

F02000001556

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H13000048588 3)))



H130000485883APC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

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**Hyland Software, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$140.00

RECEIVED

13 MAR - 1 AM 8:06

YOU MAY FILE
ONLINE
OR BY MAIL
TALLAHASSEE, FLORIDA

merger
MAR 1 2013

T. LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Hyland Software, 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:

George Skupski

Contact Person

Baker & Hostetler LLP

Firm/Company

1900 East 9th Street, Suite 3200

Address

Cleveland, Ohio 44114

City/State and Zip Code

gskupski@bakerlaw.com

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

For further information concerning this matter, please call:

Matthew Graban

Name of Contact Person

At (216)

861-7958

Area Code & Daytime Telephone Number

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

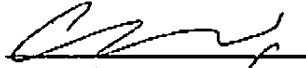
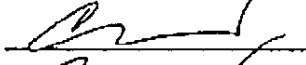
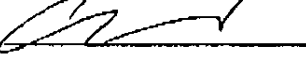
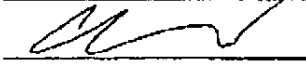
STREET ADDRESS:

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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
<u>Hyland Software, Inc.</u>		<u>Chris Hyland, Chief Financial Officer</u>
<u>Anchor Point Corporation</u>		<u>Chris Hyland, President</u>
<u>AnyDoc Software, Inc.</u>		<u>Chris Hyland, President</u>
<u>Microsystems</u>		
<u>Technology, Inc.</u>		<u>Chris Hyland, President</u>

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

[see attached]

MERGER AGREEMENT

THIS MERGER AGREEMENT is made and entered into as of the 1st day of March, 2013 by and among Anchor Point Corporation, a Florida corporation ("Anchor Point"), AnyDoc Software, Inc., a Florida corporation ("AnyDoc"), Microsystems Technology, Inc., a Florida corporation ("MTI" and, collectively with AnyDoc, the "Anchor Point Subsidiaries"), and Hyland Software, Inc., an Ohio corporation (the "Surviving Corporation"). Anchor Point and the Anchor Point Subsidiaries are hereinafter sometimes collectively referred to as the "Merging Companies." The Merging Companies and the Surviving Corporation are hereinafter sometimes collectively referred to as the "Constituent Corporations."

In consideration of the premises and the mutual agreements herein contained, the parties hereto agree as follows:

FIRST: Merger. Upon the Effective Date (as defined below), the Merging Companies shall be merged with and into the Surviving Corporation pursuant to the Florida Business Corporation Act and the Ohio General Corporation Law (the "Merger"). The Surviving Corporation shall continue to be governed by the laws of the State of Ohio, and the separate corporate existence of the Merging Companies shall cease upon the Effective Date.

SECOND: Certificate of Incorporation and Code of Regulations. The Certificate of Incorporation and Code of Regulations of the Surviving Corporation shall be that of the Surviving Corporation as in effect immediately prior to the Effective Date.

THIRD: Directors and Officers. The directors and officers of the Surviving Corporation shall continue in office as directors and officers of the Surviving Corporation until their successors shall have been elected and qualified.

FOURTH: Statutory Agent. The Surviving Corporation hereby confirms Christopher J. Hyland, 28500 Clemens Rd., Westlake, Ohio 44145 as the statutory agent of the Surviving Corporation in the State of Ohio.

FIFTH: Cancellation of Capital Stock. The Anchor Point Subsidiaries are wholly-owned subsidiaries of Anchor Point and Anchor Point is a wholly-owned subsidiary of the Surviving Corporation. Each share of capital stock of the Merging Companies outstanding on the Effective Date and all rights in respect thereof shall be canceled. Each share of stock of the Surviving Corporation shall remain outstanding.

SIXTH: Terms and Conditions. The terms and conditions of the Merger are as follows:

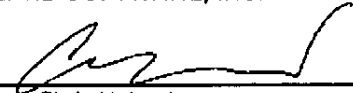
(a) The Merger shall become effective upon the filing of the Certificate of Merger with the Ohio Secretary of State and the Articles of Merger with the Florida Department of State (the "Effective Date").

(b) The Merger shall have the effects set forth in Chapter Section 607.1106 of the Florida Business Corporation Act and Section 1701.821 of the Ohio General Corporation Law.

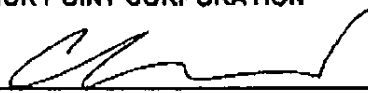
SEVENTH: Abandonment. Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be terminated and abandoned by the Board of Directors of any Constituent Corporation at any time prior to the time that the Certificate of Merger and Articles of Merger relating to the Merger are filed with the Ohio Secretary of State or the Florida Department of State, as applicable.

IN WITNESS WHEREOF, each of parties hereto have caused this Agreement to be executed as of the day and year first above written.

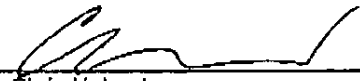
HYLAND SOFTWARE, INC.

By: 
Name: Chris Hyland
Its: Chief Financial Officer

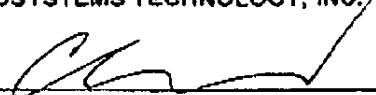
ANCHOR POINT CORPORATION

By: 
Name: Chris Hyland
Its: President

ANYDOC SOFTWARE, INC.

By: 
Name: Chris Hyland
Its: President

MICROSYSTEMS TECHNOLOGY, INC.

By: 
Name: Chris Hyland
Its: President

*Project Hogan
Merger Agreement*