

F13000001112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

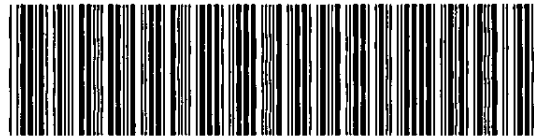
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800257132828

FILED
14 APR 16 PM 3:52
TOLSON

RECEIVED
DEPARTMENT OF STATE
14 APR 16 AM 10:56

W. J. Berger

4/17/14

D



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 096379 4304756

AUTHORIZATION

[Handwritten signature]

COST LIMIT : \$ 78.75

ORDER DATE : April 16, 2014

ORDER TIME : 9:46 AM

ORDER NO. : 096379-005

CUSTOMER NO: 4304756

ARTICLES OF MERGER

COMPUTER MANAGEMENT NA INC.

INTO

DESCARTES SYSTEMS GROUP, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Descartes Systems Group, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Maura L. Foley

Contact Person

Bingham McCutchen LLP

Firm/Company

One Federal Street

Address

Boston, MA 02110

City, State and Zip Code

maura.foley@blingham.com

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

For further information concerning this matter, please call:

Maura Foley

at

817

951-8167

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

FILED
APR 19 PM 3:52
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Descartes Systems Group, Inc.	Delaware	Corporation
Computer Management NA Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Descartes Systems Group, Inc.	Delaware	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Descartes Systems Group, Inc.

c/o The Corporation Trust Company - 1209 Orange Street

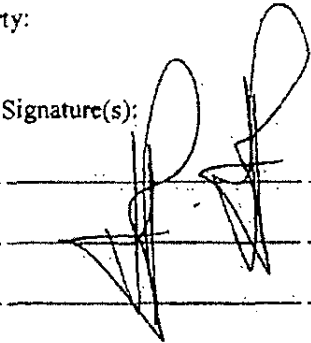
Wilmington, DE 19801

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Computer Management NA Inc.		J. Scott Pagan
Descartes Systems Group, Inc.		J. Scott Pagan

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

AGREEMENT AND PLAN OF MERGER
BY AND AMONG
DESCARTES SYSTEMS GROUP, INC.,
AND
COMPUTER MANAGEMENT USA, INC., AND COMPUTER MANAGEMENT NA INC.

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement"), is made and entered into as of April 15, 2014 by and among Descartes Systems Group, Inc., a Delaware corporation (the "Surviving Corporation") and each of Computer Management USA, Inc., a New York corporation ("CMUSA") and Computer Management NA Inc., a Florida corporation ("CMNA"), each a wholly-owned subsidiary of the Surviving Corporation, and referred to herein as the "Nonsurviving Corporations".

RECITALS

- A. The Surviving Corporation is a corporation duly organized and existing under the laws of the State of Delaware.
- B. CMUSA is a corporation duly organized and existing under the laws of the State of New York and a wholly-owned subsidiary of the Surviving Corporation.
- C. CMNA is a corporation duly organized and existing under the laws of the State of Florida and is a wholly-owned subsidiary of the Surviving Corporation.
- D. The Board of Directors of the Surviving Corporation has determined that it is advisable and in the best interest of the Surviving Corporation that each of the Nonsurviving Corporations merge with and into the Surviving Corporations upon the terms and conditions provided herein.
- E. The Boards of Directors of each of the Nonsurviving Corporations have determined that it is advisable and in the best interest of each of the Nonsurviving Corporations, respectively, to merge with and into the Surviving Corporation upon the terms and conditions provided herein.
- F. The Board of Directors of the Surviving Corporation, in its capacity as the sole holder of the issued and outstanding capital stock of each of the Nonsurviving Corporations, have approved this Agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, the Surviving Corporation, CMUSA and CMNA hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law, the Florida Statutes and the New York Business Corporation Law, in each case as applicable, each of the Nonsurviving Corporations shall be merged with and into the Surviving Corporation (the "Merger"), the separate existence of each of the Nonsurviving Corporations shall cease and the Surviving Corporation shall be the Surviving Corporation; the name of the Surviving Corporation shall remain "Descartes Systems Group, Inc."

1.2 Filing and Effectiveness. The Merger shall become effective upon the filing of an executed Certificate of Merger, or applicable certificate, meeting the requirements of the each of the Delaware General Corporation Law, the Florida Statutes and the New York Business Corporation Law, with the applicable the Secretary of State of each such State. The time of such filing shall be the "Effective Time of the Merger."

1.3 Effect of the Merger. Upon the Effective Time of the Merger, the separate existence of each of the Nonsurviving Corporations shall cease and the Surviving Corporation, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Time of the Merger, (ii) shall be subject to all actions previously taken by its Board of Directors (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of the Nonsurviving Corporations, (iv) shall continue to be subject to all of the debts, liabilities and obligations of the Nonsurviving Corporations as constituted immediately prior to the Effective Time of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of the Nonsurviving Corporations in the same manner as if the Surviving Corporation had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law.

II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation, as amended from time to time, in effect immediately prior to the Effective Time of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 By-Laws. The By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Time of the Merger 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.

2.3 Directors and Officers. The directors and officers of the Surviving Corporations immediately prior to the Effective Time of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and

qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the By-Laws of the Surviving Corporation.

III. TREATMENT OF SECURITIES

3.1 Cancellation of Securities. As of the Effective Time of the Merger, each share of the Nonsurviving Corporations' capital stock that is issued and outstanding or held in treasury immediately before the Effective Time of the Merger shall be canceled.

IV. GENERAL

4.1 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, Delaware 19801, and the name of its registered agent at such address is The Corporation Trust Company.

4.2 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 120 Randall Drive, Waterloo, Ontario Canada N2V 1C6.

4.3 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware.

4.4 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Remainder of this Page Intentionally Left Blank]

IN WITNESS WHEREOF, each of the parties to this Agreement has executed and delivered this Agreement, or caused this Agreement to be executed and delivered by its duly authorized representative, as of the date first written above.

Descartes Systems Group, Inc.,
a Delaware corporation

By: _____
J. Scott Pagan
Secretary

Computer Management NA Inc.
a Florida corporation

By: _____
J. Scott Pagan
President

Computer Management USA, Inc.,
a New York corporation

By: _____
J. Scott Pagan
President