

2/25/2016

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**MERGER OR SHARE EXCHANGE
 INDRA USA**

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
(Profit Corporations)
MERGER OF INDRA SYSTEMS, INC.
WITH AND INTO INDRA USA, INC.**

INDRA SYSTEMS, INC., a Florida corporation ("INDRA SYSTEMS"), and INDRA USA, INC., a Florida corporation ("INDRA USA"), by and through the undersigned authorized officers, hereby make these Articles of Merger pursuant to Sections 607.1105, *et seq.*, Florida Statutes, for the purpose of merging INDRA SYSTEMS with and into INDRA USA, with INDRA USA being the surviving corporation. INDRA SYSTEMS and INDRA USA are sometimes referred to collectively herein as the "Constituent Companies" and each, separately, as a "Constituent Company".

1. Merging Corporations. The names, jurisdictions, and dates of formation of the Constituent Companies, who are the sole parties to the merger, are as follows:

MERGING CORPORATION: INDRA SYSTEMS

INDRA SYSTEMS, Inc., a Florida corporation

Document Number: P02000046349

Formed: April 26, 2002

SURVIVING CORPORATION: INDRA USA

INDRA USA, INC., a Florida corporation

Document Number: P08000051511

Formed: September 27, 2006, Domesticated in Florida on May 22, 2008

2. Surviving Corporation. The surviving corporation of the merger of INDRA SYSTEMS into INDRA USA is INDRA USA.

3. Plan of Merger. A Plan and Agreement of Reorganization and Merger (the "Plan of Merger") and these Articles have been duly approved and executed by each of the Constituent Companies. The Plan of Merger is attached hereto.

4. Adoption of Merger, Indra Systems. On December 4th, 2015, the Plan of Merger and these Articles were duly approved by the unanimous consent of the sole shareholder of INDRA SYSTEMS (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of INDRA SYSTEMS.

5. Adoption of Merger, Indra USA. On December 4th, 2015, the Plan of Merger and these Articles were duly approved by the unanimous consent of the sole shareholder of INDRA USA (in accordance with Section 607.1108, Florida Statutes) upon the recommendation of the Board of Directors of INDRA USA.

6. Authorization for Merger. The consents of the shareholder of each of the Constituent Companies is sufficient to authorize the merger of the Constituent Companies as provided for in said Plan of Merger. As to each of the Constituent Companies, the Plan of Merger and the performance of its terms have been duly authorized by all actions required under (i) the laws of Florida (the jurisdiction under which each Constituent Company is organized); and (ii) the Articles of Incorporation and by-laws of INDRA SYSTEMS, and the Articles of Incorporation and by-laws of INDRA USA.

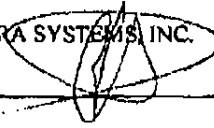
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7. Articles Of Incorporation. The surviving Constituent Company shall be INDRA USA. There shall be no amendments to the Articles of Incorporation or by-laws of INDRA USA in connection with or as a result of the merger.

8. Effective Date. The Constituent Companies agree that the effective date of the merger shall be December 31, 2015.

IN WITNESS WHEREOF, the undersigned authorized officers of the Constituent Companies have hereunto set their respective hands and seals this 8th day of December, 2015.

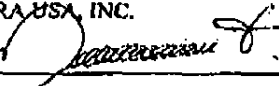
INDRA SYSTEMS, INC.

By: 

Name: Vicente Rolo

Its: _____

INDRA USA, INC.

By: 

Name: Marcia Cristina Romano Santo

Its: _____

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PLAN AND AGREEMENT OF MERGER
(INDRA SYSTEMS, INC. with and into INDRA USA, INC.)

THIS PLAN OF MERGER ("Plan"), pursuant to Section 607.1101 et seq., relates to the merger of INDRA SYSTEMS, INC., a Florida corporation ("INDRA SYSTEMS"), with and into INDRA USA, INC., a Florida corporation ("INDRA USA"), with INDRA USA being the surviving corporation. INDRA SISTEMAS, S.A., a corporation organized under the laws of Spain ("Parent"), is the sole shareholder of INDRA SYSTEMS and the sole shareholder of INDRA USA.

1. Merger. Upon the Effective Merger Date (as defined in Section 6), INDRA SYSTEMS shall be merged with and into INDRA USA, with INDRA USA being the surviving corporation (the "Merger"). The Merger is intended to qualify as a statutory merger of the Constituents in accordance with the applicable laws of the United States and the State of Florida, and in accordance with the terms and provisions set forth below.

