

# H 31600

Greenberg

Requester's Name

Address

Michelle 425-8526

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- 1. HTE (Corporation Name) F50372 (Document #)
- 2. HTE-UCS (Corporation Name) P98-39734 (Document #)
- 3. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)
- 4. \_\_\_\_\_ (Corporation Name) \_\_\_\_\_ (Document #)

EFFECTIVE DATE  
6/1/98

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 TALLAHASSEE, FLORIDA  
 98 MAY 28 PM 1:36 RECEIVED  
 98 MAY 28 PM 12:12

- Walk in
- Pick up time Call
- Mail out
- Will wait
- Photocopy
- Certified Copy
- Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

\* TO Susan Payne

500002539475--5  
 -05/28/98--01067--015  
 \*\*\*122.50 \*\*\*122.50

Examiner's Initials	
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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

HTE-UCS, INC., a FL corp. P98000039734

INTO

UCS, INC. which changed its name to

**HTE-UCS, INC.**, a Florida corporation, H31600

File date: May 28, 1998, effective June 1, 1998

Corporate Specialist: Susan Payne

GREENBERG  
ATTORNEYS AT LAW  
TRAURIG

May 27, 1998

Via Federal Express

Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32399

Attention: Susan Payne

**Re: *Articles of Merger - HTE-UCS, Inc. (a Florida corporation) with and into UCS, Inc., Inc. (a Florida corporation)***

Enclosed please find one manually executed and one photo copy of the Articles of Merger including Exhibits for the above referenced entities. Also, enclosed please find a check in the amount of \$122.50 to cover the cost of filing fee and certified copy. Please file immediately with the State and return a certified copy to the Greenberg Traurig box located in your office, attention Michelle Beal.

Thank you for your assistance with this matter. Please contact me if you have any questions at (407) 418-2430.

Very truly yours,



Michele Turton  
Paralegal

Encls.

cc: Todd Rumberger, Jr., Esq.

ORLANDO/TURTONM/43221/xcl011.DOC/5/27/98

GREENBERG TRAURIG HOFFMAN LIPOFF ROSEN & QUENTEL, P.A.  
P.O. BOX 4923 ORLANDO, FLORIDA 32802-4923  
407-420-1000 FAX 407-420-5909  
111 NORTH ORANGE AVENUE 20TH FLOOR ORLANDO, FLORIDA 32801  
MIAMI NEW YORK WASHINGTON, D.C. PHILADELPHIA SAO PAULO  
FORT LAUDERDALE WEST PALM BEACH ORLANDO TALLAHASSEE

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 28 PM 1:36

STATE OF FLORIDA

ARTICLES OF MERGER

of

EFFECTIVE DATE  
6/1/98

HTE-UCS, INC.,  
a Florida corporation and wholly-owned subsidiary of  
H.T.E., Inc., a Florida corporation,

with and into

UCS, INC.,  
a Florida corporation

To the Secretary of State  
State of Florida

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "Act"), the corporations herein named do hereby adopt the following articles of merger.

1. The Plan of Merger, dated as of June 1, 1998 (the "Plan of Merger"), by and between HTE-UCS, Inc., a Florida corporation ("Subsidiary") and a wholly-owned subsidiary of H.T.E., INC., a Florida corporation ("Parent"), and UCS, Inc., a Florida corporation ("Company"), a true and correct executed copy of which is attached hereto and made a part hereof as Exhibit A, and the Agreement and Plan of Merger, dated as of May 12, 1998 (the "Merger Agreement"), by and among Parent, Subsidiary, Company, and O. F. Ramos, William K. North, Robert W. Nelson, Dania Ramos, Thomas F. Mersch and Alvin W. North, each an individual and together constituting all of the shareholders of the Company (the "Shareholders"), provide that Subsidiary shall merge with and into the Company, that the Company shall be the surviving entity after the Effective Date of the merger (as defined below), and that the Company shall thereafter change its name to HTE - UCS, Inc.

2. The Plan of Merger and the Merger Agreement were duly adopted by the Board of Directors of the Subsidiary on May 22, 1998, by the Board of Directors of the Company on May 12, 1998, by the Parent, as the sole shareholder of Subsidiary, on May 22, 1998, and by the Shareholders of the Company on May 12, 1998.

3. The merger herein provided for shall take effect at 12:01 A.M. (EST) on June 1, 1998, provided that these Articles of Merger have been filed with the Secretary of State of the State of Florida (the "Effective Date").

Executed as of the 26th day of May, 1998.

