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**MERGER OR SHARE EXCHANGE  
ViewPoint, Inc.**

Certificate of Status	0
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*Merger*

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## ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act 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>Viewpoint, Inc.</u>	<u>Delaware</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Associated Computer Systems, Inc.</u>	<u>Florida</u>	<u>J12991</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 12 / 31 / 2014 (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.)

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 December 30, 2014 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 December 30, 2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

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14 DEC 31 AM 9:00

Typed or Printed Name of Individual & Title

**Jay Haladay, CEO**

**Benjamin Ertischek, President**

\_\_\_\_\_

## AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") sets forth the terms and conditions under which ASSOCIATED COMPUTER SYSTEMS, INC., a Florida corporation ("Subsidiary"), will merge with and into VIEWPOINT, INC. a Delaware corporation ("Viewpoint").

### RECITALS

WHEREAS, Subsidiary is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Viewpoint is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, all of the outstanding shares of capital stock of Subsidiary are held by Viewpoint; and

WHEREAS, the Board of Directors of Subsidiary and the Board of Directors of Viewpoint deem it advisable to merge Subsidiary with and into Viewpoint so that Viewpoint is the surviving corporation on the terms provided herein (the "Merger").

The parties agree as follows:

### ARTICLE I MERGING BUSINESS ENTITIES

The merging business entities will be:

<u>Name</u>	<u>State of Incorporation</u>	<u>Type of Entity</u>
Viewpoint, Inc.	Delaware	Corporation
Associated Computer Systems, Inc.	Florida	Corporation

### ARTICLE II SURVIVING BUSINESS ENTITY

The surviving business entity will be Viewpoint.

### ARTICLE III TERMS AND CONDITIONS OF MERGER

**Section 3.1 The Merger.** On the date of this Plan of Merger, and subject to the terms and conditions set forth in this Plan of Merger and the applicable provisions of the Delaware General Corporation Law (the "DGCL") and the Florida Business Corporation Act ("FBCA"), Subsidiary will merge with and into Viewpoint and Viewpoint will file Articles of Merger with the Florida Department of State in accordance with the provisions of the FBCA, file a Certificate of Merger with the Delaware Secretary of State in accordance with the provisions of the DGCL, and make all other filings or recordings required by Florida and Delaware in connection with the Merger. The Merger will become effective at the effective time specified in such filed Articles of Merger and Certificate of Merger (the

"Effective Time"). At the Effective Time, the separate corporate existence of Subsidiary will cease and Viewpoint will be the surviving corporation (the "Surviving Corporation").

**Section 3.2 Shareholder Approval.**

(a) Shareholder approval of this Plan of Merger is not required for Subsidiary in accordance with the requirements of the FBCA and the Articles of Incorporation and Bylaws of Subsidiary.

(b) Shareholder approval of this Plan of Merger is not required for Viewpoint in accordance with the requirements of the DGCL and the Certificate of Incorporation and Bylaws of Viewpoint.

**Section 3.3 Effects of Merger.** At the Effective Time, Viewpoint shall continue in existence as the Surviving Corporation and, without further transfer, succeed to and possess all rights, privileges, powers and franchises of Subsidiary, and all of the assets and property of whatever kind and character of Subsidiary shall vest in Viewpoint, which, as the Surviving Corporation, shall be liable for all of the liabilities and obligations of Subsidiary, and any claim or judgment against Subsidiary may be enforced against Viewpoint, as the Surviving Corporation, in accordance with the DGCL and the FCBA.

**Section 3.4 Certificate of Incorporation; Bylaws.**

(a) The Certificate of Incorporation of the Surviving Corporation before the Effective Time shall continue to be the Certificate of Incorporation of the Surviving Corporation after the Effective Time.

(b) The Bylaws of the Surviving Corporation before the Effective Time shall continue to be the Bylaws of the Surviving Corporation after the Effective Time.

**Section 3.5 Directors and Officers of the Surviving Corporation.** From and after the Effective Time, the directors and officers of Viewpoint immediately prior to the Effective Time shall continue to be the directors and officers of the Surviving Corporation.

**ARTICLE IV  
CANCELLATION OF SHARES**

At the Effective Time, by virtue of the Merger and without any action on the part of the holder of any outstanding stock of Subsidiary, (a) each share of stock of Subsidiary issued and outstanding immediately prior to the Effective Time will be cancelled for no consideration and (b) each share of stock of Viewpoint issued and outstanding immediately prior to the Effective Time will remain outstanding.

**ARTICLE V  
TERMINATION**

At any time prior to the Effective Time, this Plan of Merger may be terminated and the Merger abandoned for any reasons whatsoever by Subsidiary and Viewpoint.

**ARTICLE VI  
SHARE CERTIFICATES**

At the Effective Time (a) any certificates representing shares of Subsidiary before the Effective Time will be canceled and (b) any certificates representing shares of Viewpoint before the Effective Time will remain outstanding.

**ARTICLE VII  
MISCELLANEOUS**

**Section 7.1 Third Party Beneficiaries.** This Plan of Merger is not intended to confer any rights or benefits upon any person other than the parties hereto.

**Section 7.2 Counterparts.** This Plan of Merger may be executed in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**Section 7.3 Entire Agreement.** This Plan of Merger and the documents referred to herein are intended by the parties as a final expression of their agreement with respect to the subject matter hereof and are intended as a complete and exclusive statement of the terms and conditions of that agreement. There are not other agreements or understandings, written or oral, among the parties, relating to the subject matter hereof. This Plan of Merger supersedes all prior agreements and understandings, written or oral, among the parties with respect to the subject matter hereof.

Dated effective: December 30, 2014

**ASSOCIATED COMPUTER SYSTEMS, INC.**

By: Benjamin Ertischek  
Name: Benjamin Ertischek  
Title: President

**VIEWPOINT, INC.**

By: Jay Haladay  
Name: Jay Haladay  
Title: Chief Executive Officer