



State of Rhode Island
Department of State - Business Services Division

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2022 NOV -7 PM 3: 23

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,
 Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

Pursuant to the provisions of RIGL Title 7, the undersigned entities submit the following Articles of Merger or Consolidation for the purpose of merging or consolidating them into one entity.

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE *under which entity is organized
001675645	CELLA, INC.	CORPORATION	MARYLAND

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

RANDSTAD NORTH AMERICA, INC

which is to be governed by the laws of the state of.

DELAWARE

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

NOV 07 2022

37251

Form 610, Revised 03/2021
 A.A. 3:23 P.M.

g. Date when these Articles of Merger or Consolidation will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (see instructions) _____

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.

a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.

b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.

i) The name of the subsidiary corporation is:

Cella Inc.

ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):

10/21/2022

SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.

a. If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which members present at the meeting or represented by proxy were entitled to cast, OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.

a. The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is:

b. A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate.

c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.

a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]

SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.

Type or Print Entity Name

CELLA, INC.

Type or Print Name of Person Signing

ROBERT CALABRO

Title of Person Signing

VICE PRESIDENT

Signature



Date

10-27-2022

Type or Print Name of Person Signing

Title of Person of Signing

Signature

Date

Type or Print Entity Name

RANDSTAD NORTH AMERICA, INC.

Type or Print Name of Person Signing

ROBERT CALABRO

Title of Person Signing

ASST VICE PRESIDENT

Signature



Date

10-27-2022

Type or Print Name of Person Signing

Title of Person Signing

Signature

Date

**CERTIFICATE OF OWNERSHIP AND MERGER
OF
CELLA, INC.
WITH AND INTO
RANDSTAD NORTH AMERICA, INC.**

Pursuant to Title 8, Section 253 of the Delaware General Corporation Law (the “DGCL”), Randstad North America, Inc., a Delaware corporation (“Randstad North America”), does hereby certify the following information relating to the merger (the “Merger”) of Cella, Inc., a Maryland corporation (the “Subsidiary”), with and into Randstad North America, with Randstad North America remaining as the surviving corporation:

FIRST: Randstad North America owns all of the outstanding shares of each class of capital stock of the Subsidiary.

SECOND: The Board of Directors of Randstad North America, by resolutions duly adopted by unanimous written consent as of October 14, 2022 and attached hereto as Exhibit A, determined to merge the Subsidiary with and into Randstad North America pursuant to Section 253 of the DGCL.

THIRD: Randstad North America shall be the surviving corporation of the Merger.

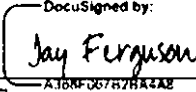
FOURTH: The Certificate of Incorporation of Randstad North America shall be the Certificate of Incorporation of the surviving corporation until further amended and changed pursuant to the provisions of the DGCL.

FIFTH: This Certificate of Ownership and Merger and the Merger is to become effective at 11:59 p.m., Eastern Standard Time, on October 31, 2022.

[signature page follows]

IN WITNESS WHEREOF, this Certificate of Ownership and Merger has been duly executed by an authorized officer of the surviving corporation as of the 14th day of October, 2022.

RANDSTAD NORTH AMERICA, INC.

By:  _____
Name: Jay P. Ferguson
Title: Assistant Vice President and Secretary

*Signature Page to Certificate of Merger of
Cella, Inc.
into Randstad North America, Inc.*

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS OF
RANDSTAD NORTH AMERICA, INC.**

The undersigned, being all of the members of the Board of Directors (the "Board") of Randstad North America, Inc. a Delaware corporation (the "Corporation"), acting pursuant to Section 141(f) of the General Corporation Law of the State of Delaware (the "DGCL"), hereby adopt, by this written consent, the following resolutions with the same force and effect as if they had been unanimously adopted at a duly convened meeting of the Board and direct that this written consent be filed with the minutes of the proceedings of the Board:

WHEREAS, the Corporation owns all of the issued and outstanding shares of each class of capital stock of Cella, Inc., a Maryland corporation (the "Subsidiary"); and

WHEREAS, the Board believes that it is advisable and in the best interest of the Corporation that the Subsidiary be merged with and into the Corporation.

