

Document Number Only  
**F96000001868**

C T CORPORATION SYSTEM  
Requestor's Name  
660 East Jefferson Street  
Address  
Tallahassee, Florida 32301  
City State Zip Phone  
904-222-1092  
**CORPORATION(S) NAME**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 APR 15 PM 3:18

Hansberger Global Investors Acquisition Corporation

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> Profit         | <input type="checkbox"/> Amendment              | <input type="checkbox"/> Merger             |
| <input type="checkbox"/> NonProfit                 |   |   |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> Mark               |
| <input checked="" type="checkbox"/> Foreign        | <input type="checkbox"/> Annual Report          | <input type="checkbox"/> Other              |
| <input type="checkbox"/> Limited Partnership       | <input type="checkbox"/> Reservation            | <input type="checkbox"/> Change of R.A.     |
| <input type="checkbox"/> Reinstatement             | <input type="checkbox"/> Photo Copies           | <input type="checkbox"/> Fictitious Name    |
| <input type="checkbox"/> Certified Copy            | <input type="checkbox"/> Call When Ready        | <input type="checkbox"/> CUS/ G/S           |
| <input type="checkbox"/> Call When Ready           | <input type="checkbox"/> Call if Problem        | <input type="checkbox"/> After 4:30         |
| <input checked="" type="checkbox"/> Walk In        | <input type="checkbox"/> Will Wait              | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> Mail Out                  |   |   |

Name
Availability
Document Examiner
Updater
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W.P. Verifier

4/15/96

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file 124

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION  
TRANSACT BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE  
STATE OF FLORIDA:

**1. Hansberger Global Investors Acquisition Corporation**

(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present.)

**2. Delaware**

(State or country under the law of which it is incorporated)

**3. Applied For**

(File number, if applicable)

**4. April 10, 1996**

(Date of Incorporation)

**5. Perpetual**

(Duration: Year corp. will cease to exist or "perpetual")

**6. Upon Qualification**

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.))

**7. 515 East Las Olas Blvd. Suite 1300, Fort Lauderdale, Florida 33301**

(Current mailing address)

**8. See attached purpose clause**

(Purpose(s) of corporation authorized in home state or country to be carried out in the state of  
Florida)

**9. Name and street address of Florida registered agent:**

Name: Kimberley A. Scott

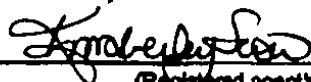
Office Address: 515 East Las Olas Blvd., Suite 1300

Fort Lauderdale, Florida, 33301

(Zip Code)

**10. Registered agent acceptance:**

Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application. I hereby accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I am familiar with and accept the obligation of my position as registered agent.



(Registered agent's signature) (Officer)

Kimberley A. Scott

(Type Name and Title of Officer)

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DIVISION OF CORPORATIONS  
96 APR 15 PM 3:18

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: Thomas L. Hansberger

Address: 515 East Las Olas Blvd. #1300

Fort Lauderdale, Florida 33301

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: Kimberley A. Scott

Address: 515 East Las Olas Blvd. #1300

Fort Lauderdale, Florida 33301

Secretary: Thomas L. Hansberger

Address: 515 East Las Olas Blvd. #1300

Fort Lauderdale, Florida 33301

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DIVISION OF CORPORATIONS  
56 APR 15 PM 3:18

Treasurer: Thomas L. HansbergerAddress: 515 East Las Olas Blvd. #1300Fort Lauderdale, Florida 33301

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Thomas L. Hansberger  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas L. Hansberger, Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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DIVISION OF CORPORATIONS  
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*State of Delaware*  
*Office of the Secretary of State*

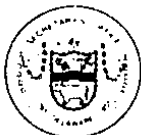
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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HANSBERGER GLOBAL INVESTORS ACQUISITION 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 ELEVENTH DAY OF APRIL, A.D. 1996.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 APR 15 PM 3:19



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION:

DATE:

7902918

04-11-96

Document Number Only

F96000001868

C 'I' CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Florida 32301

City

State

Zip

Phone

904-222-1092

CORPORATION(S) NAME

200001804762

-05/02/96--01044--002

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Hansberger Global Investors, Inc.

merged into:

Hansberger Global Investors Acquisition Corporation

☐ Profit

☐ NonProfit

☐ Limited Liability Company

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Certified Copy

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Photo Copies

☐ Call If Problem

☐ Will Wait

☒ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS/G/S

☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HANSBERGER GLOBAL INVESTORS, INC., a FL Corp., #P94000016052

into

HANSBERGER GLOBAL INVESTORS, INC., a Delaware corporation  
F96000001868

File date: April 15, 1996

Corporate Specialist: Susan Payne



FLORIDA DEPARTMENT OF STATE

Sandra B. Matham  
Secretary of State

April 16, 1996

CT Corporation System

Tallahassee, FL 32301

SUBJECT: HANSBERGER GLOBAL INVESTORS ACQUISITION  
CORPORATION  
Ref. Number: F96000001868

We have received your document for HANSBERGER GLOBAL INVESTORS ACQUISITION CORPORATION and check(s) totaling \$70.00. However, your check(s) and document are being returned for the following:

In order to effect the name change in Florida, in addition to the merger, we require an amended application with a certificate evidencing the change. The name change will be filed with the merger and no additional fee is required.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne  
Senior Corporate Section Administrator

Letter Number: 396A00017515

Walk-In 4/18

Susan Can you please  
back date to 4/16

Thanks

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96 APR 18 AM 11:52  
DIVISION OF CORPORATIONS



1800 M Street, N.W.  
Washington, D.C. 20036-5000  
202-467-7000  
Fax: 202-467-7176

**Morgan, Lewis  
& Bockius LLP**  
COUNSELLORS AT LAW

April 17, 1996

Ms. Susan Payne  
Senior Corporate Section Administrator  
Florida Department of State  
Division of Corporations  
Tallahassee, FL 32314

Re: Merger of Hansberger Global Investors into  
Hansberger Global Investors Acquisition Corporation  
Your Ref. Number: F96000001868  
Letter Number: 396A00017515

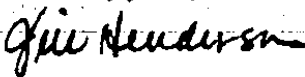
Dear Ms. Payne:

Pursuant to our telephone conversation yesterday, we are re-submitting the Articles of Merger of Hansberger Global Investors, Inc., a Florida corporation ("HGI"), with and into its wholly owned subsidiary, Hansberger Global Investors Acquisition Corporation ("HGI-Del"), a Delaware corporation, with HGI-Del as the surviving entity. It is our understanding that you will give such merger the effective date of April 15, 1996, the date of the original filing.

Simultaneous with the merger, and pursuant to the Plan of Merger adopted by the shareholders of both companies, HGI-Del has amended its Delaware Certificate of Incorporation to change its name to "Hansberger Global Investors, Inc." Accordingly, CT Corporation is filing herewith on behalf of HGI-Del an Amended Application for Authorization to Transact Business in the State of Florida, along with the necessary status certificate from the Secretary of State of Delaware evidencing the merger and subsequent name change.

Should you have any questions regarding either of the attached filings, please call me at (202) 467-7556. Thank you for your assistance.

Very truly yours,



Jill R. Henderson  
Legal Assistant

Attachments

**ARTICLES OF MERGER  
OF  
HANSBERGER GLOBAL INVESTORS, INC.  
INTO  
HANSBERGER GLOBAL INVESTORS ACQUISITION CORPORATION**

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96 APR 15 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Under Section 607.1105 of the  
Business Corporation Law

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations do hereby make and execute these Articles of Merger for the purpose of merging Hansberger Global Investors, Inc., a Florida corporation, with and into Hansberger Global Investors Acquisition Corporation (the "Merger"):

**FIRST:** The names of the corporations proposing to merge and the names of the states or countries under the laws of which such corporations are organized are as follows"

<u>Name of Corporation</u>	<u>State of Organization</u>
Hansberger Global Investors, Inc.	Florida
Hansberger Global Investors Acquisition Corporation ("HGI-AC")	Delaware

**SECOND:** The laws of the State of Delaware under which HGI-AC is organized permit such merger and HGI-AC is complying with those laws in effecting the Merger.

**THIRD:** HGI-AC complies with Section 607.1105 FS (as set forth below) as the surviving corporation of the Merger.

**FOURTH:** The Plan of Merger is as follows:

1. The name of each constituent corporation is Hansberger Global Investors, Inc., a Florida corporation and Hansberger Global Investors Acquisition Corporation, a Delaware corporation. The name of the surviving corporation is Hansberger Global Investors Acquisition Corporation.

