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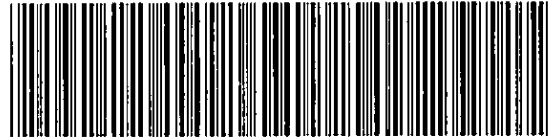
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TALLAHASSEE, FL 32301  
P: 866.625.0838  
F: 866.625.0839  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 12/21/2022

Name: Janelle Davis

Reference #: 1761277

Entity Name: SYKES ENTERPRISES, INCORPORATED

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$35.00

Signature: Janelle Davis

**STATE OF FLORIDA  
ARTICLES OF MERGER**

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 are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document/File No.</u>
Sitel Operating Corporation	Delaware	Corporation	Delaware 2227882 Florida foreign corporation F99000003120✓

**SECOND:** The name and jurisdiction of the merging corporation are:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document/File No.</u>
Sykes Enterprises, Incorporated	Florida	Corporation	P96000019270✓

**THIRD:** The Agreement and Plan of Merger is attached hereto as Exhibit A.

**FOURTH:** The merger is to become effective at 11:58 p.m. Eastern time on December 31, 2022.

**FIFTH:** The Agreement and Plan of Merger was adopted via Unanimous Written Consent by the sole Shareholder and Board of Directors of the surviving corporation on December 20, 2022.

**FIFTH:** The Agreement and Plan of Merger was adopted via Unanimous Written Consent by the sole Shareholder and Board of Directors of the merging corporation on December 20, 2022.

**SIXTH:** The merger was approved by the domestic merging corporation and the foreign eligible entity in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the surviving corporation to the merger.

[Signatures contained on next page]

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TALLAHASSEE, FLORIDA

**IN WITNESS WHEREOF**, the surviving corporation and merging corporation have caused this certificate to be signed by an authorized officer on December 21, 2022.


**SURVIVING CORPORATION:**

SITEL OPERATING CORPORATION

DocuSigned by:  
By: Elisabeth Destailleur  
Printed Name: Elisabeth Destailleur  
Title: CFO and Treasurer

**MERGING CORPORATION:**

SYKES ENTERPRISES, INCORPORATED

DocuSigned by:  
By:   
Printed Name: Olivier Camino  
Title: President & Chairman

**EXHIBIT A**

**Agreement and Plan of Merger**

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**SYKES ENTERPRISES, INCORPORATED**  
**INTO**  
**SITEL OPERATING CORPORATION**

This AGREEMENT AND PLAN OF MERGER (this “**Agreement**”) is entered into effective as of December 31, 2022, by SITEL OPERATING CORPORATION, a Delaware corporation (the “**Surviving Corporation**”), and SYKES ENTERPRISES, INCORPORATED, a Florida corporation (the “**Merging Corporation**”), in order to merge the Merging Corporation with and into the Surviving Corporation. The Merging Corporation and the Surviving Corporation are individually referred to herein as a “**Party**,” and collectively, as the “**Parties**.”

**Article 1. RECITALS**

In accordance with Section 607.1101 of the Florida Statutes and Section 252 of the General Corporation Law of the State of Delaware, the Parties desire to effectuate a statutory merger of the Merging Corporation with and into the Surviving Corporation in the manner set forth herein (the “**Merger**”), as evidenced by the approval of the Merger and the terms of this Agreement via Unanimous Written Consent by the Sole Shareholder and Board of Directors of the Surviving Corporation, and via Unanimous Written Consent by the Sole Shareholder and Board of Directors of the Merging Corporation.

**Article 2. MERGER PARTIES**

Section 2.1 **Merging Corporation.** The name of the Florida corporation proposing to merge with and into the Surviving Corporation is “Sykes Enterprises, Incorporated.”

Section 2.2 **Surviving Corporation.** The name of the Delaware corporation that the Merging Corporation proposes to merge with and into, and which will survive the Merger, is “Sitel Operating Corporation.”