NOW, THEREFORE, BE IT:

RESOLVED, that the Board hereby deems it advisable and in the best interest of the Corporation that the Subsidiary be merged with and into the Corporation pursuant to Section 253 of the DGCL (the "Merger"), so that the separate existence of the Subsidiary shall cease as soon as the Merger shall become effective, and the Corporation shall continue as the surviving corporation; and be it

FURTHER RESOLVED, that the Merger be, and hereby is, authorized and approved in all respects; and be it

FURTHER RESOLVED, that each share of capital stock of the Subsidiary, issued and outstanding immediately prior to the effectiveness of the Merger shall, by virtue of the Merger and without any further action on the part of the Corporation or the Subsidiary, automatically be cancelled and retired; and be it

FURTHER RESOLVED, that the officers of the Corporation (each such person, an "Authorized Officer") be, and each of them hereby is, authorized to prepare and execute a Certificate of Ownership and Merger setting forth a copy of these resolutions, and to file the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware and pay any fees related to such filing; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute, deliver and file all such further agreements, certificates, instruments and documents, in the name and on behalf of the Corporation, and if requested or required, under its corporate seal duly attested by the Secretary; to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable or appropriate to consummate, effectuate, carry out or further the transactions contemplated by and the intent and purposes of the foregoing resolutions; and be it

FURTHER RESOLVED, that this Unanimous Written Consent may be signed by each director upon counterpart signature pages, each of which shall be deemed an original and all of which, taken together, shall constitute one and the same Unanimous Written Consent; and be it

FURTHER RESOLVED, that this Unanimous Written Consent be filed with the minutes of the proceedings of the Board.

SIGNATURE PAGE FOLLOWS

IN WITNESS WHEREOF, the undersigned directors of the Corporation have caused this Unanimous Written Consent to be executed as of October 14, 2022.

DocuSigned by:
Karen Fichuk
3D1AF544E6A40F

Karen Fichuk

DocuSigned by:
Denise Dettingmeijer
780F9AB4793A44C

Denise Dettingmeijer

ARTICLES OF MERGER
between
CELLA, INC.
(a Maryland Corporation)
and
RANDSTAD NORTH AMERICA, INC.
(a Delaware Corporation)

FIRST: **RANDSTAD NORTH AMERICA, INC.**, a corporation organized and existing under the laws of the State of Delaware (the "Delaware Corporation" and the "Surviving Corporation") and **CELLA, INC.**, a corporation organized and existing under the laws of the State of Maryland (the "Maryland Corporation" and the "Terminating Corporation"), agree that the Maryland Corporation shall be merged into the Delaware Corporation on the terms and conditions set forth in these articles of merger (the "Articles of Merger") and certify to the State Department of Assessments and Taxation of Maryland ("SDAT") as follows:

SECOND: The name of the corporation to be merged into the Surviving Corporation is **CELLA, INC.**, which is a corporation incorporated in the State of Maryland under the provisions of the Maryland General Corporation Law ("MGCL") with its principal office in the State of Maryland located at 1801 Research Boulevard, Suite 307, Rockville, Maryland 20850 in Montgomery County, and the corporate existence of which will cease upon the effective date of the merger in accordance with the provisions of the MGCL.

THIRD: The name of the Surviving Corporation is **RANDSTAD NORTH AMERICA, INC.**, which is a corporation organized and existing under the laws of the State of Delaware. The Surviving Corporation was incorporated on the 24th day of August, 1998 under the general laws of the State of Delaware. The Surviving Corporation was qualified to conduct business in the State of Maryland on the 15th day of July, 2014. The Surviving Corporation will continue its existence under its present name under the laws of the State of Delaware.

FOURTH: The address of the Surviving Corporation's registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, Delaware 19808. The name of the Surviving Corporation's registered agent at such address is Corporation Service Company. The Surviving Corporation does not have a principal office in the State of Maryland. The principal office of the Surviving Corporation is located at 3625 Cumberland Boulevard, Suite 600, Atlanta, Georgia 30339.

FIFTH: The resident agent of the Surviving Corporation in the State of Maryland is CSC-Lawyers Incorporating Service Company, 7 St. Paul Street, Suite 820, Baltimore, Maryland 21202.

