

G 55930

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

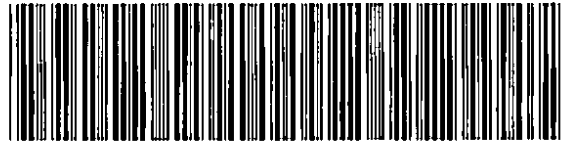
(Business Entity Name)

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2017 JUL 25 PM 1:06

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2017 JUL 25 AM 11:36

JUL 26 2017
C McNAIR

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

850-508-1891 (cell)

Date: 7/25/17
ACCT. I2016000072

2017 JUL 25 PM 1:38
DIVISION OF CORPORATE REGISTRATION

Eric D...

Name:	Smiths Interconnect
Document #:	
Order #:	10574683

Certified Copy of Arts & Amend:			
Plain Copy:			
Certificate of Good Standing:			
Apostille/Notarial Certification:		Country of Destination:	
		Number of Certs:	

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Amount: \$ ~~43.75~~ 78.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Interconnect Devices, Inc.

Name of Surviving Corporation

2017 JUL 25 PM 1:09
SECRETARY OF STATE
DIVISION OF CORPORATIONS

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Contact Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person At (_____) _____
Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER
(Profit Corporations)

2017 JUL 25 PM 1:03
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Interconnect Devices, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Smiths Interconnect Microwave Components, Inc.	Florida	G55930

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 07 / 31 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on July 10, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on July 10, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER
OF
SMITHS INTERCONNECT MICROWAVE COMPONENTS, INC.
(a Florida corporation)
WITH AND INTO
INTERCONNECT DEVICES, INC.
(a Delaware corporation)

This AGREEMENT AND PLAN OF MERGER (this "Agreement of Merger"), dated as of July 31, 2017, is by and between Smiths Interconnect Microwave Components, Inc., a corporation organized and existing under the laws of the State of Florida ("SIMC"), and Interconnect Devices, Inc., a corporation organized and existing under the laws of the State of Delaware ("IDI"), with reference to the following recitals:

WHEREAS, each of the Boards of Directors of SIMC and IDI and the stockholders of SIMC and IDI have adopted resolutions approving this Agreement of Merger in accordance with the Business Corporation Act of the State of Florida (the "FBCA") and in accordance with the General Corporation Law of the State of Delaware (the "DGCL").

NOW, THEREFORE, the parties hereto, in consideration of the mutual covenants herein contained and intending to be legally bound, agree as follows:

1. Parties to Merger. SIMC and IDI (such corporate parties to the merger being hereinafter sometimes collectively referred to as the "Constituent Corporations") shall effect a merger (the "Merger") in accordance with and subject to the terms and conditions of this Agreement of Merger.

2. Merger. At the Effective Time (as defined in Section 3 hereof), SIMC shall be merged with and into IDI, which shall be, and is hereinafter sometimes referred to as, the "Surviving Corporation".

3. Filing and Effective Time. A Certificate of Merger, to be filed with the Secretary of State of the State of Delaware in accordance with Section 252 of the DGCL, shall be delivered to the appropriate state official for filing, and Articles of Merger, to be filed with the Department of State of the State of Florida in accordance with Section 607.1107 of the FBCA, shall be delivered to the appropriate state official for filing. The Merger shall become effective at 11:59 pm on July 31, 2017 (the "Effective Time").

4. Certificate of Incorporation. The Certificate of Incorporation of IDI shall be and thereafter remain the Certificate of Incorporation of the Surviving Corporation. At the Effective

Time, the Certificate of Incorporation of IDI shall be amended so that the name of the Surviving Corporation shall be Smiths Interconnect Americas, Inc.

5. Bylaws. At the Effective Time, the Bylaws of IDI shall be and thereafter remain the Bylaws of the Surviving Corporation until altered, amended or repealed in the manner therein provided in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

6. Directors and Officers. At the Effective Time, the directors and the officers of IDI shall be the directors and the officers of the Surviving Corporation; each such director and officer shall hold office until his or her resignation or removal, in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation and applicable law.

7. Effect of Merger. At the Effective Time, the Merger shall have the effect set forth in the relevant provisions of the DGCI and the FBCA.

