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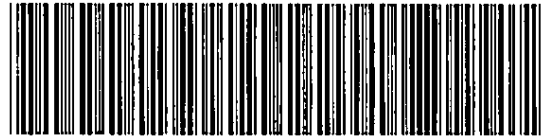
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 07/28/2023

Name: Chris Vick

Reference #: 2073508

Entity Name: INTERNATIONAL FLAVORS & FRAGRANCES INC.

- Articles of Incorporation/Authorization to Transact Business
- Amendment
- Change of Agent
- Reinstatement
- Conversion
- Merger
- Dissolution/Withdrawal
- Fictitious Name
- Other CERTIFIED COPY UPON FILING

Authorized Amount: \$78.75

Signature:

CORPORATE HQ
COGENCY GLOBAL INC
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES,
REGISTRY #3010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790



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ARTICLES OF MERGER
OF
UFC AMERICA INC.,
a Florida corporation
INTO
INTERNATIONAL FLAVORS & FRAGRANCES INC.,
a New York corporation

The following Articles of Merger are submitted in accordance with Chapter 607 Section 1104, Florida Statutes.

FIRST: The name, jurisdiction and form/entity type of the merging party ("Merging Entity"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
UFC America Inc.	Florida	Corporation

FCI 000009904

SECOND: The name, jurisdiction and form/entity type of the surviving party ("Surviving Entity"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
International Flavors & Fragrances Inc.	New York	Corporation

THIRD: The Agreement and Plan of Merger, attached hereto as **Exhibit A**, was approved by the Merging Entity and the Surviving Entity in accordance with the applicable provisions of Chapter 607 Section 1103 of the Florida Statutes.

FOURTH: The merger shall be effective on July 31, 2023.

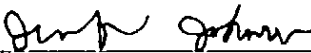
FIFTH: The Surviving Entity's principal office address in its home state, country or jurisdiction is as follows:

International Flavors & Fragrances Inc.
521 West 57th Street
New York, NY 10019

[remainder of page intentionally left blank]

Executed on this 28th day of July, 2023.

UFC AMERICA INC.

By: 
Name: Jennifer A. Johnson
Title: Sole Director

INTERNATIONAL FLAVORS & FRAGRANCES INC.

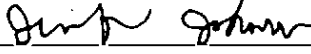
By: 
Name: Jennifer A. Johnson
Title: Executive Vice President, General Counsel,
and Corporate Secretary

EXHIBIT A

Agreement and Plan of Merger

(see attached document)

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AGREEMENT AND PLAN OF MERGER

BY AND BETWEEN

UFC AMERICA INC.
(a Florida corporation)

AND

INTERNATIONAL FLAVORS & FRAGRANCES INC.
(a New York corporation)

THIS AGREEMENT AND PLAN OF MERGER (this "*Plan*"), dated as of July 28, 2023 is entered into by and between UFC America Inc., a Florida corporation ("**UFC**"), and International Flavors & Fragrances Inc., a New York corporation ("**IFF**" and together with UFC, the "*Merging Entities*").

RECITALS

WHEREAS, UFC is a corporation organized and existing under the laws of the State of Florida;

WHEREAS, IFF is a corporation organized and existing under the laws of the State of New York;

WHEREAS, this Plan has been approved by the directors of each of the Merging Entities; and

WHEREAS, it is intended that UFC shall be merged with and into IFF, with IFF being the surviving corporation.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the sufficiency and receipt of which are acknowledged by all parties hereto, and for the purpose of setting forth the terms and conditions of said merger, the parties hereto agree, subject to the conditions hereinafter set forth, as follows:

ARTICLE I

MERGER AND NAME OF SURVIVING ENTITY

1. As of the Effective Date (as defined below), UFC shall be merged with and into IFF, the separate existence of UFC shall cease, and IFF shall continue as the surviving corporation (the "*Surviving Entity*") all in accordance applicable law (the "*Merger*").

