

Division of Corporations

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565238

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
NUANCE DOCUMENT IMAGING, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$70.00

Merger

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Nuance Document Imaging, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tonya L. Georges
Contact Person

c/o Nuance Communications, Inc.,
Firm/Company

One Wayside Road
Address

Burlington, MA 01803
City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tonya L. Georges
Name of Contact Person

At (781) 565-5000
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Nuance Document Imaging



Todd M. DuChene

Control Systems (USA), Inc



Todd M. DuChene

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Nuance Document Imaging, Inc.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

Control Systems (USA), Inc.

Delaware

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Please see attached Exhibit A.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Please see the attached Exhibit A.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

5/28/2014 12:24:36 From: To: 8506176380

(9/12)

Exhibit A
(Agreement of Merger)

**AGREEMENT OF MERGER
OF CONTROL SYSTEMS (USA), INC.
A DELAWARE CORPORATION
AND
NUANCE DOCUMENT IMAGING, INC.
A FLORIDA CORPORATION**

This Agreement of Merger (this "Agreement") is made and entered into as of May ____, 2014, by and between Control Systems (USA), Inc., a Delaware corporation (the "*Merging Corporation*") and Nuanace Document Imaging, Inc., a Florida corporation (the "*Surviving Corporation*").

RECITALS

A. Merging Corporation shall be merged with and into Surviving Corporation (the "*Merger*"), the separate existence of Merging Corporation shall cease and the Surviving Corporation shall continue as the surviving corporation.

B. The outstanding shares of Merging Corporation shall be cancelled without consideration.

C. Each share capital stock of Surviving Corporation shall remain unchanged and is not affected by the Merger. The certificate of incorporation and the bylaws of Surviving Corporation shall remain unchanged and are not affected by the Merger.

NOW THEREFORE, in consideration of the foregoing premises, the mutual agreements and other covenants set forth herein, the mutual benefits to be gained by the performance thereof, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged and accepted, the parties hereto agree as follows:

1. **The Merger.** At the Effective Time and subject to and upon the terms and conditions of this Agreement and the applicable provisions of the General Corporation Law of the State of Delaware ("*Delaware Law*") and the Florida Business Corporation Act (the "*Florida Statutes*"), Merging Corporation shall be merged with and into Surviving Corporation, the separate existence of Merging Corporation shall cease, and Surviving Corporation shall continue as the surviving entity.
2. **Effective Time.** Immediately following the execution of this Agreement, the parties hereto shall cause the Merger to be consummated by filing a certificate of merger (the "*Certificate of Merger*") in customary form and substance with the Secretary of State of the State of Delaware in accordance with the applicable provisions of Delaware Law and with the Florida Department of State in accordance with the applicable provisions of the Florida Statutes (the time of acceptance of such filing by the Secretary of State of Delaware shall be referred to herein as the "*Effective Time*").
3. **Legal Effect of the Merger.** At the Effective Time, the effect of the Merger shall be as provided under the applicable provisions of Delaware Law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of Merging Corporation shall vest in Surviving Corporation, and all debts, liabilities and duties of Merging Corporation shall become debts, liabilities and duties of Surviving Corporation.
4. **Capital Stock/Membership Interests.** Each class of stock of Merging Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled without consideration.

Each share of capital stock of Surviving Corporation will remain unchanged and shall not be affected by the Merger.

5. Certificate of Incorporation and Bylaws. The certificate of incorporation and bylaws of Surviving Corporation shall remain unchanged and shall not be affected by the Merger.

6. Miscellaneous.

- (a) Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.
- (b) This Agreement may be executed in one or more counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each of the parties and delivered to the other party, it being understood that all parties need not sign the same counterpart.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first set forth above.

CONTROL SYSTEMS (USA), INC.

BY



Name: Todd M. DuChene
Title: Secretary

NUANCE DOCUMENT IMAGING, INC.

BY



Name: Todd M. DuChene
Title: Secretary