DOC ID ----> 202001003500

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/13/2020	202001003500	Merger (MER)	99.00	200.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

C T CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUIE 125
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose
343702

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

VERTIV CORPORATION

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
Merger	**202001003500**

Effective Date: 01/13/2020

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 13th day of January, A.D. 2020.

Ohio Secretary of State

DOC ID ----> 202001003500

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/13/2020	202001003500	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

C T CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUIE 125
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

1524054

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

VERTIV ENERGY SYSTEMS, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**202001003500**

Effective Date: 01/13/2020

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 13th day of January, A.D. 2020.

Ohio Secretary of State

DOC ID ----> 202001003500

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
01/13/2020	202001003500	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

C T CORPORATION SYSTEM
4400 EASTON COMMONS WAY SUIE 125
COLUMBUS, OH 43219

STATE OF OHIO
CERTIFICATE

Ohio Secretary of State, Frank LaRose

1090377

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

VERTIV NORTH AMERICA, INC.

and, that said business records show the filing and recording of:

Document(s)	Document No(s):
MERGED OUT OF EXISTENCE	**202001003500**

Effective Date: 01/13/2020

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 13th day of January, A.D. 2020.

Ohio Secretary of State

DOC ID ----> 202001003500

Form 551 Prescribed by:

Frank LaRose
Ohio Secretary of State

Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Merger

Filing Fee: $99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity
A. Name of Entity Surviving the Merger: Vertiv Corporation

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a **(Please check the appropriate box and fill in the appropriate blanks)**

1. ☒ **Domestic (Ohio entity)** ☐ **Foreign (Non-Ohio Entity)**

Jurisdiction of formation

2. **Charter/Registration/License Number** 343702
(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation
☐ Nonprofit Corporation
☐ For-Profit Limited Liability Company
☐ Nonprofit Limited Liability Company
☐ Partnership
☐ Limited Partnership
☐ Limited Liability Partnership
☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging **out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).**

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Vertiv Energy Systems, Inc.	1524054	Delaware	Corporation
Vertiv North America, Inc.	1090377	Delaware	Corporation

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Alan Delaney
Name

360 N. Crescent Drive, S. Building
Mailing Address

Beverly Hills
City

California
State

90210
Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on _____ (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER
Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.
If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City | OH (State) | ZIP Code

VIII. AMENDMENTS
If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☐ Amendments are attached ☐ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE
If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY
A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing
Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552
Foreign Qualifying Limited Liability Company - Form 533B
Foreign Qualifying Limited Partnership - Form 531B
Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Vertiv Corporation
Name of entity

By: Justin Maroldi
Signature

Its: Assistant Secretary
Title

Vertiv Energy Systems, Inc.
Name of entity

By: Justin Maroldi
Signature

Its: Assistant Secretary
Title

Vertiv North America, Inc.
Name of entity

By: Justin Maroldi
Signature

Its: Assistant Secretary
Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

DOC ID ----> 202001003500

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of December 31, 2019 by and between VERTIV ENERGY SYSTEMS, INC., a Delaware corporation ("VES") and VERTIV CORPORATION, an Ohio corporation ("VC" or, after the Effective Date (as defined in Article V hereof), the "Surviving Company").

WHEREAS, VES is a corporation organized and validly existing under the laws of the State of Delaware;

WHEREAS, VC is a corporation organized and validly existing under the laws of the State of Ohio;

WHEREAS, the director of VES and the director of VC have duly authorized the merger of VES with and into VC pursuant to a plan of reorganization and the terms of this Agreement (the "Merger");

WHEREAS, the Merger is being undertaken for the business purpose of reducing operational and transactional complexity within the Vertiv legal entity structure, and it is intended that the Merger will qualify as an Internal Revenue Code section 368(a)(1) reorganization; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Date will be, satisfied or validly waived.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I
MERGER

At the Effective Date, VES shall be merged with and into VC, the separate existence of VES shall cease, VC shall continue in existence as the Surviving Company, and the Merger shall in all respects have the effects provided for by the Delaware Business Corporation Act and the Ohio General Corporation Law (the "Acts"). The Surviving Company shall continue a significant line of VES' business.

Prior to the Effective Date, VES and VC shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Date, VC shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper former officers or other agents of VES shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II
TERMS OF MERGER

At the Effective Date, all of the VES's common stock issued and outstanding immediately prior to the Effective Date shall be cancelled and retired.

DOC ID ----> 202001003500

ARTICLE III
CERTIFICATE OF INCORPORATION AND BYLAWS

From and after the Effective Date, and until thereafter amended as provided by law, the Certificate of Incorporation and Bylaws of VC as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Company.

ARTICLE IV
DIRECTOR

From and after the Effective Date, and until resignation or removal in accordance with applicable law, the Director of the Surviving Company shall be the same as the Director of VC immediately prior to the Effective Date.

