

# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "HALYARD HEALTH, INC.", CHANGING ITS NAME FROM "HALYARD HEALTH, INC." TO "AVANOS MEDICAL, INC.", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF MAY, A.D. 2018, AT 3:53 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE THIRTIETH DAY OF JUNE, A.D. 2018 AT 11:59 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



  
Jeffrey W. Bullock, Secretary of State

5482684 8100  
SR# 20184511603

Authentication: 202803022  
Date: 06-01-18

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**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HALYARD HEALTH, INC.**

Halyard Health, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), does hereby certify:

1. That on May 29, 2018, the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of the Corporation. The proposed amendment is as follows:

NOW, THEREFORE, BE IT RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation be amended by deleting Article I thereof in its entirety and replacing it with a new Article I to read as follows:

**“ARTICLE I  
NAME OF CORPORATION**

The name by which the corporation is to be known is Avanos Medical, Inc. (the "Corporation").”

2. That said amendment was duly adopted by the Board of Directors of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

3. This amendment shall be effective at 11:59 p.m. on June 30, 2018.

*[Signature on following page]*

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Amendment this 29th day of May, 2018.

HALYARD HEALTH, INC.

By: 

\_\_\_\_\_  
S. Ross Mansbach  
Vice President, Deputy General Counsel  
and Corporate Secretary