“Subsidiary”:

**HTE-UCS, INC.**

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

“Company”:

**UCS, INC.**

By: *O. F. Ramos*


Name: *O. F. Ramos*

Title: *President*

Executed as of the 26th day of May, 1998.

"Subsidiary":

HTE-UCS, INC.

  
By: \_\_\_\_\_  
Name: L.A. GORNIO, JR  
Title: Executive Vice President

"Company":

UCS, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**EXHIBIT A**

**PLAN OF MERGER**

of

**HTE-UCS, INC.,  
a Florida corporation,**

with and into

**UCS, INC.,  
a Florida corporation**

**(Including Amendment to the Articles of Incorporation of UCS, Inc., as  
Surviving Corporation to change its corporate name to HTE-UCS, Inc.)**

This **PLAN OF MERGER** (hereinafter called the "Plan") dated as of this 1<sup>st</sup> day of June, 1998 by and between **HTE-UCS, INC.**, a corporation organized and existing under the laws of the State of Florida ("HTE-UCS") and **UCS, INC.**, a corporation organized and existing under the laws of the State of Florida (the "Company" or "Surviving Corporation").

**RECITAL**

A. All of the outstanding shares of common stock, par value of \$1.00 per share, of HTE-UCS are owned by H.T.E., Inc., a corporation organized and existing under the laws of the State of Florida (the "Purchaser").

B. The board of directors of Purchaser, the board of directors and sole shareholder of HTE-UCS, and the board of directors and shareholders of Company have determined that it is advisable and generally to the advantage and welfare of Company and its shareholders, that HTE-UCS be merged with and into Company on the terms set forth in this Plan and in the Agreement and Plan of Merger dated as of May 12, 1998 by and among the Purchaser, HTE-UCS, the Company, et al. (the "Merger Agreement").

C. The respective boards of directors of HTE-UCS and of Company, by resolutions duly adopted on May 22, 1998 and May 12, 1998, respectively, have approved and adopted this Plan and the Merger Agreement (with the recommendation that this Plan and the Merger Agreement be approved by their respective shareholders) and directed that this Plan and the Merger Agreement be submitted to the shareholders of Company and the sole shareholder of HTE-UCS, respectively, for approval. The sole shareholder of HTE-UCS and the shareholders of Company have unanimously approved this Plan and the Merger Agreement on May 22, 1998, 1998 and May 12, 1998, respectively.

**NOW, THEREFORE**, HTE-UCS and Company, in consideration of the premises and of the mutual provisions, agreements and covenants herein contained and in accordance with the applicable statutes of Florida, hereby agree as follows:

## **ARTICLE I**

### **Corporate Existence of the Surviving Corporation**

At the Effective Time (as defined below) of the merger (the "Merger"), HTE-UCS shall be merged with and into the Company, and the Company shall be the surviving corporation. The corporate identity, existence, purposes, powers, franchises, rights and immunities of the Company shall continue unaffected and unimpaired by the Merger; and the corporate identity, existence, purposes, powers, franchises, rights and immunities of HTE-UCS shall be merged with and into the Company and the Company shall be fully vested therewith. The separate existence of HTE-UCS, except insofar as otherwise specifically provided by law, shall cease at the Effective Time of the Merger whereupon Company and HTE-UCS shall be and become one single corporation.

## **ARTICLE II**

### **Articles of Incorporation of Surviving Corporation; Name of Surviving Corporation**

Upon the Effective Time of the Merger, the Amended and Restated Articles of Incorporation of the Surviving Corporation shall be amended and restated to read substantially as did the Articles of Incorporation of HTE-UCS, as in effect immediately prior to the Effective Time of the Merger, and a copy of such Second Amended and Restated Articles of Incorporation of the Surviving Corporation (the "Surviving Corporation Articles of Incorporation") are attached hereto as *Exhibit 1*. The name of Surviving Corporation shall be amended in the Surviving Corporation Articles of Incorporation to provide that the name of the corporation shall be HTE-UCS, INC.

## **ARTICLE III**

### **Bylaws of Surviving Corporation**

The Amended and Restated Bylaws of the Company as in effect immediately prior to the Effective Time of the Merger shall be amended and restated at the Effective Time to read as did the Bylaws of HTE-UCS immediately prior to the Effective Time.



## ARTICLE IV

### Directors and Officers of Surviving Corporation

The duly qualified and acting directors and officers of HTE-UCS immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation.

## ARTICLE V

### Conversion and Exchange of Shares

A. The manner of converting and exchanging the shares of each of Company and HTE-UCS shall be as follows:

1. At the Effective Time of the Merger, and upon surrender of the certificates, the holders of common stock of Company shall have their shares converted, in the aggregate, into 560,000 share of common stock, \$0.01 par value, of Purchaser and other consideration, less the number of Total Buy-Out Shares (as such term is defined in the Merger Agreement), as provided in the Merger Agreement.

