

Milwaukee 161

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

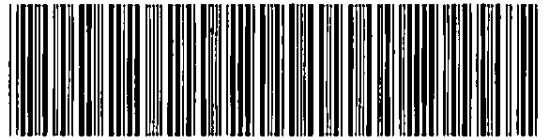
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17 NOV 22 PM 4:22

FILED
17 NOV 22 AM 9:44
STONEMAN & WHITE
TALLAHASSEE, FLORIDA

merger

R. WHITE

NOV 27 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 926589 7991742

AUTHORIZATION

COST LIMIT : \$ 50.00



ORDER DATE : November 22, 2017

ORDER TIME : 1:54 PM

ORDER NO. : 926589-010

CUSTOMER NO: 7991742

ARTICLES OF MERGER

POINTSOURCE, LLC

INTO

GLOBANT, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Globant, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael Vaughn

Contact Person

Stuart Kane LLP

Firm/Company

620 Newport Center Drive, Suite 200

Address

Newport Beach CA 92660

City, State and Zip Code

mvaughn@stuartkane.com

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

For further information concerning this matter, please call:

Michael Vaughn

at (949) 791-5184

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

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

CR2E080 (2/14)

Articles of Merger
For
Florida Limited Liability Company

FILED

17 NOV 22 AM 9:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
GLOBANT, LLC	Delaware	Limited Liability Company
POINTSOURCE, LLC	Florida	Limited Liability Company

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>
GLOBANT, LLC	Delaware	Limited Liability Company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

11:59 pm Eastern time on November 30, 2017

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.

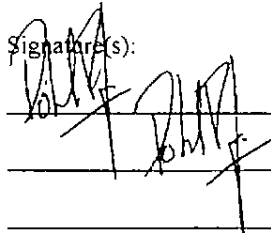
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Globant, LLC

PointSource, LLC

Signature(s):



Typed or Printed
Name of Individual:

Patricio Pablo Rojo

Patricio Pablo Rojo

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 an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

AGREEMENT AND PLAN OF MERGER

MERGING

POINTSOURCE, LLC
(a Florida limited liability company)

WITH AND INTO

GLOBANT, LLC
(a Delaware limited liability company)


WHEREAS, each of (1) the sole member of PointSource, LLC, a Florida limited liability company ("PointSource"), and (2) the sole member of Globant, LLC, a Delaware limited liability company ("Globant"), have determined that it is advisable for PointSource to merge with and into Globant upon the terms and conditions provided herein.

NOW THEREFORE, PointSource and Globant hereby agree as follows:

1. Constituent Organizations: Surviving Organization. Pursuant to this Agreement and Plan of Merger, PointSource shall be merged with and into Globant, with Globant being the "Surviving Organization" (the "Merger"). The Surviving Organization's name shall be Globant, LLC.
2. Terms and Conditions of Merger. Globant will cause a Certificate of Merger and any other required documents to be executed and filed with the Delaware Secretary of State. PointSource will cause Articles of Merger and any other required documents to be executed and filed with the Florida Department of State. The Merger shall be effective as of 11:59 p.m. Eastern Time on November 30, 2017 (the "Effective Time").
 - a. Continuation of Globant. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties and assets of Globant shall continue unimpaired by the Merger.
 - b. Termination of Existence of PointSource. At the Effective Time of the Merger, Globant shall continue in existence as the surviving organization and, for all purposes of laws of the State of Delaware, all of the rights, privileges and powers of each of Globant and PointSource, and all property, real, personal and mixed, and all debts due to any of Globant and PointSource, as well as all other things and causes of action belonging to each of such entities, shall be vested in the surviving domestic limited liability company, and shall thereafter be the property of the surviving domestic limited liability company as they were of the other business entity that has merged, and the title to any real property vested by deed or otherwise, under the laws of the State of Delaware, in any of such domestic limited liability company and other business entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of said domestic limited liability company and other business entity shall be preserved unimpaired, and all debts, liabilities and duties of each of the said domestic limited liability company and other business entity that have merged shall thenceforth attach to the surviving limited liability company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.
3. Organization of Surviving Organization. The certificate of formation of Globant shall be the certificate of formation of the Surviving Organization, and the limited liability company operating agreement of Globant shall be the limited liability company operating agreement of the Surviving Organization (the "Operating Agreement"), at and after the Effective Time.

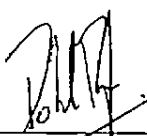
4. Cancellation of the Membership Interests of PointSource. At the Effective Time, all of the issued and outstanding membership interests of PointSource shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to be outstanding and shall be cancelled without consideration.
5. Amendment or Abandonment. This Agreement and Plan of Merger may be amended or abandoned prior to the filing of the Articles of Merger only by a written agreement signed by Globant and PointSource.

POINTSOURCE, LLC,
a Florida limited liability company

By: 

Patricio Pablo Rojo
Manager

GLOBANT, LLC,
a Delaware limited liability company

By: 

Patricio Pablo Rojo
Authorized Person

Dated: November 22, 2017