

F16000001147

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*name change*

APR 29 2016

D CUSHING

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** NCPF Acquisition Corp. II

Name of Corporation

**DOCUMENT NUMBER:** F16000001147

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Leah Lower

Name of Contact Person

Newell Brands

Firm/Company

6655 Peachtree Dunwoody Road

Address

Atlanta, GA 30328

City/State and Zip Code

Leah.Lower@newellco.com

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

For further information concerning this matter, please call:

Leah Lower

at ( 770 ) 418-7715

Name of Contact Person

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

FILED  
16 APR 27 PM 2:07  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



6655 Peachtree Dunwoody Road  
Atlanta, GA 30328 (USA)

+ 1.770.418 7737 main  
[michael.peterson@newellco.com](mailto:michael.peterson@newellco.com)  
email

[newellbrands.com](http://newellbrands.com)

MERGER OF:

NCPF ACQUISITION CORP. II  
(Delaware Acquiring Corporation)  
&

JARDEN CORPORATION  
(Delaware Acquired Corporation)

Into:

JARDEN CORPORATION  
(Formerly NCPF Acquisition Corp. II)

22 April 2016

Department of State  
Divisions of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Sir or Madam,

Please find enclosed one copy of the Application by Foreign Corporation For Withdrawal of Authority to Transact Business or Conduct Affairs in Florida on behalf of Jarden Corporation to be filed first, one copy of Application by Foreign Corporation to File Amendment to Application for Authorization to Transact Business in Florida on behalf of NCPF Acquisition Corp. II to be filed second, in addition to one copy of the Delaware Certificate of Merger, which merges Jarden Corporation with and into NCPF Acquisition Corp. II, under the name "Jarden Corporation," as well as the Delaware Certificate of Good Standing. The transaction was approved and completed on April 15, 2016. The Required fees are enclosed.

Both Jarden Corporation and NCPF Acquisition Corp. II are Delaware Corporations that are qualified to transact business in the state of Florida. NCPF is the acquiring corporation, and Jarden is the disappearing corporation. After the merger was completed NCPF changed its name to Jarden Corporation.

Please file first the application to withdraw Jarden Corporation, and second file the amendment application to change the name of NCPF Acquisition Corp. II to "Jarden Corporation."

If there are any questions or concerns, please contact:

Leah Lower  
770-418-7715  
[Leah.Lower@newellco.com](mailto:Leah.Lower@newellco.com)

Thank you very much,

Michael R. Peterson  
Assistant Secretary



**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)**

F16000001147

(Document number of corporation (if known))

**1 NCPF Acquisition Corp. II**

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

## 2 Delaware

(Incorporated under laws of)

3 March 09, 2016

(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? April 15, 2016

5 Jarden Corporation

(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.

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

Michael R. Peterson

(Typed or printed name of person signing)

Secretary

(Title of person signing)

# Delaware

The First State

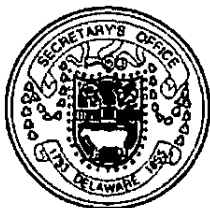
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "JARDEN CORPORATION" IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIRST DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "JARDEN CORPORATION" WAS INCORPORATED ON THE TENTH DAY OF DECEMBER, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



5904449 8300

SR# 20162453951

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Authentication: 202186914

Date: 04-21-16

# 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:

"JARDEN CORPORATION", A DELAWARE CORPORATION,  
WITH AND INTO "NCPF ACQUISITION CORP. II" UNDER THE NAME OF  
"JARDEN CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE FIFTEENTH DAY OF APRIL, A.D. 2016, AT 9:01 O'CLOCK  
A.M.

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



5904449 8100M  
SR# 20162310993

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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: 202153456  
Date: 04-15-16

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 08:59 AM 04/15/2016  
FILED 09:01 AM 04/15/2016  
SR 20162310993 - File Number 5904449

**CERTIFICATE OF MERGER**

**OF**

**JARDEN CORPORATION**  
**(a Delaware corporation)**

**WITH AND INTO**

**NCPF ACQUISITION CORP. II**  
**(a Delaware corporation)**

Pursuant to Section 251(c) of the General Corporation Law of the State of Delaware (the "DGCL"), the undersigned corporation hereby certifies that:

**FIRST:** The name and state of incorporation of each of the constituent corporations of the Merger (as defined below) are as follows:

<u>Name</u>	<u>State of Incorporation</u>
NCPF Acquisition Corp. II	Delaware
Jarden Corporation	Delaware

**SECOND:** The Agreement and Plan of Merger (the "Agreement"), dated as of December 13, 2015, among Jarden Corporation, a Delaware corporation (the "Company"), Newell Rubbermaid Inc., a Delaware corporation ("Parent"), NCPF Acquisition Corp. I, a Delaware corporation and wholly owned subsidiary of Parent, and NCPF Acquisition Corp. II, a Delaware corporation and wholly owned subsidiary of Parent ("Successor Sub"), pursuant to which, among other things, the Company will be merged with and into Successor Sub on the terms and subject to the conditions set forth in the Agreement, with Successor Sub being the surviving corporation (the "Merger"), has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with Section 251 of the DGCL (and, with respect to Successor Sub, by the written consent of its sole stockholder in accordance with Section 228 of the DGCL).

**THIRD:** The name of the surviving corporation shall be NCPF Acquisition Corp. II (the "Surviving Corporation").

**FOURTH:** The Certificate of Incorporation of Successor Sub as in effect immediately prior to the effective time of the Merger shall be amended and restated as of the effective time of the Merger to read, in its entirety, as set forth on Exhibit A attached hereto and incorporated herein by reference, and as so amended and restated shall constitute the Certificate of Incorporation of the Surviving Corporation and shall continue in full force and effect until it is further amended in accordance with the DGCL.

