

**F50372**  
Florida Department of State  
Division of Corporations  
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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE  
SUNGARD PUBLIC SECTOR INC.**

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*Merger*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SunGard Public Sector 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:

Lynn Huebner

\_\_\_\_\_  
Contact Person

SunGard Data Systems Inc.

\_\_\_\_\_  
Firm/Company

680 East Swedesford Road

\_\_\_\_\_  
Address

Wayne, PA 19087

\_\_\_\_\_  
City/State and Zip Code

lynn.huebner@sungard.com

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

For further information concerning this matter, please call:

Lynn Huebner

\_\_\_\_\_  
Name of Contact Person

At ( 484 )

582-5560

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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**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

## **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)
SunGard Public Sector Inc.	Florida	F50372

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CRW Systems, Inc.	California	F03000002534

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**     /     /     (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.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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  
June 5, 2015 \_\_\_\_\_ 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 June 5, 2015 \_\_\_\_\_.

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)

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**AGREEMENT AND PLAN OF MERGER OF**

**CRW SYSTEMS, INC.**  
**(a California corporation)**

**WITH AND INTO**

**SUNGARD PUBLIC SECTOR INC.**  
**(a Florida corporation)**

**AGREEMENT AND PLAN OF MERGER** approved on June 5, 2015, by CRW Systems, Inc. ("CRW"), which is a corporation for profit organized under the laws of the State of California, and by resolution adopted by joint written consent of its Board of Directors and Sole Shareholder on said date, and approved on June 5, 2015, by SunGard Public Sector Inc. ("SunGard"), which is a corporation for profit organized under the laws of the State of Florida, and which is subject to the provisions of the Florida Business Corporation Act, and by resolution adopted by unanimous written consent of its Board of Directors on said date. SunGard is the Sole Shareholder of CRW.

1. CRW and SunGard shall, pursuant to the provisions of the California Corporations Code and of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, SunGard, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of CRW, which is sometimes hereinafter referred to as the "Merging Corporation", shall cease upon the effective date of the merger in accordance with the provisions of the California Corporations Code.

2. The Articles of Incorporation of the Surviving Corporation upon the effective date of the merger in the State of Florida shall continue to be the Articles of Incorporation of said Surviving Corporation and shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Business Corporation Act.

3. The Amended and Restated Bylaws (the "Bylaws") of the Surviving Corporation as in force and effect upon the effective date of the merger shall continue to be the Bylaws of said Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the directors and officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their

respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

5. Each issued share of the Merging Corporation shall, upon the effective date of the merger, be cancelled and cease to exist. The issued shares of the Surviving Corporation shall not be converted or exchanged in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

6. In the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been fully authorized in accordance with the provisions of the California Corporations Code and in accordance with the provisions of the Florida Business Corporation Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger herein provided for.

8. The merger herein provided for shall become effective in the States of California and Florida on the date of the filing of the Articles of Merger in the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger of CRW Systems, Inc. with and into SunGard Public Sector Inc., as of the 5<sup>th</sup> day of June, 2015.

CRW SYSTEMS, INC.

By: Leslie S. Brush  
Name: Leslie S. Brush  
Title: Vice President

SUNGARD PUBLIC SECTOR INC.

By: Leslie S. Brush  
Name: Leslie S. Brush  
Title: Vice President