2. At the Effective Time of the Merger, by virtue of the Merger and without any action on the part of the holder of all of the capital stock of HTE-UCS, such holder of all of the capital stock of HTE-UCS shall have its shares converted into shares of the Surviving Corporation which shall constitute all of the outstanding shares of common stock of the Surviving Corporation after the Effective Time of the Merger.

B. At or immediately following the Effective Time of the Merger, each holder of an outstanding certificate or certificates which prior thereto represented shares of Company's common stock shall surrender the same to Company or its designated agent, and each such holder shall be entitled upon such surrender to receive in exchange therefor, a certificate or certificates representing the number of shares of Purchaser's common stock into which the certificate or certificates so surrendered shall have been converted as aforesaid, together with other consideration as provided in the Merger Agreement.

## ARTICLE VI

### Effective Time of Merger

The "Effective Time" of the Merger shall be at 12:01 A.M. (EST) on June 1, 1998, provided that the Articles of Merger have been filed with the Secretary of State of the State of Florida by such time and date.


**ARTICLE VII**

**Condition and Termination**

The conditions specified in Articles VI and VII of the Merger Agreement shall constitute conditions precedent to the obligations of the parties hereto as therein provided and if by reason of the provisions of Articles VI and VII of the Merger Agreement either Purchaser or Company are not obligated to consummate this Agreement, then the party or parties not so obligated may terminate this Plan prior to the Effective Time of the Merger by deliver to the other party or parties of written notice of such termination prior to the Effective Time of the Merger, and thereupon this Plan shall be terminated without further liability of any party in favor of the others except as otherwise provided in the Merger Agreement.

**IN WITNESS WHEREOF**, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested in accordance with the requirements of applicable law, all as of the day and year first above written.

**HTE-UCS, INC.**

  
By: \_\_\_\_\_  
Name: L. A. GORNATO, JR.  
Title: Executive Vice President

**UCS, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**ARTICLE VII**

**Condition and Termination**


The conditions specified in Articles VI and VII of the Merger Agreement shall constitute conditions precedent to the obligations of the parties hereto as therein provided and if by reason of the provisions of Articles VI and VII of the Merger Agreement either Purchaser or Company are not obligated to consummate this Agreement, then the party or parties not so obligated may terminate this Plan prior to the Effective Time of the Merger by deliver to the other party or parties of written notice of such termination prior to the Effective Time of the Merger, and thereupon this Plan shall be terminated without further liability of any party in favor of the others except as otherwise provided in the Merger Agreement.

**IN WITNESS WHEREOF**, the parties have caused this Plan to be signed by their respective officers thereunto duly authorized and their respective corporate seals to be hereunto affixed and attested in accordance with the requirements of applicable law, all as of the day and year first above written.

**HTE-UCS, INC.**

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**UCS, INC.**

By:   
Name: O. F. Ramos  
Title: President

**EXHIBIT 1**

**TO THE PLAN OF MERGER**

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION**

**OF**

**UCS, INC.**

I, L.A. Gornto, Jr., being the Executive Vice President of UCS, Inc., a Florida corporation (the "Corporation"), hereby certify:

1. The name of the Corporation is UCS, Inc. The Corporation was incorporated on November 28, 1984.

2. The text of the Articles of Incorporation is hereby amended and restated to read in its entirety as follows:

**"ARTICLE I  
NAME**

The name of this corporation shall be:

**HTE-UCS, INC.**

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business or mailing address of this corporation shall be:

1000 Business Center Drive  
Lake Mary, FL 32746

**ARTICLE III  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in cash, property or other benefits to the corporation, as may be determined to be adequate by the Board of Directors.

**ARTICLE IV  
REGISTERED AGENT**

The street address of the registered office of the corporation shall be 149-F S. Ridgewood Avenue, Daytona Beach, Florida 32114, and the name of the registered agent of the corporation at that address is L. A. Gornto, Jr., Esq.

**ARTICLE V  
TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI  
NUMBER OF DIRECTORS**

This corporation shall have one (1) Director. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholder in accordance with the Bylaws of this corporation. The Director, as such, shall receive such compensation for his services, if any, as may be set by the Board of Directors at an annual or special meeting. The Director may authorize and require the payment of the reasonable expenses incurred by the Director in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Director from serving the corporation in any other capacity and receiving compensation therefor.

