

P17000041988

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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20 MAY 22 PM 3:53

Merge / Name Change

JUN 3 2020

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Skanray USA, Inc. (Doc. #: P17000041988)

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Craig M. Schwartz, Esq.

Contact Person

Schwartz & Greenbaum, LLC

Firm/Company

409 Washington Ave., Suite 300

Address

Towson, MD 21204

City/State and Zip Code

dave.orlando@skanray.com

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

For further information concerning this matter, please call:

Craig M. Schwartz, Esq.

Name of Contact Person

At (410) 321-8400

Area Code & Daytime Telephone Number

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

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

May 14, 2020

VIA FEDEX

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Merger of Subsidiary Corporation
Skanray USA, Inc. & Skanray Americas, Inc.

Dear Sir or Madam:

Enclosed for filing in connection with the above referenced matter, please find the following:

- 1) Cover Letter;
- 2) Articles of Merger (Profit Corporations); and
- 3) Plan of Merger (Merger of Subsidiary Corporation).

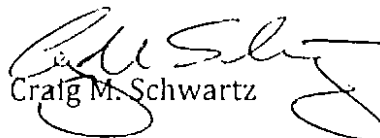
Also enclosed is this firm's check in the amount of \$78.75 as the required fee, together with an additional copy of the Articles of Merger for certification. Please process the Articles of Merger for filing, and return to the undersigned a letter of acknowledgement and the certified copy.

In accordance with my telephone conversation with Clarita of your office, you will not require original ink signatures in this instance under the current circumstances. Thank you for your accommodation.

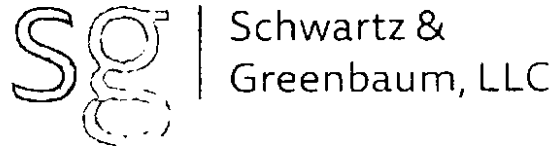
Please note that pursuant to the Articles/Plan of Merger, Skanray Americas, Inc. (P17000037996) is being merged with and into Skanray USA, Inc. (P17000041988), its 100% wholly owned subsidiary, and that **upon completion of the merger, the name of the surviving corporation shall become "Skanray Americas, Inc.", with the same file number as Skanray USA, Inc. prior to the merger (p17000041988).**

Thank you in advance for your assistance in this matter.

Very truly yours,


Craig M. Schwartz

Brenden D. Schwartz, Esq.
bds@sgmdlaw.com



409 Washington Ave., Suite 300
Towson, Maryland 21204
Phone 410.321.8400
Fax 410.321.8407
www.schwartzgreenbaum.com

June 19, 2020

VIA FEDEX

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Merger of Subsidiary Corporation – CORRECTION OF DEFICIENT FILING
Skanray USA, Inc. (surviving entity) & Skanray Americas, Inc.

Dear Sir or Madam:

Enclosed for filing in connection with the above referenced matter, please find the following:

- 1) FL Division of Corporations letter dated June 10, 2020 noting prior deficient filing;
- 2) Cover Letter;
- 3) Articles of Merger (Profit Corporations);
- 4) Attachment to Articles of Merger; and
- 5) an additional copy of the Articles of Merger for certification.

The prior filing was rejected for failure to file annual reports and utilizing an old merger form. Both Skanray USA, Inc. and Skanray Americas, Inc. filed their annual reports on June 16, 2020. We also now enclose the most recent form of articles of merger. As such, all deficiencies have been corrected.

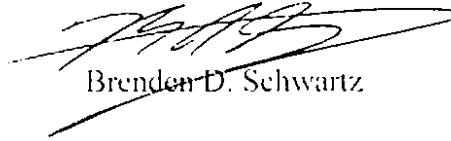
In accordance with the June 10, 2020 deficiency letter, it is our understanding you are in possession of this firm's check in the amount of \$78.75 from the prior deficient filing, and will utilize such as the required fee for this filing. Please process the Articles of Merger for filing, and return to the undersigned a letter of acknowledgement together with the certified copy.

In accordance with my telephone conversation with Aron at your office, you will not require original ink signatures in this instance under the current circumstances. Thank you for your accommodation.

Please note that pursuant to the attachment to the Articles of Merger, the name of the surviving entity (Skanray USA, Inc.) is being changed to Skanray Americas, Inc.

Thank you in advance for your assistance in this matter.

Very truly yours,



Brenden D. Schwartz



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 10, 2020

CRAIG M SCHWARTZ, ESQ.
SCHWARTZ & GREENBAUM, LLC
409 WASHINGTON AVE., SUITE 300
TOWSON, MD 21204

SUBJECT: SKANRAY USA, INC.
Ref. Number: P17000041988

We have received your document for SKANRAY USA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our Law changed as of January 1, 2020 and our forms were changed. Attached is the new required form.

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 720A00011440

2020 JUN 22 PM 1:33

ARTICLES OF MERGER

20 JUN 22 14:35
RECEIVED
SECRETARY OF STATE
FLORIDA

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Skanray USA, Inc.</u>	<u>FL</u>	<u>Corp.</u>	<u>P17000041988</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Skanray Americas, Inc.</u>	<u>FL</u>	<u>Corp.</u>	<u>P17000037996</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

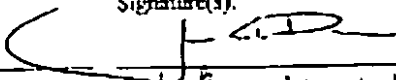
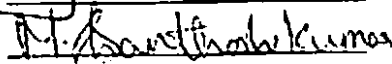
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Skanray USA, Inc.		Jens Aabye Dam
Skanray Americas, Inc.		Santhosh Kumar Mohan

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

ATTACHMENT TO ARTICLES OF MERGER

The Articles of Incorporation of the surviving entity (Skanray USA, Inc.) are hereby being amended as follows:

1) **NAME CHANGE:**

The name of "Skanray USA, Inc." is changed to "Skanray Americas, Inc."