8. Further Assurances. Each of the Constituent Corporations shall use its best efforts to take all action and to do all things necessary in order to consummate and make effective the actions contemplated in this Agreement of Merger. If at any time the Surviving Corporation, or its successors or assigns, shall consider or be advised that any further assignments or assurances in law or any other acts are necessary or desirable to (a) vest, perfect or confirm, of record or otherwise, in the Surviving Corporation its rights, title or interest in, to or under any of the rights, properties or assets of SIMC acquired or to be acquired by the Surviving Corporation as a result of, or in connection with, the Merger, or (b) otherwise carry out the purposes of this Agreement of Merger, SIMC and its proper officers and directors shall be deemed to have granted to the Surviving Corporation an irrevocable power of attorney to execute and deliver all such proper deeds, assignments and assurances in law and to do all acts necessary or proper to vest, perfect or confirm title to and possession of such rights, properties or assets in the Surviving Corporation and otherwise to carry out the purposes of this Agreement of Merger; and the proper officers and directors of the Surviving Corporation are fully authorized in the name of SIMC or otherwise to take any and all such action.

9. Capital Stock. At the Effective Time, each share of SIMC common stock, issued and outstanding immediately prior to the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, shall be canceled and cease to exist. At the Effective Time, each issued and outstanding share of IDI common stock shall continue to be issued and outstanding and shall represent shares of stock of the Surviving Corporation and the stockholders of IDI shall become the stockholders of the Surviving Corporation.

10. Amendment or Termination. Notwithstanding stockholder approval of this Agreement of Merger, this Agreement of Merger may be amended or terminated at any time on or before the Effective Time by agreement of the Boards of Directors of the Constituent Corporations.

11. Counterparts. This Agreement of Merger may be executed in counterparts each of which shall be deemed an original and all of which together shall be considered one and the same agreement. The parties agree that a facsimile may be executed as an original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto, pursuant to the approval and authority duly given by resolutions adopted by the Boards of Directors and the stockholders of each of SIMC and IDI, have duly executed this Agreement of Merger as of the day and year first written above.

INTERCONNECT DEVICES, INC.,
a Delaware corporation

By: A. C. McInnes
Name: Alain McInnes
Title: Vice President & Secretary

SMITHS INTERCONNECT MICROWAVE
COMPONENTS, INC.,
a Florida corporation

By: A. C. McInnes
Name: Alain McInnes
Title: Vice President & Secretary

STATE OF DELAWARE
CERTIFICATE OF MERGER
OF FOREIGN CORPORATION INTO A DOMESTIC CORPORATION

MERGING

SMITHS INTERCONNECT MICROWAVE COMPONENTS, INC.
(a Florida corporation)

WITH AND INTO

INTERCONNECT DEVICES, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 252 of the General Corporation Law of the State of Delaware (the "DGCL"), Interconnect Devices, Inc. (the "Corporation") does hereby certify:

FIRST: The names and jurisdictions of incorporation of each of the constituent corporations (the "Constituent Corporations") are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Smiths Interconnect Microwave Components, Inc.	Florida
Interconnect Devices, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated July 31, 2017, between the Constituent Corporations (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with the requirements of Section 252 of the DGCL.

THIRD: The name of the surviving corporation is Interconnect Devices, Inc. (the "Surviving Corporation").

FOURTH: ARTICLE FIRST of the Certificate of Incorporation of the Surviving Corporation is hereby amended to read as follows:

FIRST: The name of the Corporation is Smiths Interconnect Americas, Inc. (the "Corporation").

FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 5101 Richland Avenue, Kansas City, KS 66106.

SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

SEVENTH: The authorized capital stock of Smiths Interconnect Microwave Components, Inc. is 1,000 shares of common stock, par value \$0.01 per share.

EIGHTH: This Certificate of Merger shall become effective at 11:59 pm on July 31, 2017.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Corporation has caused its corporate seal to be affixed and this Certificate of Merger to be signed by an authorized officer this 24th day of July, 2017.

INTERCONNECT DEVICES, INC.

By: *A. McInnes*
Name: Alain McInnes
Title: Vice President & Secretary