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**MERGER OR SHARE EXCHANGE
MERCURY SYSTEMS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	09
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ARTICLES OF MERGER
OF
THE ATHENA GROUP, INC.,
a Florida corporation
WITH AND INTO
MERCURY SYSTEMS, INC.,
a Massachusetts corporation

August 1, 2019

The following articles of merger (these "Articles of Merger") of Mercury Systems, Inc., a Massachusetts corporation (the "Surviving Corporation"), and The Athena Group, Inc., a Florida corporation (the "Merging Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1105 of the FBCA.

FIRST: THE SURVIVING CORPORATION

The exact name, jurisdiction, and entity type of the Surviving Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
Mercury Systems, Inc.	Massachusetts	Corporation	F01000001505

SECOND: THE MERGING CORPORATION

The exact name, jurisdiction, and entity type of the Merging Corporation are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u>
The Athena Group, Inc.	Florida	Corporation	J18876

THIRD: The laws of the state under which each corporation that is a party to these Articles of Merger is incorporated permits such merger.

FOURTH: The Plan of Merger is attached as Exhibit A hereto (the "Plan of Merger").

FIFTH: The merger shall be effective upon the filing of Articles of Merger with the Secretary of State of the State of Florida.

SIXTH: In accordance with applicable Massachusetts law, the Plan of Merger was adopted by the board of directors of the Surviving Corporation on April 24, 2019 and shareholder approval was not required.

SEVENTH: In accordance with applicable Florida law, the Plan of Merger was adopted by the board of directors of the Merging Corporation on July 31, 2019 and shareholder approval was not required.

EIGHTH: It is agreed that, upon the merger becoming effective, the Surviving Corporation:

(a) Appoints C T Corporation System, 1200 South Pine Island Road, Plantation, FL 33324 as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of the merging Florida corporation; and

(b) Agrees to promptly pay to the dissenting shareholders of the merging Florida corporation the amount, if any, to which they are entitled under the provisions of the Florida Business Corporation Act with respect to the rights of dissenting shareholders

[Signatures on following page]

IN WITNESS WHEREOF, the duly authorized officers of the Surviving Corporation and the Merging Corporation have executed these Articles of Merger as of the date first written above.

SURVIVING CORPORATION:

Mercury Systems, Inc.,
a Massachusetts corporation

By: 

Name: **Mark Aslett**

Title: **President and Chief Executive Officer**

MERGING CORPORATION:

The Athena Group, Inc.,
a Florida Corporation

By: 

Name: **Mark Aslett**

Title: **President and Chief Executive Officer**

EXHIBIT A

PLAN OF MERGER

(See attached)

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "**Merger Agreement**"), is entered into as of August 1, 2019, by and between Mercury Systems, Inc., a Massachusetts corporation ("**Mercury**"), and The Athena Group, Inc., a Florida corporation ("**Athena**").

RECITALS

- A. Athena is a corporation duly organized and existing under the laws of the State of Florida.
- B. Mercury is the sole shareholder of Athena.
- C. Mercury is a corporation duly organized and existing under the laws of the Commonwealth of Massachusetts.
- D. The Board of Directors of Athena (the "**Athena Board**"), Mercury, as the sole shareholder of Athena, and the Board of Directors of Mercury (the "**Mercury Board**") have determined that it is advisable and in the best interests of Athena and Mercury, respectively, that Athena merge with and into Mercury upon the terms and conditions herein provided such that the separate existence of Athena shall terminate and cease and Mercury shall continue as the surviving corporation of the merger.
- E. The Athena Board, Mercury and the Mercury Board, by consent duly given, have approved the Merger and the terms of this Merger Agreement.

AGREEMENT

NOW, THEREFORE, the parties hereby adopt the plan of merger encompassed by this Merger Agreement and hereby agree that Athena shall merge into Mercury as herein provided.

1. **Merger.** Subject to compliance with the terms and conditions of this Merger Agreement, Athena shall be merged with and into Mercury (the "**Merger**"), the separate existence of Athena shall cease and Mercury shall be, and is herein sometimes referred to as, the "**Surviving Corporation.**"

2. **Effect of Merger.** Upon the filing of Articles of Merger for the Merger with the Secretary of the Commonwealth of Massachusetts (the "**Effective Time**"), the separate existence of Athena shall cease and Mercury, as the Surviving Corporation, shall (i) continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time of the Merger, (ii) remain subject to all actions previously taken by the Mercury Board, (iii) succeed, without any other transfer, act or deed, to all of the assets, rights, powers and property, whether real, personal or mixed, of Athena in the manner more fully provided under the applicable provisions of the Massachusetts Business Corporation Act (the "**MBCA**") and the Florida Business Corporation Act (the "**Act**"), (iv) continue to be subject to all of the debts, liabilities and obligations of Mercury as constituted immediately prior to the Effective Time, and (v) be subject, without any other transfer, act or deed, to all of the debts, liabilities and

obligations of Athena in the same manner as if Mercury had itself incurred them; all as more fully provided under the applicable provisions of the MBCA and the Act.

3. Effect on Equity Interests. Upon the Effective Time, (a) the equity interests of Mercury as the sole shareholder of Athena outstanding immediately prior to the Effective Time shall terminate without consideration, and (b) each share of capital stock of Mercury issued and outstanding immediately prior to the Effective Time shall remain issued and outstanding as an identical share of capital stock of the Surviving Corporation.

4. Governing Documents.

(a) Articles of Incorporation. The Articles of Organization of Mercury in effect immediately prior to the Effective Time shall continue in full force and effect as the Articles of Organization of the Surviving Corporation until duly amended in accordance with the provisions thereof and of applicable law.

(b) Bylaws. The Bylaws of Mercury in effect immediately prior to the Effective Time shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

5. Further Assurances.

(a) From time to time, and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Athena such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate and necessary in order to vest or perfect, or to conform of record or otherwise, in the Surviving Corporation the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Athena, as appropriate, and otherwise to carry out the purposes of this Merger Agreement, and the directors and officers, if any, of the Surviving Corporation are fully authorized in the name and on behalf of Athena or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

(b) In the event that the Merger shall have been fully authorized in accordance with the provisions of the MBCA, Athena and Mercury hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Massachusetts, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

6. Governing Law. This Merger Agreement shall be governed by and construed in accordance with the internal laws of the Commonwealth of Massachusetts as applied to agreements among Massachusetts residents entered into and to be performed entirely within Massachusetts, without reference to the principles of conflicts of law or choice of laws.

7. Counterparts. To facilitate the filing and recording of this Merger Agreement, it may be executed in any number of counterparts, each of which shall be deemed to be an original, but all of which together shall constitute but one and the same instrument.

[SIGNATURES FOLLOW ON THE NEXT PAGE]

IN WITNESS WHEREOF, the parties have duly executed this Merger Agreement as of the date first written above.

"Mercury"

MERCURY SYSTEMS, INC.

By: 

Name: Mark Aslett

Title: President and Chief Executive Officer

"Athena"

THE ATHENA GROUP, INC.

By: 

Name: Mark Aslett

Title: President and Chief Executive Officer