of CTL, has approved this Agreement and the Merger.

NOW, THEREFORE, in consideration of the foregoing recitals, which shall be considered an integral part of this Agreement, and the conditions hereinafter set forth, the parties each agree as follows:

### ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE TIME. The Merger will be consummated by the parties upon the filing of the Merger Certificates with the offices of the Secretaries of State of the States of Florida and Delaware in accordance with the applicable provisions of the statutes of such states. Subject to and in accordance with such laws, the Merger shall be effective as of May 31, 2019 (the "Effective Time").

1.2 MERGER. As of the Effective Time, and subject to the terms and conditions of this Agreement and the Merger Certificates, CTL will merge with and into UL VS, and UL VS will continue as the Surviving Corporation. The term "Surviving Corporation" appearing in this Agreement denotes UL VS after consummation of the Merger. UL VS' existence, and all its purposes, powers, and objectives will continue unaffected and unimpaired by the Merger, and as the Surviving Corporation it will be governed by the laws of the State of Delaware and succeed to

all of CTL's rights, assets, liabilities, and obligations in accordance with the laws of the States of Florida and Delaware. For federal income tax purposes, it is intended that the Merger shall constitute a tax-free reorganization within the meaning of Sections 368(a)(1)(A) and 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

### 1.3 SURVIVAL OF ASSETS AND LIABILITIES.

(a) All rights and interests of each of CTL and UL VS in and to every type of property shall be transferred to and vested in the Surviving Corporation by virtue of the Merger without any deed or other transfer. The Surviving Corporation, as of the Effective Time of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by each of CTL and UL VS immediately prior to the Effective Time of the Merger.

(b) After the Effective Time, the Surviving Corporation shall be liable for all liabilities of each of CTL and UL VS, and all debts, liabilities, obligations and contracts of each of CTL and UL VS matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of either CTL and UL VS, as the case may be, shall be those of and are hereby expressly assumed by the Surviving Corporation and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either CTL and UL VS shall be preserved unimpaired.

1.4 EFFECT ON OUTSTANDING SHARES OF CTL. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of shares of CTL, all outstanding shares of CTL shall be cancelled without consideration.

1.5 EFFECT ON OUTSTANDING SHARES OF THE SURVIVING CORPORATION. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

1.6 ORGANIZATIONAL DOCUMENTS; OFFICERS, DIRECTORS. 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. The officers and directors of UL VS immediately prior to the Effective Time will be the officers and directors of the Surviving Corporation as of the Effective Time.

1.7 PRINCIPAL OFFICE. The established offices and facilities of UL VS immediately prior to the Merger shall become the established offices and facilities of the Surviving Corporation after the Effective Time.

1.8 APPRAISAL RIGHTS. The shareholders of UL VS who, except for the application of Section 607.1104 of the FBCA, would be entitled to vote to approve the Merger and who dissent from the Merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they

comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares of UL VS Common Stock.

## 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 Merger Agreement and Plan of Reorganization to be executed on its behalf by its duly authorized signatory as of the date first set forth above.

CONSUMER TESTING LABORATORIES, INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President & CEO

UL VERIFICATION SERVICES INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President

EXHIBIT A

FORM OF FLORIDA CERTIFICATE

*See attached.*

## ARTICLES OF MERGER

**CONSUMER TESTING LABORATORIES, INC.**  
a Florida Corporation  
and  
**UL VERIFICATION SERVICES INC.**  
a Delaware Corporation

Pursuant to the provisions of Section 607.1104 of the Florida Business Corporation Act, as amended (the “FBCA”), and Section 253 of the Delaware General Corporation Law, as amended (the “DGCL”), UL Verification Services Inc., a Delaware corporation (“UL VS” or the “Surviving Corporation”), and Consumer Testing Laboratories, Inc., a Florida corporation (“CTL”), adopt the following Articles of Merger for the purpose of merging CTL with and into UL VS with UL VS surviving the merger as the Surviving Corporation.

