

3/15/2021

Division of Corporations

File First: H21000104827 3

File Second: H21000104838 3

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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(((H21000104827 3)))



H210001048273ABCZ

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To:

Division of Corporations  
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From:

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Phone : (614)280-3338  
Fax Number : (954)288-0845

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE****ERP Maestro Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

**FILE FIRST: BEFORE****H21000104838 3**

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Corporate Filing Menu

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MAR 17 2021

## ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>ERP Maestro Inc.</u>	<u>Florida</u>	<u>Corporation</u>	<u>P13000029241</u>

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Ensign Merger Sub, Inc.</u>	<u>Delaware</u>	<u>Corporation</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
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**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

3D  
 2021 MAR 16 PM 3:35  
 STATE  
 TALLAHASSEE, FL

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☐ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☒ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** 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:

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ERP Maestro Inc.	<i>Kenneth Gabriel</i>	Kenneth Gabriel
Ensign Merger Sub, Inc.		Mark McClain

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

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**EIGHTH:** 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:

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
ERP Maestro Inc.		Kenneth Gabriel
Ensign Merger Sub, Inc.	<div style="border: 1px solid black; padding: 2px;"> <small>DocuSigned by:</small>    <small>E7A5DC464352445...</small> </div>	Mark McClain
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"ENSIGN MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "ERP MAESTRO INC." UNDER THE NAME OF "ERP MAESTRO INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA, AS RECEIVED AND FILED IN THIS OFFICE ON THE FIFTEENTH DAY OF MARCH, A.D. 2021, AT 12:36 O'CLOCK P.M.



5498948 8100M  
SR# 20210908196

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 202730846  
Date: 03-15-21

CERTIFICATE OF MERGER  
OF

ENSIGN MERGER SUB, INC.  
a Delaware corporation,

WITH AND INTO

ERP MAESTRO INC.,  
a Florida corporation

March 15, 2021

*(Under Section 252 of the General Corporation Law of the State of Delaware)*

Pursuant to Title 8, Section 252 of the Delaware General Corporation Law (the "*DGCL*"), the undersigned ERP Maestro Inc., a Florida corporation (the "*Surviving Corporation*"), executed the following Certificate of Merger:

FIRST: The names and states of incorporation of the constituent corporations to the Merger (the "*Constituent Corporations*") are:

<u>Name</u>	<u>State of Incorporation</u>
ERP Maestro Inc.	Florida
Ensign Merger Sub, Inc.	Delaware

SECOND: An Agreement and Plan of Merger, dated as of March 11, 2021 (the "*Merger Agreement*"), by and among SailPoint Technologies, Inc., a Delaware corporation, Ensign Merger Sub, Inc., a Delaware corporation, the Surviving Corporation, and F&M Ventures, LLC, a Florida limited liability company, solely in its capacity as the Company Holders' Agent (as defined therein), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Title 8, Section 252 of the DGCL.

THIRD: Upon the effectiveness of the Merger, the name of the Surviving Corporation shall be "ERP Maestro Inc."

FOURTH: The certificate of incorporation of the Surviving Corporation shall be its Certificate of Incorporation.

FIFTH: The Merger shall be effective upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the DGCL.

SIXTH: An executed copy of the Merger Agreement is on file at the office of the Surviving Corporation at 6400 N. Andrews Ave., Suite 210, Fort Lauderdale, FL 33309.

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered: 12:36 PM 03/15/2021  
FILED: 12:36 PM 03/15/2021  
SR: 20210908196 - File Number: 5024465

SEVENTH: An executed copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any of the Constituent Corporations.

EIGHTH: The Surviving Corporation agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of the Surviving Corporation arising from this Merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the DGCL, and irrevocably appoints the Secretary of State of Delaware as its agent to accept services of process in any such suit or proceeding. The Secretary of State shall mail any such process to the Surviving Corporation at 6400 N. Andrews Ave., Suite 210, Fort Lauderdale, FL 33309.

\* \* \* \* \*



IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be executed in its corporate name as of the date first written above.

**ERP MAESTRO INC.**

By: Kenneth Gabriel  
Name: Kenneth Gabriel  
Title: Chief Executive Officer