

Division of Corporations

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P04000169500

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
RAYTHEON CYBER SOLUTIONS, INC.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Raytheon Cyber Solutions, 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:

Brooke M. Bartleson
Contact Person

Raytheon Company
Firm/Company

870 Winter Street
Address

Waltham, MA 02451
City/State and Zip Code

Brooke_M_Bartleson@raytheon.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Brooke M. Bartleson At (781) 522-3035
Name of Contact Person 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

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)
Raytheon Cyber Solutions, Inc.	Florida	P04000169500

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Raytheon Telemus, Inc.	Delaware	
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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TALLAHASSEE, FLORIDA

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AND
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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 07 / 05 / 2014 (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 June 25, 2014.

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 June 25, 2014.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Raytheon Cyber Solutions, Inc.

Brooks M. Bartleson

Brooke M. Bartleson, Assistant Secretary

Raytheon Telemus, Inc.

Brooks M. Bantson

Brooke M. Bartleson, Assistant Secretary

AGREEMENT AND PLAN OF LIQUIDATION AND MERGER

OF

RAYTHEON TELEMUS, INC.
(a Delaware Corporation)

AND

RAYTHEON CYBER SOLUTIONS, INC.
(a Florida Corporation)

AGREEMENT AND PLAN OF LIQUIDATION AND MERGER approved by resolution of the Board of Directors of Raytheon Telemus, Inc., a corporation organized and existing under the laws of the State of Delaware (sometimes hereinafter referred to as the "Non-Surviving Corporation"), and approved by resolution of the Board of Directors of Raytheon Cyber Solutions, Inc., a corporation organized and existing under the laws of the State of Florida ("RCSI"). The names of the corporations planning to merge are Raytheon Telemus, Inc. and Raytheon Cyber Solutions, Inc.

1. The Non-Surviving Corporation and RCSI shall, pursuant to the provisions of the General Corporation Law of the State of Delaware and the Florida Business Corporation Act, be merged with and into a single corporation, to wit, RCSI, which shall be the surviving corporation upon the effective date of the merger (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 laws of its jurisdiction of its organization. The separate existence of the Non-Surviving Corporation shall cease at the effective time and date of the merger in accordance with the provisions of the General Corporation Law of the State of Delaware.

2. The merger of the Non-Surviving Corporation into the Surviving Corporation shall be effective as of July 5, 2014 (the "Effective Date").

3. The certificate of incorporation of RCSI at the Effective Date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of the Surviving Corporation; and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the Surviving Corporation.

4. The by-laws of RCSI at the Effective Date of the merger in the jurisdiction of its organization will be the by-laws of the Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

5. The directors and officers of RCSI at the Effective Date of the merger in the jurisdiction of its organization shall continue on as 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 by-laws of the Surviving Corporation.

6. Each issued share of the Non-Surviving Corporation immediately prior to the Effective Date of the merger shall, at the Effective Date of the merger, be cancelled without payment of any consideration therefor and without any conversion thereof. The issued shares of the Surviving Corporation shall not be converted 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.

7. The Agreement and Plan of Liquidation and Merger herein made and approved and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by the laws of the jurisdictions of organization of the Surviving Corporation and the Non-Surviving Corporation.

8. In the event that the Agreement and Plan of Liquidation and Merger and the merger of the Non-Surviving Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the laws of the jurisdictions of organization of the Surviving Corporation and the Non-Surviving Corporation, the Non-Surviving 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 General Corporation Law of the State of Delaware and the Florida Business Corporation Act and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the Non-Surviving 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 Liquidation and Merger or of the merger herein provided for.

Executed: June 25, 2014

Raytheon Telemus, Inc.

By: 

Dana Ng
Assistant Secretary

Raytheon Cyber Solutions, Inc.

By: 

Dana Ng
Assistant Secretary