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Division of Corporations

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MERGER OR SHARE EXCHANGE

SRA International, Inc.

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Help

ARTICLES OF MERGER

of

INTERFACE AND CONTROL SYSTEMS INC.
a Florida corporation

with and into

SRA INTERNATIONAL, INC.
a Virginia corporation

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>
SRA International, Inc.	Virginia	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Interface and Control Systems Inc.	Florida	ma5456

Third: The Agreement and 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.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on February 27, 2012.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on February 27, 2012.

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Seventh: Signatures.

Interface and Control Systems, Inc.
a Florida corporation

By: 
William L. Ballhaus, President and CEO

Dated: March 12, 2012

SRA International, Inc.
a Virginia corporation

By: 
William L. Ballhaus, President and CEO

Dated: March 12, 2012

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Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan") is made as of February 27, 2012 by and between SRA International, Inc., a Virginia corporation ("SRAI"), and Interface & Control Systems, Inc., a Florida corporation ("ICS"). SRAI and ICS are hereinafter sometimes collectively referred to as the "Constituent Companies."

RECITALS

- A. SRAI was incorporated on February 11, 1976 in the Commonwealth of Virginia.
- B. ICS was incorporated on August 23, 1988 in the State of Florida.
- C. The respective Boards of Directors of SRAI and ICS deem it advisable and to the advantage of each of the Constituent Companies that ICS merge with and into SRAI upon the terms and subject to the conditions set forth in the Plan.
- D. The Boards of Directors of each of the Constituent Companies have approved this Plan.

NOW, THEREFORE, the parties do hereby adopt this Plan and do hereby agree that ICS shall merge with and into SRAI on the following terms, conditions and other provisions:

1. **MERGER AND EFFECTIVE TIME.** At the Effective Time (as defined below), ICS shall be merged with and into SRAI (the "Merger"), and SRAI shall be the surviving corporation of the Merger (the "Surviving Corporation"). The Merger shall become effective upon the close of business on the date when a duly executed copy of this Plan, along with all other required documents, are filed with the Secretaries of State of the Commonwealth of Virginia and the State of Florida (the "Effective Time").

2. **EFFECT OF MERGER.** The merger shall have the effects set forth in the Plan and Section 13.1-721 of the Virginia Stock Corporation Act. Without limiting the foregoing of the generality, at the Effective Time, the separate existence of ICS shall cease; the identity, existence, powers, rights and immunities of SRAI as the Surviving Corporation shall continue unimpaired by the merger and shall continue its existence under the name of SRA International, Inc.; and SRAI shall succeed to and shall possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and be subject to all the debts, liabilities, obligations, restrictions and duties of ICS, all without further act or deed. The Amended and Restated Articles of Incorporation of the Surviving Corporation shall be the Amended and Restated Articles of Incorporation.

3. **GOVERNING DOCUMENTS.** At the Effective Time, the Amended and Restated Articles of Incorporation of SRAI shall become the Amended and Restated Articles of Incorporation of the Surviving Corporation.

4. **DIRECTORS AND OFFICERS.** At the Effective Time, the directors and officers of SRAI shall be and become the directors and officers (holding the same titles and positions) of the Surviving Corporation and after the Effective Time shall serve in accordance with the Amended and Restated Articles of Incorporation and By-laws of the Surviving Corporation.

5. **CONVERSION OF STOCK OF ICS.** At the Effective Time, each share of ICS common stock outstanding immediately prior to the Effective Time shall be converted into one (1) share of SRAI common stock. All such shares of ICS common stock, when so converted, shall no longer be outstanding and shall be automatically cancelled and retired, and each holder of a certificate representing any such

shares shall cease to have any rights with respect thereto, except the right to receive the shares of SRAI common stock to be issued in consideration therefor upon the surrender of such certificate.

6. CANCELLATION OF SHARES OF ICS. At the Effective Time, all of the previously issued and outstanding shares of ICS common stock, that were issued and outstanding immediately prior to the Effective Time shall be automatically retired and canceled without consideration.

7. STOCK CERTIFICATES. At and after the Effective Time, all of the outstanding certificates that, prior to that date, represented shares of SRAI common stock shall be deemed for all purposes to evidence ownership of and to represent the number of shares of ICS common stock into which such shares of SRAI common stock are converted as provided herein. The registered owner on the books and records of ICS of any such outstanding stock certificate for ICS common stock shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to SRAI or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of SRAI common stock evidenced by such outstanding certificate as above provided.

8. FURTHER ASSURANCES. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of ICS such deeds, assignments and other instruments, and there shall be taken or caused to be taken by it all such further action as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of ICS, and otherwise to carry out the purposes of this Plan. The officers and directors of the Surviving Corporation are fully authorized in the name of and on behalf of ICS, or otherwise, to take any and all such actions and to execute and deliver any and all such deeds and other instruments as may be necessary or appropriate to accomplish the foregoing.

9. CONDITION. The consummation of the Merger is subject to the approval of this Plan and the Merger contemplated hereby by the shareholders of SRAI and ICS, prior to the Effective Time.

10. ABANDONMENT. At any time before the Effective Time, this Plan may be terminated and the Merger abandoned by the Board of Directors of SRAI or ICS, notwithstanding approval of this Plan by the Board of Directors and shareholder of SRAI and ICS.

11. AMENDMENT. At any time before the Effective Time, this Plan may be amended or modified through a further written agreement approved by the members of the Board of Directors of both SRAI and ICS, provided, however, that in the event an amendment to this Plan is contemplated subsequent to approval of the Plan by the stockholders of SRAI and ICS, the Plan may not be amended to change (i) the merger consideration, (ii) the articles of incorporation, except as permitted under the provisions of Section 13.1-706 of the Virginia Stock Corporation Act or (iii) any other terms and conditions of the Plan which would adversely affect the stockholders of SRAI or ICS.

12. TAX-FREE REORGANIZATION. The Merger is intended to be a tax-free plan of reorganization by the within the meaning of Section 368(a)(1)(F) of the Code.


13. GOVERNING LAW. This Agreement shall be governed by and construed under the laws of the Commonwealth of Virginia.


14. COUNTERPARTS. In order to facilitate the filing and recording of this Plan, it may be executed in any number of counterparts, each of which shall be deemed to be an original.

IN WITNESS WHEREOF, this Plan is hereby executed on behalf of each of the Constituent Companies and attested by their respective officers hereunto duly authorized.

SRA INTERNATIONAL, Inc.,
a Virginia corporation

INTERFACE & CONTROL SYSTEMS INC.,
a Florida corporation


By: William L. Ballhaus
Its: President and CEO
SCC# 0164564-7


By: William L. Ballhaus
Its: President and CEO
ID #M95456