2. At the time the Merger is effective (the "Effective Time"), the Certificate of Incorporation and By-Laws of Hansberger Global Investors Acquisition Corporation shall be the Articles of Incorporation and By-Laws of the surviving corporation. The name of the surviving corporation shall be "Hansberger Global Investors, Inc."

3. At the Effective Time, each share of Common Stock of Hansberger Global Investors, Inc. issued and outstanding immediately prior to the effective date will upon the effective date, automatically and without any further act on the part of the holders thereof, be converted into and become seven thousand (7,000) shares of Common Stock of the surviving corporation, which will thereupon be validly issued, fully paid, and nonassessable. Each holder of a certificate evidencing, immediately prior to the effective date, ownership of Common Stock of Hansberger Global Investors, Inc. will be entitled after the effective date to receive, in exchange for and upon surrender of such certificate for cancellation, a certificate evidencing ownership of that number of shares of Common Stock of the surviving corporation.

**FIFTH:** The effective date of the merger is the date on which the Plan and Agreement of Merger (or a conformed copy thereof), together with duly executed certificates of merger pursuant to the Business Corporation Act of the State of Florida and the General Corporation Law of the State of Delaware, are filed with the Department of State of the State of Florida and the Secretary of State of the State of Delaware.

**SIXTH:** The Plan of Merger was duly adopted by the shareholders of Hansberger Global Investors, Inc. on April 12, 1996. The Plan of Merger was duly adopted by the shareholders of Hansberger Global Investors Acquisition Corporation on April 12, 1996.

IN WITNESS WHEREOF, we hereunto sign our names and affirm that the statements made herein are true under the penalties of perjury this 12<sup>th</sup> day of April, 1996.

HANSBERGER GLOBAL INVESTORS  
ACQUISITION CORPORATION

Thomas L. Hansberger  
Thomas L. Hansberger, Chairman  
& Chief Executive Officer

Kimberly A. Scott  
Kimberly A. Scott, Vice President  
& Assistant Secretary

HANSBERGER GLOBAL INVESTORS, INC.

Thomas L. Hansberger  
Thomas L. Hansberger, Chairman  
& Chief Executive Officer

Kimberly A. Scott  
Kimberly A. Scott, Vice President  
& Assistant Secretary

**APPLICATION BY FOREIGN CORPORATION TO FILE AMENDMENT TO  
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN  
FLORIDA**

FILED  
APR 15 PM 3 18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SECTION I (1-3 must be completed)**

1. Hansberger Global Investors Acquisition Corporation  
Name of corporation as it appears within the records of the Department of State

2. Incorporated under laws of: Delaware

3. Date authorized to do business in Florida: April 15, 1996

**SECTION II (4-7 complete only the applicable changes)**

4. If the amendment changes the name of the corporation, when was the change affected under the laws of its jurisdiction of incorporation?

April 15, 1996

5. Name of corporation after the amendment, adding suffix "corporation," "company," "incorporated," or appropriate abbreviation, if not contained in new name of the corporation:

Hansberger Global Investors, Inc.

6. If the amendment changes the period of duration, indicate new period of duration.

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Thomas L. Hansberger

Signature  
Name and Title

Thomas L. Hansberger  
Chairman

17 April 1996

Date

State of Delaware  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "HANSBERGER GLOBAL INVESTORS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF APRIL, A.D. 1996, AT 4:30 O'CLOCK P.M.

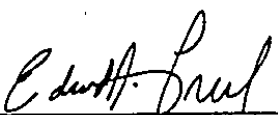
CERTIFICATE OF AMENDMENT, FILED THE TWELFTH DAY OF APRIL, A.D. 1996, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF MERGER, CHANGING ITS NAME FROM "HANSBERGER GLOBAL INVESTORS ACQUISITION CORPORATION" TO "HANSBERGER GLOBAL INVESTORS, INC.", FILED THE FIFTEENTH DAY OF APRIL, A.D. 1996, AT 12:30 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIFTEENTH DAY OF APRIL, A.D. 1996, AT 12:30 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE



  
Edward J. Freel, Secretary of State

2612465 8310

960110944

AUTHENTICATION:

7910906

DATE:

04-17-96

State of Delaware  
Office of the Secretary of State

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PAGE 2

AFORESAID CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES  
HAVE NOT BEEN ASSESSED TO DATE.



*Edward J. Freel*  
Edward J. Freel, Secretary of State

2612465 8310

960110944

AUTHENTICATION:

7910906

DATE:

04-17-96