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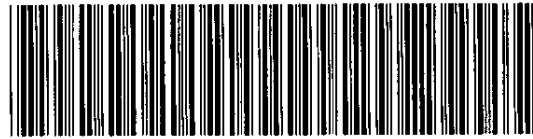
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EFF: 7-28-14

Merger

07-28-14

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14 JUL 25 PM 4:18

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14 JUL 25 11:05:57



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 229443 2191C

AUTHORIZATION :

COST LIMIT : \$ 70.00

*[Handwritten signature]*

ORDER DATE : July 24, 2014

ORDER TIME : 8:48 AM

ORDER NO. : 229443-010

CUSTOMER NO: 2191C

ARTICLES OF MERGER

DRS TACTICAL SYSTEMS, INC.

INTO

DRS RSTA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF MERGER**  
**OF**  
**DRS TACTICAL SYSTEMS, INC.**  
**WITH AND INTO**  
**DRS RSTA, INC.**

EX: 7-28-14

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The following Articles of Merger have been duly adopted and are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105 of the Florida Statutes:

**FIRST:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is:

| <u>Name</u>    | <u>Jurisdiction</u> |
|----------------|---------------------|
| DRS RSTA, Inc. | Delaware            |

**SECOND:** The name and jurisdiction of the merging corporation (the "Merging Corporation" or "DRS Tactical Systems") is:

| <u>Name</u>                | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| DRS Tactical Systems, Inc. | Florida             |

**THIRD:** An Agreement and Plan of Merger has been duly adopted providing for the merger of DRS Tactical Systems and the Surviving Corporation. The Surviving Corporation will be the surviving corporation after the merger. The Agreement and Plan of Merger is attached as Exhibit "A".

**FOURTH:** The merger is to become effective at 12:01 a.m., on July 28, 2014.

**FIFTH:** The Agreement and Plan of Merger was approved by the Board of Directors of the Surviving Corporation by unanimous written consent on July 24, 2014, and the Agreement and Plan of Merger was approved by the sole stockholder of the Surviving Corporation on July 24, 2014.

**SIXTH:** The Agreement and Plan of Merger was approved by the Board of Directors of the Merging Corporation by unanimous written consent on July 24, 2014, and the Agreement and Plan of Merger was approved by the sole shareholder of the Merging Corporation on July 24, 2014.

{Signature page follows}

DRS Tactical Systems, Inc.  
a Florida corporation

By: Katherine A. Krebel  
Katherine A. Krebel, Secretary

DRS RSTA, Inc.  
a Delaware corporation

By: Katherine A. Krebel  
Katherine A. Krebel, Secretary

## **Exhibit A**

### **Agreement and Plan of Merger**

## AGREEMENT AND PLAN OF MERGER

between

**DRS TACTICAL SYSTEMS, INC.**

and

**DRS RSTA, INC**

AGREEMENT AND PLAN OF MERGER, dated as of July 24, 2014, by and between DRS Tactical Systems, Inc., a Florida corporation ("**DRS Tactical Systems**"), and DRS RSTA, Inc., a Delaware corporation ("**DRS RSTA**"), said corporations sometimes hereinafter referred to jointly as the "**constituent corporations**" or the "**Parties**"

### WITNESSETH:

WHEREAS, the boards of directors of DRS RSTA and DRS Tactical Systems, respectively, have each approved and adopted this Agreement and Plan of Merger and deem it advisable that DRS Tactical Systems be merged with and into DRS RSTA pursuant to this Agreement and Plan of Merger and the applicable provisions of the Delaware General Corporation Law (the "**DGCL**") and the Florida Business Corporation Act (the "**FBCA**") for purposes of corporate simplification and reduction of expenses, upon the terms and conditions herein set forth; and

WHEREAS, each of (a) DRS Tactical Systems Global Services, Inc., a Florida corporation and the sole shareholder of DRS Tactical Systems, and (b) DRS Technologies, Inc. a Delaware corporation and the sole stockholder of DRS RSTA, has approved and adopted this Agreement and Plan of Merger and deem it advisable that that DRS Tactical Systems be merged with and into DRS RSTA pursuant to this Agreement and Plan of Merger and the applicable provisions of the DGCL and FBCA.

