

844342

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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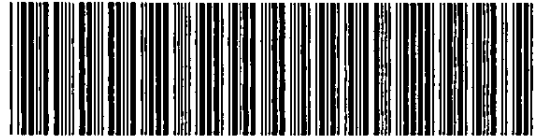
(Business Entity Name)

(Document Number)

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FILED  
12 JUL 26 PM 1:30  
SECRETARY OF STATE  
HALL ANN B ST LEBANON

07/26/12--01016--003 \*\*70.00

merger

JUL 30 2012

T. LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ACI WORLDWIDE CORP.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CHRISTINA REYNOLDSON  
Contact Person

KOLEY JESSEN PC LLO  
Firm/Company

1125 SOUTH 103 STREET, SUITE 800  
Address

OMAHA, NE 68124-1079  
City/State and Zip Code

chris.reynoldson@koleyjessen.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CHRISTINA REYNOLDSON  
Name of Contact Person

At ( 402 ) 343-3745  
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

KOLEY JESSEN P.C., L.L.O.  
ATTORNEYS AT LAW  
ONE PACIFIC PLACE, SUITE 800  
1125 SOUTH 103RD STREET  
OMAHA, NE 68124  
PHONE: 402.390.9500  
FAX: 402.390.9005

KOLEY ■ JESSEN

July 25, 2012

**VIA FEDEX**

Florida Department of State  
Amendment Section - Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Postilion, Inc. Merger (FL Doc. No. P95000080939)  
Our File No. 12103-0029

Dear Sir/Madam:

Enclosed for filing are Articles of Merger merging Postilion, Inc. into ACI Worldwide Corp. (FL Doc. No. 844342). Also enclosed is a check in the amount of \$70.00 for payment of the filing fee.

Please forward the file-stamped Articles to me at the address indicated above via FedEx. For your convenience, I am enclosing a FedEx return envelope.

Thank you in advance for your assistance in this matter. Should you have any questions or need anything further to complete this filing, please contact me as soon as possible.

Sincerely yours,



Christina J. Reynoldson,  
Paralegal

Enclosures

cc: Taylor C. Dieckman

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, 1:30  
pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>ACI WORLDWIDE CORP.</u>	<u>NEBRASKA</u>	<u>844342</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>POSTILION, INC.</u>	<u>FLORIDA</u>	<u>P95000080939</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 07 / 26 / 2012 <sup>\*\*</sup> (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)  
\*\* at 11:59 p.m. Central Time

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
07/26/2012 and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
06/26/2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

ACI WORLDWIDE CORP.



Dennis P. Byrnes, VP & Secretary

POSTILION, INC.

Dennis P. Byrnes, President

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**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:

<u>Name</u>	<u>Jurisdiction</u>
<u>ACI WORLDWIDE CORP.</u>	<u>NEBRASKA</u>

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>POSTILION, INC.</u>	<u>FLORIDA</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
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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:

All outstanding shares of stock of Postilion, Inc., the acquired corporation ("AC"), shall at the Effective Date of the merger be surrendered and cancelled and no new shares shall be issued to the shareholders of AC. The shares of ACI Worldwide Corp., the surviving corporation ("SC"), now held by SC shareholders shall evidence their ownership of the merged entity, AC.

*(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:

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:

1. The separate existence of AC shall cease, and AC shall be merged with and into SC, and SC shall succeed to and possess all of the rights, privileges, immunities, powers, properties, franchises and purposes, and be subject to all of the restrictions, disabilities, duties, debts, liabilities and obligations of AC, all without further act or deed. The employees and agents of AC shall become the employees and agents of SC.
2. The Articles of Incorporation of SC in force immediately prior to the Effective Date shall be and remain the Articles of Incorporation of SC.
3. The Bylaws of SC in force immediately prior to the Effective Date shall be and remain the Bylaws of SC.
4. The officers and directors of SC in place immediately prior to the Effective Date shall be and remain the officers and directors of SC.