**ARTICLE VII  
DIRECTORS**

The name and address of the Director of this corporation, who shall hold office until the next annual meeting of the shareholder of the corporation or until his successor (s) are elected, are:

<u>Name</u>	<u>Address</u>
Dennis J. Harward	1000 Business Center Drive Lake Mary, FL 32746

**ARTICLE VIII  
OFFICERS**

The names and addresses of the Officers of this corporation, who shall hold office until the next annual meeting of the Board of Directors of the Company or until their successors are elected, are:

<u>Name and Address</u>	<u>Office</u>
Dennis J. Harward 1000 Business Center Drive Lake Mary, FL 32746	Chairman of the Board
O.F. Ramos 2005 W. Cyprus Creek Rd. Suite 100 Ft. Lauderdale, FL 33309	President and Chief Executive Officer
L. A. Gornto, Jr. 149-F S. Ridgewood Avenue Daytona Beach, FL 32114	Executive Vice President, Secretary and Asst. Treasurer
Susan D. Falotico 1000 Business Center Drive Lake Mary, FL 32746	Treasurer and Assistant Secretary
William K. North 2005 W. Cyprus Creek Rd. Suite 100 Ft. Lauderdale, FL 33309	Vice President - Research
Robert W. Nelson 2005 W. Cyprus Creek Rd. Suite 100 Ft. Lauderdale, FL 33309	Vice President - Marketing and Chief Marketing Officer
Dania Ramos 2005 W. Cyprus Creek Rd. Suite 100 Ft. Lauderdale, FL 33309	Vice President and Chief Financial Officer
Thomas F. Mersch 2005 W. Cyprus Creek Rd. Suite 100 Ft. Lauderdale, FL 33309	Vice President - Field Sales

**ARTICLE IX  
AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholder, and approved at a Shareholder meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and the Shareholder sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Any right conferred by these Articles of Incorporation upon the Shareholder is subject to this reservation.

**ARTICLE X  
BYLAWS**

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

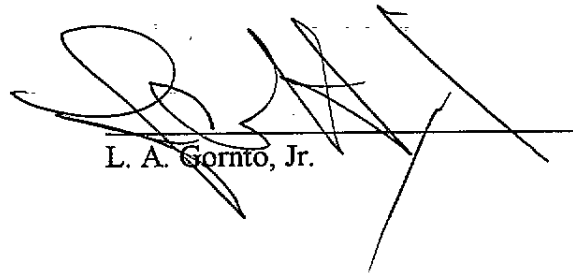
**ARTICLE XI  
INDEMNIFICATION**

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of Shareholder or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its Shareholder, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act."

3. The foregoing Second Amended and Restated Articles of Incorporation of this Corporation was duly approved by the Board of Directors by unanimous written consent, dated June 1, 1998.

4. The total number of outstanding shares of this Corporation is 1,000 shares of Common Stock. The foregoing Second Amended and Restated Articles of Incorporation of this Corporation was duly approved by written consent of the holders of a majority of the Corporation's issued and outstanding Common Stock, dated as of June 1, 1998, presenting the number of votes sufficient for approval of the Second Amended and Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed these Second Amended and Restated Articles of Incorporation as of this 1<sup>st</sup> day of June, 1998.

A handwritten signature in black ink, appearing to read "L. A. Gornito, Jr.", is written over a horizontal line. The signature is stylized and somewhat cursive.

L. A. Gornito, Jr.



STATE OF FLORIDA

COUNTY OF VOLUSIA

The foregoing Second Amended and Restated Articles of Incorporation was acknowledged before me this 1<sup>st</sup> day of June, 1998, by L. A. Gornto, Jr., who is personally known to me and who did not take an oath.



Notary Public

State of Florida at Large

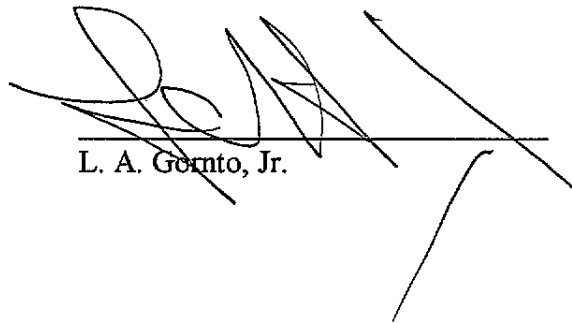
My Commission Expires



MICHELE LECLERC  
Notary Public, State of Florida  
My Comm. Exp. Apr. 28, 1999  
Comm. No. CC 445577

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

L. A. Gornto, Jr., Esq., having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.



L. A. Gornto, Jr.