SIXTH: Neither the Maryland Corporation nor the Delaware Corporation owns an interest in land in the State of Maryland.

SEVENTH: That the Certificate of Incorporation of **RANDSTAD NORTH AMERICA, INC.**, a Delaware corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the Surviving Corporation.

EIGHTH: The terms and conditions of the transaction set forth in these Articles of Merger were advised, authorized, and approved by each party to these Articles of Merger in the manner and by the vote required by its organizational documents and the laws of the state of its incorporation or organization, as applicable. The manner of approval was as follows:

a) The Board of Directors of **RANDSTAD NORTH AMERICA, INC.** adopted resolutions declaring that the proposed merger was advisable, and approving the proposed merger, in each case, on substantially the terms and conditions set forth or referred to in the resolutions. Said resolutions of the Board of Directors of **RANDSTAD NORTH AMERICA, INC.** were adopted by unanimous written consent signed as of October 14, 2022 by all of the members of the Board of Directors without a meeting.

b) The Board of Directors of **CELLA, INC.** adopted resolutions declaring that the proposed merger was advisable, and approving the proposed merger, in each case, on substantially the terms and conditions set forth or referred to in the resolutions. Said resolutions of the Board of Directors of **CELLA, INC.** were adopted by unanimous written consent signed as of October 14, 2022 by all of the members of the Board of Directors without a meeting.

NINTH: The authorized structure of the Surviving Corporation and the total number of shares of stock that the Maryland Corporation has authorized to issue and the number and par value of the shares of each class and the aggregate par value of those shares of stock at the time of execution hereof is as follows:

a) The total number of shares of stock of all classes which the Delaware Corporation has authority to issue is 100 shares, all of which are classified as common stock (par value \$0.01 per share). The aggregate par value of all the shares of stock of all classes of the Delaware Corporation is \$1.00.

b) The total number of shares of stock of all classes which the Maryland Corporation has authority to issue is 100,000, all of which are classified as common stock (par value \$1.00 per share). The aggregate par value of all the shares of stock of all classes of the Maryland Corporation is \$100,000.

TENTH: The issued and outstanding shares of the Maryland Corporation shall not be converted or exchanged in any manner. All of the issued and outstanding shares of the Maryland Corporation shall, upon the effective date of the merger, be surrendered and cancelled. No additional shares of the Delaware Corporation shall be issued as a result of the merger.

ELEVENTH: The effective date of the merger for purposes of the MGCI shall be the time specified by the law of the place where the Surviving Corporation is organized.

(Signatures appear on next page)

IN WITNESS WHEREOF, THESE ARTICLES OF MERGER are hereby signed for and on behalf of **CELLA, INC.** (a Maryland corporation) by its Chief Executive Officer, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who hereby states under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respect to the best of his knowledge, information and belief; and these Articles of Merger have been signed for and on behalf of **RANDSTAD NORTH AMERICA, INC.** (a Delaware corporation) by its Chief Financial Officer and Treasurer, who does hereby acknowledge that said Articles of Merger are the act of said corporation, and who hereby states under the penalties of perjury that the matters and facts set forth herein with respect to authorization and approval of the merger are true in all material respect to the best of her knowledge, information and belief.

Dated: October 14, 2022

CELLA, INC.
(A MARYLAND CORPORATION)

Witness and Attest:

DocuSigned by:
Rob Ganjon
BCE622FE77FD48F

Rob Ganjon
President

DocuSigned by:
Graig Paglieri
BE7DC13423114A2

Graig Paglieri
Chief Executive Officer

RANDSTAD NORTH AMERICA, INC.
(A DELAWARE CORPORATION)

Witness and Attest:

DocuSigned by:
Jay Ferguson
A368F067B23A4A6

Jay P. Ferguson
Assistant Vice President and Secretary

DocuSigned by:
Denise Dettingmeijer
78JF94B4293A44C

Denise Dettingmeijer
Chief Financial Officer and Treasurer



State of Rhode Island
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island,
hereby certify that this document, duly executed in accordance with the provisions
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this
office on this day:

November 07, 2022 03:23 PM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