**FIFTH:** The executed Agreement is on file at the corporate offices of the Surviving Corporation, located at 6655 Peachtree Dunwoody Road, Atlanta, Georgia 30328.

**SIXTH:** A copy of the Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation.

**SEVENTH:** This Certificate of Merger and the Merger shall become effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

*[Signature page to follow]*



**IN WITNESS WHEREOF**, the Surviving Corporation has caused this certificate to be signed by an authorized officer on the 15th day of April, 2016.

**NCPF ACQUISITION CORP. II**

By: 

Name: Bradford R. Turner

Title: President

**Exhibit A**

**Amended and Restated Certificate of Incorporation  
of Jarden Corporation**

**FIRST:** The name of the corporation (the "Corporation") is Jarden Corporation.

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

**THIRD:** 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.

**FOURTH:** The total number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of Common Stock, with a par value of \$0.01 per share.

**FIFTH:** Elections of directors need not be by written ballot except and to the extent provided in the by-laws of the Corporation.

**SIXTH:** To the fullest extent permitted by the General Corporation Law of the State of Delaware or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Sixth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

**SEVENTH:** (A) The Corporation shall indemnify each person who is or was a director or officer of the Corporation, or of any other corporation, partnership, joint venture, trust or other enterprise which such person is serving or served in any capacity at the request of the Corporation, against any and all liability and reasonable expense that may be incurred by such person in connection with or resulting from any claim, actions, suit or proceeding (whether actual or threatened, brought by or in the right of the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, or otherwise, civil, criminal, administrative, investigative, or in connection with an appeal relating thereto), in which such person may become involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or of such other corporation, partnership, joint venture, trust or other enterprise or by reason of any past or future action taken or not taken in such person's capacity as director or officer, whether or not such person continues to be such at the time such liability or expense is incurred, provided that a determination is made by the Corporation in accordance with the laws of the State of Delaware that such person acted in good faith and in a manner such person reasonably believed to be in the best interests of the Corporation or at least not opposed to the best interests of such other corporation, partnership, joint venture, trust or other enterprise, as the case may be, and, in addition, in any criminal action or proceedings, had reasonable cause to believe his conduct was lawful or no reasonable cause to believe that such person's conduct was unlawful. The termination of a proceeding by judgment,

order, settlement, conviction or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that such person did not meet the standard of conduct described in the previous sentence. Notwithstanding the foregoing, there shall be no indemnification (i) as to amounts paid or payable to the Corporation or such other corporation, partnership, joint venture, trust or other enterprise, as the case may be, for or based upon the director or officer having gained in fact any personal profit or advantage to which such director or officer was not legally entitled, (ii) as to amounts paid or payable to the Corporation for an accounting of profits in fact made from the purchase or sale of securities of the Corporation within the meaning of Section 16(b) of the Securities Exchange Act of 1934 and amendments thereto or similar provisions of any state statutory law, or (iii) with respect to matters as to which indemnification would be in contravention of the laws of the State of Delaware or of the United States of America whether as a matter of public policy or pursuant to statutory provisions.

(B) Any such director or officer who has been wholly successful, on the merits or otherwise, with respect to any claim, action, suit or proceeding of the character described herein shall be entitled to indemnification as of right, except to the extent such director or officer has otherwise been indemnified. Except as provided in the preceding sentence, any indemnification hereunder shall be granted by the Corporation, but only if (i) the Board of Directors of the Corporation, acting by a quorum consisting of directors who are not parties to or who have been wholly successful with respect to such claim, action, suit or proceeding, shall find that such director or officer has met the applicable standards of conduct set forth in paragraph (A) of this Article Seventh, (ii) outside legal counsel engaged by the Corporation (who may be regular counsel of the Corporation) shall deliver to the Corporation its written opinion that such director or officer has met such applicable standards of conduct, or (iii) a court of competent jurisdiction has determined that such director or officer has met such standards, in an action brought either by the Corporation, or by the director or officer seeking indemnification, applying de novo such applicable standards of conduct. The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, settlement (whether with or without court approval) or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a director or officer did not meet the applicable standards of conduct set forth in paragraph (A) of this Article Seventh.

(C) As used in this Article Seventh, the term "liability" shall mean amounts paid in settlement or in satisfaction of judgments of fines or penalties, and the term "expense" shall include, but not be limited to, attorneys' fees and disbursements, incurred in connection with the claim, action, suit or proceeding. The Corporation may advance expenses to, or where appropriate may at its option and expense undertake the defense of, any such director or officer upon receipt of an undertaking by or on behalf of such person to repay such expenses if it should ultimately be determined that the person is not entitled to indemnification under this Article Seventh.

(D) The provisions of this Article Seventh shall be applicable to claims, actions, suits or proceedings made or commenced after the adoption hereof, whether arising from acts or omissions to act occurring before or after the adoption hereof. If several claims, issues or matters of action are involved, any such director or officer may be entitled to indemnification as to some matters even though he is not so entitled as to others. The rights of indemnification provided hereunder shall be in addition to any rights to which any director or officer concerned

may otherwise be entitled by contract or as a matter of law, and shall inure to the benefit of the heirs, executors and administrators of any such director or officer. Any repeal or modification of the provisions of this Article Seventh by the stockholders of the Corporation shall not adversely affect any rights to indemnification and advancement of expenses existing pursuant to this Article Seventh with respect to any acts or omissions occurring prior to such repeal or modification.

EIGHTH: The Corporation reserves the right at any time and from time to time to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner now or hereafter prescribed herein or by applicable law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to this reservation.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is expressly authorized to make, alter, amend or repeal the bylaws of the Corporation.