

12/30/2014 13:57:58 From: To: (850) 617-6380

Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
TRU SIMULATION + TRAINING INC.**

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** TRU Simulation + Training 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:

Ann T. Willaman  
Contact Person

Textron Inc.  
Firm/Company

40 Westminster Street  
Address

Providence, RI 02903  
City/State and Zip Code

awillaman@textron.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann T. Willaman At ( 401 ) 457-2367  
Name of Contact Person 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

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TALLAHASSEE, FLORIDA

**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)
TRU Simulation + Training Inc.	Delaware	F1400005268

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
OPINICUS Textron Inc.	Florida	M92595

**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** 01 / 03 / 2015 (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 26, 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 December 26, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

**Ann T. Willaman, Secretary**

**Mary F. Lovejoy, Vice President**

## **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>
TRU Simulation + Training Inc.	Delaware

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
OPINICUS Textron Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

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:

Each share of the Common Stock of TRU Simulation + Training Inc. which shall be issued and outstanding on the effective date of the merger provided for in this plan, shall remain issued and outstanding. Upon the effective date of the merger, all of the outstanding shares of the Common Stock of OPINICUS Textron Inc. shall be canceled, all rights therein shall cease, and no shares of TRU Simulation + Training Inc. shall be issued in exchange therefor.

*(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:

(a) The certificate of incorporation of TRU Simulation + Training Inc. (sometimes referred to as the "surviving corporation"), as is in effect on the effective date of the merger provided for in this plan, shall continue in full force and effect as the certificate of incorporation of the surviving corporation.

(b) The by-laws of TRU Simulation + Training Inc., as they shall exist on the effective date of the merger provided for in this plan, shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

(c) The directors and officers of TRU Simulation + Training Inc. shall continue in office until the next annual meeting of the sole shareholder and until their successors shall have been elected and qualified.

(d) Upon the merger becoming effective, the separate existence of OPINICUS Textron Inc. (the "merged corporation") shall cease, and the surviving corporation shall possess all the rights, privileges, powers and franchises as well of a public as of a private nature, and be subject to all the restrictions, disabilities and duties of each of such corporations so merged; and all and singular, the rights, privileges, powers and franchises of each of said corporations, and all property, real, personal and mixed, and all debts due to any of said constituent corporations on whatever account, as well for stock subscriptions as all other things in action or belonging to each of such corporations shall be vested in the surviving corporation from such merger; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the surviving corporation as they were of the several and respective constituent corporations, and the title to any real estate vested by deed or otherwise, in any of such constituent corporations, shall not revert or be in any way impaired by reason of such merger; but all rights of creditors and all liens upon any property of any of said constituent corporations shall be preserved unimpaired, and all debts, liabilities and duties of the respective constituent corporations shall thenceforth attach to said surviving corporation, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.