

G18373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

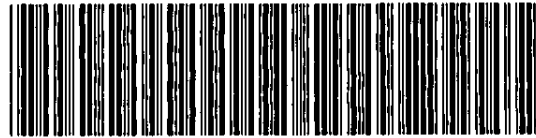
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2017 MAR 26 P 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
RECEIVED
DEPARTMENT OF STATE
13 MAR 26 PM 2:00

Muger

3/28



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 584205 4320140

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : March 26, 2013

ORDER TIME : 11:26 AM

ORDER NO. : 584205-010

CUSTOMER NO: 4320140

ARTICLES OF MERGER

COMPUTER MANAGEMENT
SCIENCES, INC.

INTO

CA REAL ESTATE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CA Real Estate, 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:

Contact Person

Corporation Services Company
Firm/Company

2711 Centerville Road, Suite 400
Address

Wilmington, DE 19808
City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Contact Person

At (_____) _____
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



584205

FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2013

CORPORATION SERVICE COMPANY
ATTN: SUSIE KNIGHT
WALK-IN
TALLAHASSEE, FL

RESUBMIT

Please give original
submission date as file date.

3-26-13

SUBJECT: COMPUTER MANAGEMENT SCIENCES, INC.
Ref. Number: G18373

We have received your document for COMPUTER MANAGEMENT SCIENCES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist II

Letter Number: 213A00007226

RECEIVED
DEPARTMENT OF STATE
13 MAR 27 PM 4:13

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)
CA Real Estate, Inc.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Computer Management Sciences, Inc.	Florida	G18373

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 03 / 26 / 2013 (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 March 25, 2013

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 March 25, 2013

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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2013 MAR 26 P 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

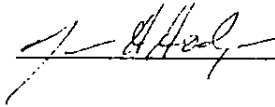
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

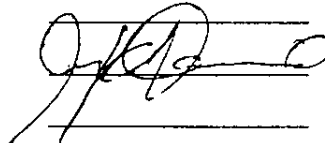
CA Real Estate, Inc.



James H. Hodge, President

Computer Management

Sciences, Inc.



Jay H. Diamond, Secretary

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between CA Real Estate, Inc., a Delaware corporation (the "Corporation"), and Computer Management Sciences, Inc., a Florida corporation (the "Target"), as of March 25, 2013. In consideration of the mutual promises and covenants contained in this Agreement, the parties hereto agree as follows:

WITNESSETH:

WHEREAS, CA, Inc., a Delaware corporation ("CAI"), the ultimate parent of the Corporation and the Target, owns all of the outstanding shares of the Corporation and the Target; and

WHEREAS, the Board of Directors of the Corporation, and the Board of Directors and stockholder of the Target deem it advisable and in the best interest of each corporation and its respective stockholders that the Corporation and the Target engage in a business combination in order to advance the long-term strategic business interests of the Corporation and the Target;

WHEREAS, the combination of the Corporation and the Target shall be effected by the terms of this Agreement through a merger as outlined below (the "Merger");

WHEREAS, in furtherance thereof, the Boards of Directors of the Corporation and the Target and the stockholder of the Target have approved the Merger, upon the terms and subject to the conditions set forth in this Agreement, pursuant to which each unit of stock in the Target immediately prior to the Effective Time (as defined in Section 2.1) shall be cancelled, as set forth in Section 2.3.

NOW, THEREFORE, in consideration of the foregoing and the respective representations, warranties, covenants and agreements set forth in this Agreement, and intending to be legally bound hereby, the parties agree as follows:

ARTICLE 1

Definitions

When used in this Agreement the following terms shall have the following meanings, respectively:

- 1.1 "Agreement" shall have the meaning set forth in the Preamble.
- 1.2 "Corporation" shall mean CA Real Estate, Inc.
- 1.3 "DGCL" shall mean the Delaware General Corporation Law as currently in effect on the date of this Agreement, and as the same shall be amended from time to time.

1.5 “Merger” shall mean the merger of the Target with and into the Corporation, in accordance with the applicable provisions of the DGCL.

1.6 “Surviving Entity” shall have the meaning set forth in section 2.1(b).

1.7 “Target” shall mean Computer Management Sciences, Inc.

ARTICLE 2

Merger

2.1 Surviving Entity. Upon the time of filing (the “**Effective Time**”) of a Certificate of Merger with the Secretary of State of the State of Delaware:

(a) The Target shall be merged with and into the Corporation (the “**Merger**”) in accordance with section 264(c) of the Delaware General Corporation Law (the “**DGCL**”);

(b) The Corporation shall be the surviving entity of the Merger (hereinafter sometimes called the “**Surviving Entity**”);

(c) The identity, existence, rights, privileges, powers, franchises, properties and assets of the Target shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity; and

(d) The identity and separate existence of the Target shall cease and all of the rights, privileges, powers, franchises, properties and assets of the Target shall be vested in the Surviving Entity; and

(e) The Merger shall become effective at the later of (a) the time when the Certificate of Merger has been filed with the Secretary of State of the State of Delaware in accordance with Section 2.1 hereof and (b) March 26, 2013 at 11:59 p.m. Eastern Standard Time.

2.2 Bylaws, Directors and Officers. From and after the Effective Time, until amended as provided by law and Certificate of Incorporation of the Corporation, the Bylaws, as amended, of the Corporation shall be the Bylaws of the Surviving Entity. The Directors and Officers of the Corporation immediately prior to the Effective Time shall be the Directors and Officers of the Surviving Entity as of the Effective Time.

2.3 Ownership Conversion. At the Effective Time each unit of stock of the Target outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Corporation or the Target, no longer be outstanding and shall automatically be cancelled and retired and shall cease to exist.

ARTICLE 3

Miscellaneous

3.1 Condition to the Merger. The Merger shall have been duly authorized by both the Corporation and the Target prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware effecting the Merger.

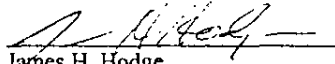
3.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of either the Board of Directors of the Corporation or the Board of Directors of the Target. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, directors, managers, member or stockholders shall have any liability hereunder.

3.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.


3.4 Governing Law. This Agreement shall be governed by and construed in accordance with the Laws of the State of Delaware, excluding any choice of Law rules that may direct the application of the Laws of another jurisdiction.

IN WITNESS WHEREOF, the Corporation and the Target have caused this Agreement and Plan of Merger to be signed by their respective officers thereunto duly authorized as of the date first written above.

CA Real Estate, Inc.

By: 
Name: James H. Hodge
Its: President

Computer Management Sciences, Inc.

By: 
Name: Jay H. Diamond
Its: Vice President