

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

101534



FILED

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIVISION
JUL 23 12 00 PM '99

JUL 23 1999
By [Signature]

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Ormco Corporation
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is Ormco Corporation of Delaware 4069096

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is 3/31/75 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is c/o The Corporation Trust Company, 1209 Orange Street, Wilmington DE 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street)
Providence, RI 02903 and the name of its proposed registered agent in (City/Town) (Zip Code)
Rhode Island at that address is C T Corporation System
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
dental products

8. The names and respective addresses of the directors and officers are:

| Name | Address |
|------------------------------|---------|
| Director <u>See attached</u> | |
| Director _____ | |
| President _____ | |
| Vice President _____ | |
| Secretary _____ | |
| Treasurer _____ | |

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 2,500 | Common | - | \$1.00 |

10. The aggregate number of its issued shares, itemized by classes, par value shares, shares without par value, and series, if any, within a class, is:

| <u>Number of Shares</u> | <u>Class</u> | <u>Series</u> | <u>Par Value or Statement that Shares are without Par Value</u> |
|-------------------------|--------------|---------------|---|
| 2,500 | Common | - | \$1.00 |

11. An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located .085%; and an estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year 0%.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 23,500,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 20,000

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 65,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ -0-.

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated April 19, 19 99

Ormc Corporation
(Exact Corporate Name of Corporation Making Application)
By [Signature]
☒ President or ☐ Vice President (check one)

AND
By [Signature]
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF WISCONSIN
COUNTY OF MILWAUKEE

In Milwaukee WI, on this 19th day of April, 19 99, personally appeared before me R. Jeffrey Harris, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

[Signature]
Notary Public

My Commission Expires: April 16, 2000

LIST OF OFFICERS & DIRECTORS
Ormco Corporation

Directors

| | | |
|------------------------|--|---------------------------|
| Floyd W. Pickrell, Jr. | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Daniel E. Even | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Mark Clineff | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |

Officers

| | | |
|--|--|---------------------------|
| Chairman of the Board Floyd W. Pickrell, Jr. | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| President Daniel E. Even | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - Human Resources and Secretary John A. Trapani | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President & Treasurer Gregory D. Waller | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - Marketing Dan Dixon | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - International Sales Glenn Lyon | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - National Sales Dan Castner | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - Product Development and Engineering Albert Ruiz-Vela | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Vice President - Regulatory Affairs and Quality Assurance Frances B. Zee | 1717 West Collins Avenue Orange, CA 92867 | Until Replaced or Vacated |
| Assistant Secretary R. Jeffrey Harris | 411 East Wisconsin Avenue Milwaukee, WI 53202 | Until Replaced or Vacated |
| Assistant Treasurer Dennis Brown | 411 East Wisconsin Avenue Milwaukee, WI 53202 | Until Replaced or Vacated |
| Assistant Treasurer John Buono | 411 East Wisconsin Avenue Milwaukee, WI 53202 | Until Replaced or Vacated |

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RECEIVED
JAN 19 1999

To the Secretary of State
State of Rhode Island
Providence, Rhode Island

MSM

(Year of Incorporation 1986)

Ormco Corporation

, a corporation organized

and existing under and by virtue of the laws of the State of Delaware

 , *and authorized to transact business in the State of

Rhode Island* hereby consents to the (qualification) in Rhode Island of
~~(incorporation)~~

(Year of Incorporation 1975)

MSM

a corporation having the name Ormco Corporation

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which will do business in Rhode Island as Ormco Corporation of Delaware

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In Witness Whereof said Ormco Corporation

has caused these presents to be executed in its corporate name by its

President

, thereunto duly authorized, and its corporate

seal to be hereunto affixed, this 30th day of June, 1999.

ORMCO CORPORATION

By

(Signature and title of officer)

President

NO

(CORPORATE SEAL)

Attest:

Assistant Secretary

*Omit these words if consenting corporation is organized in Rhode Island.

FILED

JUL 23 1999

By ME59

JUL 23 12 00 PM '99

RECEIVED
SECRETARY OF STATE

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ORMCO CORPORATION", A DELAWARE CORPORATION,

WITH AND INTO "'A" COMPANY ORTHODONTICS" UNDER THE NAME OF "ORMCO CORPORATION", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

RECORDED
INDEXED
JUN 23 12 01 P.M. '99



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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991258136

AUTHENTICATION:

9828377

DATE:

06-25-99