**FIRST:** A Merger Agreement and Plan of Reorganization in the form attached hereto as Annex A (the “Merger Agreement”) containing the terms and conditions of the merger of CTL with and into UL VS (the “Merger”) was duly authorized, approved, adopted, certified, executed, and acknowledged by each party thereto by all action required by the laws under which each such entity was formed, incorporated or organized and its constituent documents.

**SECOND:** The approval of the shareholders of UL VS is not required pursuant to Section 607.1104 of the FBCA and Section 253 of the DGCL. The Merger Agreement was adopted by UL VS, as the sole shareholder of CTL on May 28, 2019 and by the board of directors of UL VS on May 28, 2019.

**THIRD:** The address of the Surviving Corporation’s principal office is 333 Pfingsten Road, Northbrook, IL 60602.

**FOURTH:** The Surviving Corporation is deemed to have appointed the Secretary of State of the State of Florida as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of CTL.

**FIFTH:** The Surviving Corporation has agreed to promptly pay to the dissenting shareholders of CTL the amount, if any, to which they are entitled under Section 607.1302 of the FBCA.

**SIXTH:** The merger will be consummated by the parties upon the filing of a Certificate of Ownership and Merger with the Delaware Secretary of State in accordance with the applicable provisions of the DGCL and by filing Articles of Merger with the Florida Department of State in accordance with the applicable provisions of the FBCA. The Merger shall be effective as of May 31, 2019.

[Signature Page Follows]

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.

CONSUMER TESTING LABORATORIES, INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President & CEO

UL VERIFICATION SERVICES INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President

ANNEX A  
MERGER AGREEMENT

*See attached.*

## MERGER AGREEMENT AND PLAN OF REORGANIZATION

This MERGER AGREEMENT AND PLAN OF REORGANIZATION (this "Agreement") is entered into this 28th day of May, 2019, by and between UL Verification Services Inc., a Delaware corporation ("UL VS"), and Consumer Testing Laboratories, Inc., a Florida corporation and wholly-owned subsidiary of UL VS ("CTL").

### RECITALS

A. The Board of Directors of each of UL VS and CTL has approved the merger of CTL with and into UL VS (the "Merger"), pursuant to the Articles of Merger set forth in Exhibit A hereto (the "Florida Certificate") and the Certificate of Ownership and Merger set forth in Exhibit B hereto (the "Delaware Certificate", and collectively with the Florida Certificate, the "Merger Certificates") and the transactions contemplated hereby, in accordance with the applicable provisions of Section 607.1104 of the Florida Business Corporation Act, as amended (the "FBCA"), and Section 253 of the Delaware General Corporation Law, as amended (the "DGCL"), which permit such a merger, subject to the terms and conditions of this Agreement.

B. The Board of Directors of each of UL VS and CTL, by unanimous written consent in lieu of a meeting, has determined that the Merger is fair and in the best interests of each of UL VS and CTL and its respective shareholders, as the case may be. The Board of Directors of CTL, by unanimous written consent in lieu of a meeting, has directed that this Agreement and the Merger be submitted to its shareholders for their adoption and approval and resolved to recommend that its shareholders vote in favor of the adoption of this Agreement and the approval of the Merger.

C. UL VS, as the sole shareholder of CTL, has approved this Agreement and the Merger.

NOW, THEREFORE, in consideration of the foregoing recitals, which shall be considered an integral part of this Agreement, and the conditions hereinafter set forth, the parties each agree as follows:

### ARTICLE 1 THE MERGER; RELATED TRANSACTIONS

1.1 EFFECTIVE TIME. The Merger will be consummated by the parties upon the filing of the Merger Certificates with the offices of the Secretaries of State of the States of Florida and Delaware in accordance with the applicable provisions of the statutes of such states. Subject to and in accordance with such laws, the Merger shall be effective as of May 31, 2019 (the "Effective Time").

