

Division of Corporations

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**P99000058771**

**Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
ALIGN-RITE INTERNATIONAL, INC.**

Certificate of Status	0
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**C. LEWIS**  
SEP 4 2013  
**EXAMINER**

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Align-Rite International, Inc.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Kerri McEvoy Monsen  
Contact Person

Photronics, Inc.  
Firm/Company

15 Secor Rd.  
Address

Brookfield, CT 06804  
City/State and Zip Code

kmonsen@photronics.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kerri McEvoy Monsen At ( 203 ) 740-5621  
Name of Contact Person Area Code & Daytime Telephone Number

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**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

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## ARTICLES OF MERGER (Profit Corporations)

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TALLAHASSEE, 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 corporation:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Align-Rite International, Inc.	California	

**Second: The name and jurisdiction of each merging corporation:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Align-Rite, Inc.</u>	<u>Florida</u>	<u>P99000058771</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>
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**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**           /          /           (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.)

**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 \_\_\_\_\_

**The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/3/2013 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

**The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 9/3/2013 and shareholder approval was not required.**

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Typed or Printed Name of Individual & Title

**Richella Burr, VP and Secretary**

• **Richelle Burr, VP and Secretary**

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TALLAHASSEE, FLORIDA

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

When the merger herein provided shall become effective, the separate existence of Align-Rite, Inc. shall cease and Align-Rite, Inc. shall be merged into Align-Rite International, Inc. (the "Surviving Corporation") in accordance with the provisions of the Plan of Merger.

By-laws of Align-Rite International, Inc. as presently in effect shall remain and be the By-laws of the Surviving Corporation until altered or amended according to the provisions thereof.

The Board of Directors and the officers of the Surviving Corporation shall consist of the individuals who are the Directors and officers of Align-Rite International, Inc. at the time the merger becomes effective and the said persons shall be, and continue to be, Directors and officers of the Surviving Corporation until the next ensuing meeting for the election of the Board of Directors and officers and/or until their respective successors are elected and qualified.

From and after the effective date of the merger, the separate existence of Align-Rite, Inc. shall cease and the Surviving Corporation shall continue to conduct the businesses theretofore conducted by Align-Rite, Inc. and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of Align-Rite, Inc.; and all property, real, personal and mixed, and all debts due or whatever account and all other choices in action and every other interest or belonging to or due to Align-Rite, Inc. shall be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate or any interest therein vested in Align-Rite, Inc. shall not revert or be in any way impaired by reason of the merger provided for hereby. From and after the effective date of the merger, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of Align-Rite, Inc. and any claim existing or action or proceeding pending by or against Align-Rite, Inc. may be prosecuted through judgment as if the merger had not taken place or the Surviving Corporation may be substituted in place of Align-Rite, Inc.. Neither the rights of creditors nor any liens upon the property of Align-Rite, Inc. shall be impaired by the consummation of the merger.