**Article 3. TERMS, CONDITIONS AND EFFECTIVE TIME OF MERGER**

Section 3.1 **General.** The Merger, pursuant to this Agreement contractually entered into by the Parties, shall become effective at 11:58 p.m. Eastern time on December 31, 2022 (the “**Effective Time**”). At the Effective Time, the Merging Corporation shall merge with and into the Surviving Corporation, which shall survive the Merger and continue to be a corporation governed by the laws of the State of Delaware, and the separate existence of the Merging Corporation shall cease. For the avoidance of doubt, the Merger shall take effect without liquidation of the Merging Corporation.

Section 3.2 **Treatment of Ownership Interests of Merging Corporation.** At the Effective Time, (a) the shares of capital stock of the Merging Corporation that are issued and outstanding immediately before the Effective Time shall be canceled and extinguished, and (b) the Surviving Corporation shall not be issued any replacement units and shall not receive any other consideration for the Merger.

Section 3.3 The Parties intend that the transactions described herein qualify as a reorganization of Merging Corporation in accordance with section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended (the "Code").

Section 3.4 The Parties intend that this Agreement constitute a "plan of reorganization" within the meaning of section 368 of the Code and section 1.368-2(g) of the Treasury Regulations.

Section 3.5 **Certificate of Incorporation and Bylaws.** At the Effective Time, the Certificate of Incorporation, as amended, and the Bylaws, as amended, of the Surviving Corporation shall remain as the Certificate of Incorporation, as amended, and Bylaws, as amended, of the Surviving Corporation, unless and until the same shall be amended or repealed in accordance with the provisions thereof and applicable law.

Section 3.6 **Succession of Rights.** From and after the Effective Time, the Surviving Corporation shall, without further transfer and by operation of law, succeed to and thereafter possess and enjoy all of the public and private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of the Merging Corporation; all property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other asset, interest of or belonging or due to, the Merging Corporation shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act, deed or instrument; and the title to any real estate or any interest therein, vested by deed or otherwise, in the Surviving Corporation, shall not revert or be in any way impaired by reason of the Merger.

Section 3.7 **Succession of Liabilities.** From and after the Effective Time, all of the rights of creditors and all liens (if any) upon the property of the Merging Corporation shall be preserved unimpaired by the Merger; all debts, liabilities, obligations and duties (collectively, "**Obligations**") of the Merging Corporation shall, by operation of law, become the responsibility and liability of the Surviving Corporation and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and any claim existing or action or proceeding pending by or against the Merging Corporation may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merging Corporation in such action or proceeding.

Section 3.8 **Corporate Acts.** From and after the Effective Time, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, "**Corporate Acts**") of the Merging Corporation, and its directors, officers, managers, employees and agents, that were valid and effective immediately prior to the Effective Time shall be taken for all purposes as the Corporate Acts of the Surviving Corporation.

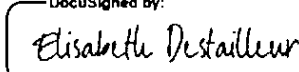
Section 3.9 **Further Documents.** If at any time prior to the Effective Time, the Surviving Corporation shall consider or be advised that any further assignment, conveyance, assurance or other action is necessary or desirable to vest in the Surviving Corporation the title to any property or right of the Merging Corporation or otherwise to carry out the purposes of the Merger, the proper directors, managers, officers or agents of the Merging Corporation shall execute and make all such proper assignments or assurances and take such other actions; and the proper directors, officers or agents of the Surviving Corporation, are hereby authorized, in the name and on behalf of the Surviving Corporation or otherwise, to do any of the foregoing.

*[Signature Page Follows]*

IN WITNESS WHEREOF, this Agreement is executed by the respective authorized Officers and Directors, on behalf of the Surviving Corporation and the Merging Corporation, to be effective as of the date first set forth above.

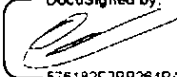
*“Surviving Corporation”*

**SITEL OPERATING CORPORATION**  
a Delaware corporation

DocuSigned by:  
  
By: 899869714D9949B  
Printed Name: Elisabeth Destailleur  
Title: CFO and Treasurer

*“Merging Corporation”*

**SYKES ENTERPRISES, INCORPORATED**  
a Florida corporation

DocuSigned by:  
  
By: 576182F2BB264BA  
Printed Name: Olivier Camino  
Title: President & Chairman