ARTICLE V
EFFECTIVE DATE

A certificate of merger evidencing the Merger shall be filed in the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of the State of Ohio pursuant to the applicable requirements of the Acts (the "Certificates of Merger") prior to the time that the Merger will become effective. The Merger shall become effective on the 31st day of December, 2019 (such date of effectiveness, the "Effective Date").

ARTICLE VI
TERMINATION

At any time prior to the Effective Date, either the board of directors of VES or the board of directors of VC may terminate and abandon this Agreement.

ARTICLE VII
AMENDMENTS

At any time prior to the Effective Date, the board of directors of VES and the board of directors of VC may amend, modify or supplement this Agreement in such manner as they jointly may determine to the fullest extent permitted by applicable law.

ARTICLE VIII
GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Ohio without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Ohio.

ARTICLE IX
MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

This Agreement may be executed by facsimile and, upon such execution, shall have the same force and effect as an original.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

VERTIV ENERGY SYSTEMS, INC.
a Delaware corporation

By: _____
Justin Maroldi
Assistant Secretary

VERTIV CORPORATION
an Ohio corporation

By: _____
Justin Maroldi
Assistant Secretary

DOC ID ----> 202001003500

AGREEMENT OF MERGER

THIS AGREEMENT OF MERGER (this "Agreement") is made and entered into as of December 31, 2019 by and between VERTIV NORTH AMERICA, INC., a Delaware corporation ("VNA") and VERTIV CORPORATION, an Ohio corporation ("VC" or, after the Effective Date (as defined in Article V hereof), the "Surviving Company").

WHEREAS, VNA is a corporation organized and validly existing under the laws of the State of Delaware;

WHEREAS, VC is a corporation organized and validly existing under the laws of the State of Ohio;

WHEREAS, the director of VNA and the director of VC have duly authorized the merger of VNA with and into VC pursuant to the plan of liquidation and the terms of this Agreement (the "Merger");

WHEREAS, it is intended that the Merger will qualify as an Internal Revenue Code section 332 liquidation; and

WHEREAS, all other conditions precedent to the Merger have been, or prior to the Effective Date will be, satisfied or validly waived.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

ARTICLE I
MERGER

At the Effective Date, VNA shall be merged with and into VC, the separate existence of VNA shall cease, VC shall continue in existence as the Surviving Company, and the Merger shall in all respects have the effects provided for by the Delaware Business Corporation Act and the Ohio General Corporation Law (the "Acts").

Prior to the Effective Date, VNA and VC shall take all such action as shall be necessary or appropriate in order to effectuate the Merger. If at any time after the Effective Date, VC shall consider or be advised that any further assignments, conveyances or assurances in law are necessary or desirable to carry out the provisions hereof, the proper former officers or other agents of VNA shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all such additional things necessary or proper to carry out the provisions hereof.

ARTICLE II
TERMS OF MERGER

At the Effective Date, all of the VNA's common stock issued and outstanding immediately prior to the Effective Date shall be cancelled and retired.

DOC ID ----> 202001003500

ARTICLE III
CERTIFICATE OF INCORPORATION AND BYLAWS

From and after the Effective Date, and until thereafter amended as provided by law, the Certificate of Incorporation and Bylaws of VC as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and Bylaws of the Surviving Company.

ARTICLE IV
DIRECTOR

From and after the Effective Date, and until resignation or removal in accordance with applicable law, the Director of the Surviving Company shall be the same as the Director of VC immediately prior to the Effective Date.

ARTICLE V
EFFECTIVE DATE

A certificate of merger evidencing the Merger shall be filed in the Office of the Secretary of State of the State of Delaware and the Office of the Secretary of State of the State of Ohio pursuant to the applicable requirements of the Acts (the "Certificates of Merger") prior to the time that the Merger will become effective. The Merger shall become effective on the 31st day of December, 2019 (such date of effectiveness, the "Effective Date").

ARTICLE VI
TERMINATION

At any time prior to the Effective Date, either the board of directors of VNA or the board of directors of VC may terminate and abandon this Agreement.

ARTICLE VII
AMENDMENTS

At any time prior to the Effective Date, the board of directors of VNA and the board of directors of VC may amend, modify or supplement this Agreement in such manner as they jointly may determine to the fullest extent permitted by applicable law.

ARTICLE VIII
GOVERNING LAW

This Agreement shall be governed by and construed in accordance with the domestic laws of the State of Ohio without giving effect to any choice of law or conflict of law provision or rule (whether of the State of Delaware or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than the State of Ohio.

ARTICLE IX
MISCELLANEOUS

This Agreement may be executed in counterparts, each of which when so executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

This Agreement may be executed by facsimile and, upon such execution, shall have the same force and effect as an original.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement as of the day and year first above written.

VERTIV NORTH AMERICA, INC.
a Delaware corporation

By: _____
Justin Maroldi
Assistant Secretary

VERTIV CORPORATION
an Ohio corporation

By: _____
Justin Maroldi
Assistant Secretary