1.2 MERGER. As of the Effective Time, and subject to the terms and conditions of this Agreement and the Merger Certificates, CTL will merge with and into UL VS, and UL VS will continue as the Surviving Corporation. The term "Surviving Corporation" appearing in this Agreement denotes UL VS after consummation of the Merger. UL VS' existence, and all its purposes, powers, and objectives will continue unaffected and unimpaired by the Merger, and as the Surviving Corporation it will be governed by the laws of the State of Delaware and succeed to

all of CTL's rights, assets, liabilities, and obligations in accordance with the laws of the States of Florida and Delaware. For federal income tax purposes, it is intended that the Merger shall constitute a tax-free reorganization within the meaning of Sections 368(a)(1)(A) and 368(a)(2)(E) of the Internal Revenue Code of 1986, as amended (the "Code").

### 1.3 SURVIVAL OF ASSETS AND LIABILITIES.

(a) All rights and interests of each of CTL and UL VS in and to every type of property shall be transferred to and vested in the Surviving Corporation by virtue of the Merger without any deed or other transfer. The Surviving Corporation, as of the Effective Time of the Merger and without any order or other action on the part of any court or otherwise, shall hold and enjoy all rights of property, franchises and interests in the same manner and to the same extent as such rights, franchises, and interests were held or enjoyed by each of CTL and UL VS immediately prior to the Effective Time of the Merger.

(b) After the Effective Time, the Surviving Corporation shall be liable for all liabilities of each of CTL and UL VS, and all debts, liabilities, obligations and contracts of each of CTL and UL VS matured or unmatured, whether accrued, absolute, contingent, or otherwise, and whether or not reflected or reserved against on balance sheets, books of account or records of either CTL and UL VS, as the case may be, shall be those of and are hereby expressly assumed by the Surviving Corporation and shall not be released or impaired by the Merger; and all rights of creditors and other obligees and all liens on property of either CTL and UL VS shall be preserved unimpaired.

1.4 EFFECT ON OUTSTANDING SHARES OF CTL. At the Effective Time, by virtue of the Merger and without any action on the part of any holder of shares of CTL, all outstanding shares of CTL shall be cancelled without consideration.

1.5 EFFECT ON OUTSTANDING SHARES OF THE SURVIVING CORPORATION. The outstanding shares of the Surviving Corporation shall remain outstanding and are not affected by the Merger.

1.6 ORGANIZATIONAL DOCUMENTS; OFFICERS, DIRECTORS. 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. The officers and directors of UL VS immediately prior to the Effective Time will be the officers and directors of the Surviving Corporation as of the Effective Time.

1.7 PRINCIPAL OFFICE. The established offices and facilities of UL VS immediately prior to the Merger shall become the established offices and facilities of the Surviving Corporation after the Effective Time.

1.8 APPRAISAL RIGHTS. The shareholders of UL VS who, except for the application of Section 607.1104 of the FBCA, would be entitled to vote to approve the Merger and who dissent from the Merger pursuant to Section 607.1321 of the FBCA, may be entitled, if they

comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares of UL VS Common Stock.

**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 Merger Agreement and Plan of Reorganization to be executed on its behalf by its duly authorized signatory as of the date first set forth above.

CONSUMER TESTING LABORATORIES, INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President & CEO

UL VERIFICATION SERVICES INC.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President

**EXHIBIT B**

**FORM OF DELAWARE CERTIFICATE**

*See attached.*

**CERTIFICATE OF OWNERSHIP AND MERGER  
OF SUBSIDIARY INTO PARENT**

**CONSUMER TESTING LABORATORIES, INC.  
(a Florida corporation)**

*into*

**UL VERIFICATION SERVICES INC.  
(a Delaware Corporation)**

*Pursuant to Title 8, Section 253 of the General Corporation Law of the State of Delaware*

UL Verification Services Inc., a Delaware corporation ("Parent" or the "Corporation"), does hereby certify:

**FIRST:** That the Corporation is incorporated pursuant to the General Corporation Law of the State of Delaware ("DGCL").

