

# V43185

Florida Department of State  
Division of Corporations  
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Division of Corporations  
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## MERGER OR SHARE EXCHANGE EXXELIA USA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
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## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

SUBJECT: Exxelia USA, Inc., a Delaware corporation  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Susan Scipioni

Contact Person

Exxelia USA, Inc.

Firm/Company

1221 North US Highway 17-92

Address

Longwood, FL 32750

City/State and Zip Code

sseipioni@exxelia.com

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

For further information concerning this matter, please call:

Susan Scipioni

Name of Contact Person

At (<sup>407</sup>\_\_\_\_\_)

695-6562 x253

Area Code &amp; 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

## **ARTICLES OF MERGER**

**(Profit Corporations)**

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)
Exxelia USA, Inc.	Delaware	N/A

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Exxelia Dearborn, Inc.	Florida	V43185

**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.)

**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.

**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  
December 30, 2019 \_\_\_\_\_ 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 December 30, 2019 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
\_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

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**Seventh: SIGNATURES FOR EACH CORPORATION**

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## EXECUTION VERSION

**AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger (the "Plan of Merger") has been adopted as of December 30, 2019 by Exxelia Dearborn, Inc., a Florida corporation ("Merging Company"), and Exxelia USA, Inc., a Delaware corporation (the "Surviving Company" and together with the Merging Company, each, a "Company" and collectively, the "Companies").

**RECITALS:**

The board of directors and sole stockholder of each of the Merging Company and the Surviving Company have determined that it is advisable and in the best interest of each of the Merging Company and the Surviving Company that the Merging Company be merged with and into the Surviving Company on the terms and subject to the conditions set forth herein (the "Merger").

**ARTICLE I: THE MERGER**

**1.1 Power; Assets; Liabilities.** On the Effective Date (as defined below), the separate existence the Merging Company shall cease and the Merging Company shall be merged into the Surviving Company under the laws of the jurisdiction of formation or organization of each of the Companies. The Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company. Additionally, title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company. All and every other property and interest of the Merging Company shall be the property and interest of the Surviving Company to the same extent as the Merging Company. The title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Company shall not revert or in any way be impaired by reason of this Merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired. All debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company. Such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

**1.2 Certificate of Organization.** The Certificate of Incorporation of the Surviving Company, as filed with the Secretary of State of the State of Delaware, shall continue to be the Certificate of Incorporation of the Surviving Company, until thereafter amended.

**1.3 Bylaws.** On the Effective Date, the bylaws of the Surviving Company, as in effect immediately prior to the Effective Date, shall continue to be the bylaws of the Surviving Company, until thereafter amended.

**1.4 Conversion of Shares and Units.** On the Effective Date, 100% of the shares of capital stock or membership interest of the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no shares of capital stock of the Surviving Company or other property will be issued in exchange therefor. Each share of capital stock of the Surviving Company issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

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**ARTICLE II: THE PLAN OF MERGER**

**2.1 Approval.** The Plan of Merger was approved by the sole stockholder of the Merging Company by written consent dated as of date hereof and was approved by the sole stockholder of the Surviving Company by written consent dated as of date hereof.

**2.2 Effective Date of Merger.** The Merger shall be effective on the date the respective Certificates of Merger are filed with the Secretaries of State of Florida and Delaware (the "Effective Date").

**2.3 Amendments.** The sole stockholder of the Merging Company and the sole stockholder of the Surviving Company may amend or terminate this Plan of Merger to the full extent provided pursuant to applicable law.

**2.4 Governing Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Delaware which application of its conflict of laws principles.

**2.5 Counterparts.** This Plan of Merger may be executed in counterparts and by facsimile and other electronic means including .pdf, each of which shall be deemed an original and an effective execution of this Plan of Merger, and all of which together shall constitute one Plan of Merger.

*[Signatures on following page]*

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IN WITNESS WHEREOF, the undersigned through their duly authorized representatives have executed this Agreement and Plan of Merger as of the date first above written.

SURVIVING COMPANY:

EXXELIA USA, INC.

By: *Susan Scipione*  
Name: Susan Scipione  
Title: Country Financial Officer

MERGING COMPANY:

EXXELIA DEARBORN, INC.

By: *Susan Scipione*  
Name: Susan Scipione  
Title: Country Financial Officer

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