

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Semilab SDI, LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

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2016 SEP 28 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER
of
SEMILAB USA LLC,
a Massachusetts Limited Liability Company,
with and into
SEMILAB SDI, LLC,
a Florida Limited Liability Company

Pursuant to the provisions of Section 605.1021 – 605.1026, Florida Statutes, SEMILAB USA LLC, a Massachusetts limited liability company (the “Merged Company”), and SEMILAB SDI, LLC, a Florida limited liability company (the “Surviving Company”), adopt the following Articles of Merger for the purpose of merging the Merged Company into the Surviving Company (the “Merger”).

Article I
Plan of Merger

The plan of merger for the Merger (the “Plan of Merger”) within the meaning of Section 605.1022, Florida Statutes, is as set forth in Exhibit A to these Articles of Merger, which is incorporated herein and made part of these Articles of Merger for all purposes.

Article II
Statement of Approval

The Plan of Merger was approved by the Surviving Company in accordance with the applicable provisions of Chapter 605 of the Florida Statutes and the Plan of Merger was approved by the Merged Company in accordance with the provisions of Chapter 156C of the General Laws of Massachusetts.

Article III
Compliance with Laws and Agreements

The Merger is permitted under the laws of the State of Florida and is not prohibited by the articles of organization or the operating agreement of any limited liability company that is a party to the Merger.

Article IV
Appraisal Rights

The Merged Company agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

Article V
Name

The name of the Surviving Company shall be changed to SEMILAB USA LLC.

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Article VI
Effective Date

The Merger shall become effective for all purposes on October 1, 2016.

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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of Section 605 of the Florida Statutes by the parties as of the 27 day of September 2016.

Merged Entity:

SEMILAB USA LLC, a Massachusetts limited liability company

By: 

Print Name: Andrew Lindley

Title: President

Surviving Entity:

SEMILAB SDI, LLC, a Florida Limited Liability Company

By: 

Print Name: John D'Amico

Title: General Manager

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09/28/16 02:05PM EDT Hill Ward Henderson -> (Corporations)
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Exhibit A

Plan of Merger

(attached)

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**AGREEMENT AND PLAN OF MERGER
of**

**SEMILAB USA, LLC
(a Massachusetts limited liability company)**

with and into

**SEMILAB SDI, LLC
(a Florida corporation)**

* * * * *

This AGREEMENT AND PLAN OF MERGER (this "**Agreement**"), dated as of October 1, 2016, is made by and between, SEMILAB USA LLC, a Massachusetts limited liability company ("**Merging Entity**"), and SEMILAB SDI LLC, a Florida limited liability company ("**Surviving Entity**").

WHEREAS, prior to the Effective Date of the Merger (as specified below), one hundred percent (100%) of the membership interests in Merging Entity and in the Surviving Entity were held by Semiconductor Physics Laboratory Co., Ltd (a/k/a Semilab Zrt), a Hungarian company ("**Sole Member**"); and

WHEREAS, the boards of managers of the Merging Entity and the Surviving Entity, and the Sole Member, have approved the merger of Merging Entity with and into the Surviving Entity (the "**Merger**") pursuant to and in accordance with the Massachusetts Limited Liability Company Act, Chapter 156C of the General Laws of Massachusetts (the "**Massachusetts LLC Act**"), and the Florida Revised Limited Liability Act, Chapter 605, *Florida Statutes* (the "**Florida LLC Act**"), respectively, on the terms and conditions of this Agreement.

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties agree as follows:

1. The Merger shall be effective on October 1, 2016 (the "**Effective Date**"), upon filing of (i) Articles of Merger with the Secretary of State of the State of Florida in accordance with the Florida Delaware Act, and (ii) a Certificate of Merger with the Massachusetts Secretary of State in accordance with the Massachusetts LLC Act, specifying such date as the Effective Date of the Merger.

2. Upon the Effective Date of the Merger, the separate existence of Merging Entity shall cease, the assets, liabilities and membership interests of Merging Entity shall thereafter be the assets, liabilities and membership interests of the Surviving Entity and the Merger shall have the other effects specified in the Florida LLC Act.

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3. In connection with the Merger, the Articles of Incorporation of the Surviving Entity shall be amended to change the name of the Surviving Entity to "Semilab USA, LLC". Upon the Effective Date of the Merger, the Articles of Incorporation of the Surviving Entity immediately prior to the Merger shall otherwise continue to serve as the Articles of Incorporation of the Surviving Entity immediately after the Merger. The directors and officers of the Surviving Entity immediately prior to the Merger shall continue to serve as the directors and officers of the Surviving Entity after the Merger.

4. Upon the Effective Date of the Merger, the sole member of the Surviving Entity shall be Sole Member. All membership interests of the Surviving Entity shall remain outstanding and unaffected by the Merger.

5. This Agreement shall be governed by and construed in accordance with the internal laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Florida. This Agreement constitutes the sole and entire agreement of the parties to this Agreement with respect to the subject matter contained herein, and supersedes all prior and contemporaneous understandings, representations and warranties and agreements, both written and oral, with respect to such subject matter.

[Signature page follows]

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IN WITNESS WHEREOF, the parties have caused this Agreement and Plan of Merger to be executed and acknowledged by the undersigned duly authorized officers.

Merging Entity:

SEMILAB USA, LLC,
a Massachusetts limited liability company

By: Amy M. Mueller
Print Name: Amy Mueller
Title: Manager

Surviving Entity:

SEMILAB SDI, LLC, a Florida limited liability company

By: Amy M. Mueller
Print Name: Amy Mueller
Title: Manager