

P95000091914

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DATE: 3/10/20

NAME: NIPRO MEDICAL CORPORATION

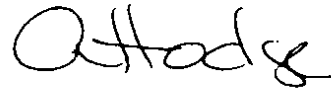
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ARTICLES OF CORRECTION

For

NIPRO MEDICAL CORPORATION

Name of Corporation as currently filed with the Florida Dept. of State

P95000091914

Document Number (if known)

Pursuant to the provisions of Section 607.0124, Florida Statutes.

These articles of correction correct Articles of Merger

(Document Type Being Corrected)

filed with the Department of State on December 27, 2019

(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

On December 10, 2019, Goodman USA, Inc., a California corporation, was erroneously dissolved in the State of California. Without knowledge of the erroneous dissolution filing, Nipro Medical Corporation, a Florida corporation, filed Articles of Merger reflecting the merger of Goodman USA, Inc. with and into Nipro Medical Corporation in the State of Florida on December 27, 2019, with an effective date of the merger of January 1, 2020.

As such, Section Fifth of the Articles of Merger is inaccurate due to the fact that, at the time of the effective date, Goodman USA, Inc. was dissolved in the State of California.

Correct the inaccuracy, incorrect statement, or defect:

By court order filed with the CA Secretary of State on March 5, 2020 (a filed copy of which is attached as Exhibit A), Goodman USA, Inc. was reinstated active within the State of California on March 5, 2020.

Section Fifth of the Articles of Merger should be corrected as follows:

"Fifth:

The merger shall become effective on March 5, 2020."

Goichi Miyazumi
(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Goichi Miyazumi

(Typed or printed name of person signing)

President

(Title of person signing)

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EXHIBIT A



2006059

FILED

Secretary of State
State of California

MAR 05 2020

FILED

Superior Court of California
County of San Francisco

MAR 02 2020

CLERK OF THE COURT

BY: Ramon A. Alvarez
Deputy Clerk

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8 Attorneys for Petitioner
9 GOODMAN USA, INC.

10 SUPERIOR COURT OF THE STATE OF CALIFORNIA
11 COUNTY OF SAN FRANCISCO

12 In re the Petition of Goodman USA, Inc., a
13 California Corporation,

14 Petitioner.

Case No.

CPF-20-517025

**[PROPOSED] ORDER REINSTATING
PETITIONER TO ACTIVE STATUS**

15
16 The Court has read and considered the Verified Petition for Order-Reinstating Petitioner to
17 Active Status on the records of the Secretary of State, the declarations of Tomohisa Handa,
18 Vivian Chen and Van Nguyen filed in support thereof, and the Memorandum of Law filed in
19 support. Based on the foregoing, the Court finds the following facts are true:

20 1. Petitioner Goodman USA, Inc. is a California Corporation whose Articles of
21 Incorporation were filed on March 31, 1997. Goodman USA, Inc. was assigned California
22 corporate number 2006059.

23 2. On December 10, 2019, the Secretary of State accepted a mailed Certificate of
24 Dissolution of Goodman USA, Inc. The Certificate of Dissolution appeared on its face to be
25 proper in both form and content. The Certificate of Dissolution was executed by Tomohisa
26 Handa, President of Goodman USA, Inc.

THE ANNEXED INSTRUMENT IS A
CORRECT COPY OF THE ORIGINAL
ON FILE IN MY OFFICE.
ATTEST: CERTIFIED

MAR 04 2020

CLERK OF THE COURT
Superior Court of California County of San Francisco
BY: Ramon A. Alvarez
Deputy Clerk

3. Since the Certificate of Dissolution appeared proper in both form and content, and it was signed by a manager of Petitioner, the Secretary of State acted properly in filing the Certificate of Dissolution.

4. The Court finds, however, that neither the sole shareholder nor the board of directors of Petitioner Goodman USA, Inc. voted to dissolve Petitioner. And, as Mr. Handa himself has declared, the filing of the Certificate of Dissolution was a mistake. The contents of the Certificate of Dissolution were materially false.

5. Pursuant to Government Code sections 12260 and 12261, Petitioner is entitled to the order set forth below.

Having made the foregoing findings and good cause appearing, it is **ordered** as follows:

1. The Court finds the factual representations set forth in the Certificate of Dissolution filed on December 10, 2019 were materially false in that neither the sole shareholder nor board of directors of Petitioner elected to dissolve Goodman USA, Inc.

2. As a result, pursuant to Government Code section 12261(a)(1), Goodman USA, Inc. is entitled to be and is reinstated to active status.

3. The Court therefore authorizes and directs the Secretary of State to reinstate Goodman, USA, Inc. to active status on the Secretary of State's records as of the date of the filing of the Court with the Secretary of State.

4. If there is a conflict with the entity name under Corporations Code Sections 201(b), 5122(b), 7122(c), 9122(b), 12302(b), 15901.08(d), or 17701.08(b), as applicable, or related statutes, the reinstatement shall be conditioned upon Goodman USA, Inc. concurrently submitting for filing an amendment to change its name to eliminate the conflict, along with the certified copy of the order required by Section 12263.

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1 5. The Secretary of State is further directed to file a certified copy of the order with
2 the records of Goodman, USA, Inc. and to notify the Franchise Tax Board of the reinstatement.
3
4

5 IT IS SO ORDERED.

6 Dated: Mar. 2, 2020



JUDGE OF THE SUPERIOR COURT

ETHAN P. SCHULMAN

SQUIRE PATTON BOGGS (US) LLP
125 Battery Street, Suite 1400
San Francisco, California 94111





I hereby certify that the foregoing
transcript of 7 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAK 06 2019 *EW*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State