**SECOND:** That the Corporation owns all of the outstanding shares of each class of the capital stock of Consumer Testing Laboratories, Inc., a Florida corporation ("Subsidiary"), which is incorporated pursuant to the Florida Business Corporation Act ("FBCA").

**THIRD:** Parent hereby merges Subsidiary with and into Parent (the "Merger"), pursuant to this Certificate of Ownership and Merger (this "Merger Certificate") and that certain Merger Agreement and Plan of Reorganization (the "Merger Agreement"), dated as of the date hereof, by and between Parent and Subsidiary. Parent shall be the surviving corporation (the "Surviving Corporation"), and the separate existence of Subsidiary shall cease as of the filing of this Merger Certificate with the Secretary of State of the State of Delaware.

**FOURTH:** The following is a copy of the relevant recitals and resolutions adopted as of May 28, 2019 by the unanimous written consent of the Board of Directors of Parent under Section 141(f) of the DGCL approving the merger of Subsidiary with and into Parent under Section 253 of the DGCL:

**WHEREAS,** Consumer Testing Laboratories, Inc., a Florida corporation ("Subsidiary") is a wholly-owned subsidiary of the Corporation;

**WHEREAS,** the Corporation is a wholly-owned subsidiary of UL LLC, a Delaware limited liability company; and

**WHEREAS,** the Board deems it advisable and in the best interests of the Corporation and its stockholder that it should be merged with Subsidiary (the "Merger"), pursuant to Section 253 of the DGCL and Section 607.1104 of the Florida Business Corporation Act and the Articles of Merger (the "Articles of Merger"), a Certificate of Ownership and Merger (the "Merger Certificate") and a Merger Agreement and Plan of Reorganization (the "Merger Agreement") in substantially the form previously presented to the Board, with the Corporation (the

“Surviving Corporation”) continuing as the entity surviving the Merger and assuming all of the estate, property, rights, privileges and franchises of Subsidiary;

**NOW THEREFORE BE IT RESOLVED**, that the Merger is hereby approved; and be it further

**RESOLVED** that the Merger Agreement is hereby adopted and approved in all respects; and be it further

**RESOLVED** that the issued and outstanding shares of Subsidiary’s capital stock shall not be converted in any manner, nor shall any cash or other consideration be paid or delivered therefor, inasmuch as the Corporation is the owner of all outstanding shares of Subsidiary, but each said share which is issued as of the complete effective date of the Merger shall be surrendered and extinguished; and be it further

**RESOLVED**, that each Authorized Person be, and each hereby is, authorized and directed to execute and file the Articles of Merger and the Merger Certificate effecting the Merger with the Secretary of State of the State of Delaware.

**FIFTH:** Articles of Merger, dated as of May 28, 2019, by and between Parent and Subsidiary, have been filed with the Florida Department of State in accordance with Section 607.1104 of the FBCA.

**SIXTH:** The name of the Surviving Corporation is UL Verification Services Inc., a Delaware corporation.

**SEVENTH:** The certificate of incorporation of UL Verification Services Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

**EIGHTH:** The authorized stock and par value of the non-Delaware corporation is 12,500 shares of common stock, each with no par value.

**NINTH:** The Certificate of Ownership and the Merger shall become effective as of May 31, 2019.

**TENTH:** The executed Merger Agreement is on file at the place of business of the Surviving Corporation at 333 Pfingsten Road, Northbrook, IL 60062. A copy will be furnished, upon request and without cost, to any stockholder of either constituent corporation.

**IN WITNESS WHEREOF**, the Surviving Corporation has caused this Certificate of Ownership and Merger to be signed by an authorized officer this 28th day of May, 2019.

By: \_\_\_\_\_

Name: Sajeev Jesudas

Title: President