NOW, THEREFORE, in consideration of the foregoing and the covenants and conditions herein contained, and in accordance with the provisions of the DGCL and FBCA, as applicable, the Parties hereto agree as follows:

### Article I

In accordance with the provisions of this Agreement and Plan of Merger and the DGCL and FBCA, as applicable, DRS Tactical Systems shall be merged with and into DRS RSTA (the "**Merger**"). From and after the Effective Time (as defined below), DRS RSTA shall be the surviving corporation, and shall continue its existence as a corporation under the laws of the State of Delaware.

## Article II

The Merger shall become effective at the time when DRS RSTA duly files (a) a certificate of merger (the "Certificate of Merger") with the Delaware Secretary of State, and (b) articles of merger (the "Articles of Merger") with the Florida Secretary of State, or at such subsequent time as the Parties shall agree and shall be specified in the Certificate of Merger and the Articles of Merger (the "Effective Time") in such form as is required by, and executed in accordance with, the relevant provisions of the DGCL and FBCA, as applicable, together with any other filings or recordings required under the DGCL and FBCA, as applicable, to effectuate the Merger.

### At the Effective Time:

1. The two constituent corporations shall become a single entity, which shall be DRS RSTA as the surviving corporation, and the separate existence of DRS Tactical Systems shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger with and into another corporation.

2. DRS RSTA shall thereupon and thereafter possess all the rights, privileges, powers and franchises, as well of a public as of a private nature, of each of the constituent corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of, or belonging to, or due to each of the constituent corporations, shall be taken and deemed to be vested in the surviving corporation without further act or deed; and the title to all real estate, or any interest therein, vested in either of the constituent corporations shall not revert or be in any way impaired by reason of the Merger.

3. DRS RSTA shall thenceforth be responsible and liable for all of the liabilities and obligations of each of the constituent corporations; and any claim existing or action or proceeding pending by or against either of the constituent corporations may be prosecuted to judgment as if the Merger had not taken place, or the surviving corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the constituent corporations shall be impaired by the Merger.

4. The aggregate amount of the net assets of the constituent corporations that was available for the payment of dividends immediately prior to the Merger, to the extent that the value thereof is not transferred to stated capital by the issuance of shares or otherwise, shall continue to be available for the payment of dividends by the surviving corporation.

## Article III

1. The certificate of incorporation and bylaws of DRS RSTA shall not be amended in any respect by reason of this Agreement and Plan of Merger, and said

certificate of incorporation and bylaws as in effect at the Effective Time, shall continue in full force and effect and shall constitute the certificate of incorporation and bylaws of the surviving corporation until further amended in the manner provided by law.

2. The directors and the officers of DRS RSTA immediately prior to the Effective Time shall be and constitute the board and the officers of the surviving corporation.

#### Article IV

At the Effective Time, by virtue of the Merger and without any action by any shareholder, and without the payment of any consideration, each share of the issued and outstanding capital stock of DRS Tactical Systems shall be deemed to be surrendered by its holder and shall be canceled and retired and shall cease to exist, and the shares of DRS RSTA shall thereafter constitute the shares of the corporation that shall survive the Merger.

#### Article V

DRS RSTA, as the surviving corporation, shall pay all expenses of carrying this Agreement and Plan of Merger into effect and accomplishing the Merger.

#### Article VI

If at any time the surviving corporation shall determine or be advised that any further assignment or assurance in law is necessary or desirable to vest in the surviving corporation the title to any property or rights of DRS Tactical Systems, the proper officers and directors of DRS RSTA may, in the name of DRS Tactical Systems, execute and make all such proper assignments and assurances in law and do all things necessary or proper to thus vest such property or rights in the surviving corporation, and otherwise carry out the purposes of this Agreement and Plan of Merger.

#### Article VII

This Agreement and Plan of Merger shall be deemed to be the Agreement and Plan of Merger of the constituent corporations upon the execution, filing and recording of such documents and the doing of such acts and things as shall be required for accomplishing the Merger under the provisions of the laws of the State of Delaware and the State of Florida, respectively.

Anything herein or elsewhere to the contrary notwithstanding, this Agreement and Plan of Merger may be abandoned by the mutual consent of the constituent corporations evidenced by the appropriate resolutions of their boards of directors at any time prior to the Effective Time.



IN WITNESS WHEREOF, DRS Tactical Systems, Inc. and DRS RSTA, Inc. have each caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

**DRS RSTA, INC.**

A Delaware corporation

By Katherine A. Krebel  
Name: Katherine A. Krebel  
Title: Secretary

**DRS TACTICAL SYSTEMS, INC.**

A Florida corporation

By Katherine A. Krebel  
Name: Katherine A. Krebel  
Title: Secretary