2. Description of Merging Corporations. The corporations being merged pursuant to the Plan are set forth below:

INDRA SYSTEMS, INC., a Florida corporation
Document Number: P02000046349
Formed: April 26, 2002

INDRA USA, INC., a Florida corporation
Document Number: P08000051511
Formed: September 27, 2006

3. Pre-Merger Ownership of Constituents. The ownership (and respective percentages of ownership) of the outstanding membership interests of the Constituents immediately prior to the Effective Merger Date, are as follows:

<u>Constituent</u>	<u>Number of Shares</u>	<u>Shareholder / Percentages of Stock Ownership</u>
INDRA SYSTEMS	10,000	PARENT: 100%
INDRA USA	1,000	PARENT 100%

4. Post-Merger Ownership of Constituents: On the filing of the Articles of Merger with the Secretary of State of the State of Florida, by virtue of the Merger, with effect as of the Effective Merger Date, and without any action on the part of Parent, INDRA SYSTEMS and INDRA USA will merge and INDRA USA will be the surviving corporation. In connection therewith, each share of stock of INDRA SYSTEMS shall be cancelled and extinguished. The shares of stock of INDRA SYSTEMS, all of which will be cancelled and extinguish upon consummation of the Merger, will not be converted shares of stock of INDRA USA. Upon consummation of the Merger, INDRA USA will be the surviving corporation and Parent shall be the sole shareholder of the surviving entity.

5. Issuance of Additional Shares: As reflected in Section 3, Parent is the sole shareholder of INDRA SYSTEMS and the sole shareholder in INDRA USA. Consequently, Parent's percentage ownership of the stock of INDRA USA will not change as a result of the merger and the cancellation of the shares of stock of INDRA SYSTEMS.

6. Effective Merger Date: The reorganization and Merger contemplated hereby shall be effective on December 31, 2015 ("Effective Merger Date"). The Articles of Merger required to be filed with the appropriate offices of the State of Florida will reflect such date as the effective date of the

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Merger. The Articles of Merger shall be in substantially the form attached hereto as Exhibit "A" and incorporated herein by reference.

7. Articles of Merger: Each of the Constituents shall cause the Articles of Merger to be duly executed for filing with the appropriate offices of the State of Florida. The Secretary of INDRA USA or his/her designee shall receive the Articles of Merger and cause the same to be filed and shall cause all filing fees to be paid.

8. Effect of Merger/Transfer of Membership Interests: Upon the Effective Merger Date, INDRA SYSTEMS shall be merged with and into INDRA USA, with INDRA USA to be the surviving corporation under Florida law, subject to and in accordance with the following:

- a. Each of the shares of stock of INDRA SYSTEMS shall automatically be cancelled and extinguished.
- b. INDRA USA shall be vested in and succeed to, and be the sole owner of, all of the assets and property of any type or nature, real and personal, tangible and intangible, which were owned by INDRA SYSTEMS immediately prior to the Effective Merger Date, and INDRA USA shall receive and succeed to all rights, interests, authorizations, permissions and entitlements of INDRA SYSTEMS.
- c. INDRA USA shall succeed to and be responsible for all debts, contracts, leases, licenses, indentures, notes, bonds, debentures, accounts and other obligations or liabilities of INDRA SYSTEMS existing immediately prior to the Effective Merger Date.
- d. The Articles of Incorporation of INDRA USA shall be the Articles of Incorporation of the surviving entity of the Merger and shall not be amended or modified in connection with the Merger.

9. Tax Matters: Each of the Constituents is a corporation for federal (and, if applicable, state) income tax purposes and the survivor, INDRA USA, shall be and remain a corporation for federal (and, if applicable, state) income tax purposes. In the event that the transactions carried out pursuant to this Plan fail to qualify as a statutory merger under Section 368(a)(1)(A) of the Code, then, to the full extent permitted under the applicable provisions of the Code and the applicable Treasury Regulations, the transactions contemplated hereby shall be treated as having been accomplished through a transaction in the nature of a reorganization of the Constituents in such a manner as to minimize the resulting taxable income or gain to any of the Constituents or their respective equity owners.

10. Governing Law: The validity, interpretation, and performance of the Plan, any agreement executed by or among INDRA SYSTEMS, INDRA USA and INDRA SISTEMAS relating to the Merger, and the Merger and its effects shall be governed by, construed, and enforced in accordance with the laws of the United States and the State of Florida and the state and federal courts located in Miami-Dade County, Florida shall be the sole venue for any dispute, claim or controversy arising out of the Plan, any agreement executed by or among INDRA SYSTEMS, INDRA USA and INDRA SISTEMAS relating to the Merger, and the Merger.

11. Attorneys' Fees: Each party shall be responsible for and shall pay its own attorneys' and other fees, costs and expenses in connection with the negotiation and preparation of this Plan and the consummation of the Merger.

12. Articles of Merger: A copy of this Plan as adopted by INDRA SYSTEMS and INDRA USA and the PARENT shall be filed with the Articles of Merger.

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