2. The name of the Surviving Entity shall be "International Flavors & Fragrances Inc."

3. The address of the Surviving Entity's principal office is 521 West 57th Street, New York, NY 10019.

4. The designation, number, and voting rights of each outstanding class and series of shares for each of UFC and IFF is as follows:

UFC AMERICA INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation and class of series entitled to vote	Class and series of shares entitled to vote as a class
Common Stock	1,000, all of which are owned by the Surviving Entity	Common Stock	None

INTERNATIONAL FLAVORS & FRAGRANCES INC.

Designation of each outstanding class and series of shares	Number of outstanding shares of each class	Designation and class of series entitled to vote	Classes and series entitled to vote as a class
Common Stock	255,221,731	Common Stock	None

ARTICLE II

EFFECTIVE DATE; TERMS AND CONDITIONS OF MERGER

1. The Surviving Entity shall cause a Certificate of Merger (the "*NY Certificate of Merger*") to be executed and delivered for filing to the Secretary of State of the State of New York and Articles of Merger (the "*FL Articles of Merger*") to be executed and delivered for filing with the Secretary of State of the State of Florida to effect the Merger.

2. The Merger shall become effective on July 31, 2023 (the "*Effective Date*").

a. 3. As of the Effective Date:

- i. (a) UFC shall be merged with and into IFF, and IFF shall be designated as the Surviving Entity.
- ii. (b) The separate existence of UFC shall cease and all of the equity interest of UFC, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefor, and shall cease to exist.
- iii. (c) All assets and property then owned by UFC shall immediately, by operation of law and without any conveyance, transfer or further action, become the property of the Surviving Entity. The Surviving Entity shall be deemed to be a continuation of each of the Merging Entities and shall

succeed to the rights and obligations of each of the Merging Entities and the duties and liabilities connected therewith.

iv. (d) All of the capital stock of IFF outstanding and owned by its stockholders immediately prior to the Effective Date shall be unchanged and shall continue to be outstanding and owned by its stockholders immediately following the Effective Date.

b. 4. As of the Effective Date, the officers and directors of IFF shall be the officers and directors of the Surviving Entity, until their respective successors shall have been duly elected and qualified, or until the earlier of their death, resignation or removal.

ARTICLE III

CERTIFICATE OF INCORPORATION AND BYLAWS

1. The Certificate of Incorporation of IFF as in effect immediately before the Effective Date shall be and constitute the Certificate of Incorporation of the Surviving Entity until amended in the manner provided therein and by law.

2. The Bylaws of IFF, as amended, restated, modified and supplemented from time to time, and as in effect immediately before the Effective Date shall be and constitute the Bylaws of the Surviving Entity until amended in the manner provided therein and by law.

ARTICLE IV

MISCELLANEOUS MATTERS

1. If at any time the Surviving Entity shall deem or be advised that any further grants, assignments, confirmations or assurances are necessary or desirable to vest, perfect or confirm title in the Surviving Entity of record or otherwise, to any property of UFC acquired or to be acquired by, or as a result of, the Merger, the respective officers, directors, managers or authorized individuals of each of the Merging Entities shall be severally and fully authorized to execute and deliver any and all such deeds, assignments, confirmations and assurances and to do all things necessary or proper so as to best prove, confirm and ratify title to such property in the Surviving Entity and otherwise carry out the purposes of the Merger and the terms of this Plan.

2. For the convenience of the parties, the parties may execute any number of counterparts hereof, each such counterpart shall be deemed to be an original instrument, and all such counterparts together shall be considered one instrument.

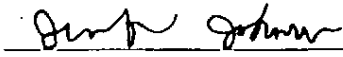
3. This Plan shall be governed by and construed in accordance with the laws of the State of New York.

4. This Plan cannot be altered or amended, except pursuant to an instrument in writing signed on behalf of the parties hereto.

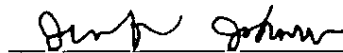
[Signature page follows]

IN WITNESS WHEREOF, the duly authorized individuals of each of the Merging Entities have caused this Agreement and Plan of Merger to be executed as of the date first written above.

UFC AMERICA INC.

By: 
Name: Jennifer A. Johnson
Title: Sole Director

**INTERNATIONAL FLAVORS &
FRAGRANCES INC.**

By: 
Name: Jennifer A. Johnson
Title: Executive Vice President, General Counsel,
and Corporate Secretary