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CORPORATION(S) NAME

Control & Co.

Merging with: Total Administrative Benefit Systems, Inc.

- ☐ Profit ☒ NonProfit **EFFECTIVE DATE** 12-31-99 ☐ Amendment ☒ Merger
- ☐ Foreign ☐ LLC ☐ Limited Partnership ☐ Reinstatement ☐ Certified Copy ☐ Call When Ready ☒ Walk In ☒ Mail Out
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ARTICLES OF MERGER
Merger Sheet

MERGING:

CORBEL & CO., a Florida corporation, J51148

into

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC., a California entity
P27060

File date: December 22, 1999 , effective December 31, 1999

Corporate Specialist: Doug Spitler

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

**CORBEL & CO.,
(a Florida corporation)**

INTO

**TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.,
(a California corporation)**

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TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act, section 607.1105, the following domestic and foreign business corporations herein named do hereby submit the following Articles of Merger:

FIRST: The name and state of incorporation of each corporation is Corbel & Co., a Florida corporation ("Corbel"), merging with and into Total Administrative Benefit Systems, Inc., a California corporation ("TABS").

SECOND: The Agreement of Merger, dated as of December 15, 1999 (the "Agreement"), in the form attached as Exhibit A, was duly approved on December 15, 1999 by the unanimous written consent of the sole shareholder of each corporation in accordance with the provisions of the Florida Business Corporation Act.

THIRD: The merger of Corbel with and into TABS is permitted by the laws of the jurisdiction of organization of TABS and has been authorized in compliance with said laws.

FOURTH: The merger shall be effective on December 31, 1999 at 11:59 p.m. (E.S.T.).

Dated: December 15, 1999

EFFECTIVE DATE
12-31-99

CORBEL & CO.

By: Donald D. Mackanos

Donald D. Mackanos, President

**TOTAL ADMINISTRATIVE BENEFIT SYSTEMS,
INC.**

By: Donald D. Mackanos

Donald D. Mackanos, President

AGREEMENT OF MERGER
Exhibit A

Parties: **CORBEL & CO.,**
a Florida corporation ("Corbel"),
1660 Prudential Drive
Jacksonville, FL 32207

TOTAL ADMINISTRATIVE BENEFIT SYSTEMS, INC.,
a California corporation ("TABS"),
1660 Prudential Drive
Jacksonville, FL 32207

Dated: December 15, 1999

Background: Corbel is the parent corporation of TABS and a subsidiary of SunGard Investment Ventures, Inc. ("Sole Shareholder"). For various business and tax reasons, the Sole Shareholder and Board of Directors of Corbel and TABS have each determined that it is in the best interests of each corporation that Corbel be merged with and into TABS with TABS as the surviving corporation becoming a direct subsidiary of the Sole Shareholder. The merger of Corbel with and into TABS (the "Merger") will be effected on the terms stated in this Agreement of Merger (the "Agreement"). Accordingly, the Sole Shareholder of Corbel and the respective Board of Directors of Corbel and of TABS have each unanimously adopted resolutions approving the Merger and the Agreement in the manner required by the laws of their respective jurisdictions. Accordingly, Articles of Merger and the Agreement will be executed and filed with the Secretary of the State of Florida and the appropriate Officer's Certificates and the Agreement will be executed and filed with the Secretary of the State of California.

INTENDING TO BE LEGALLY BOUND, Corbel and TABS hereby adopt this Agreement, and agree that Corbel shall be merged with and into TABS on the following terms:

1. **Merger.** On the Effective Date (as defined below), Corbel shall be merged with and into TABS in accordance with this Agreement and in compliance with the Florida Business Corporation Act and the California Corporations Code, and the Merger shall have the effect provided for under such laws. TABS (sometimes referred to below as the "Surviving Corporation") shall be the Surviving Corporation of the Merger and shall continue to exist and to be governed by the laws of the State of California. The corporate existence and identity of TABS, with its purposes and powers, shall continue unaffected and unimpaired by the Merger, and TABS shall succeed to and be fully vested with the corporate existence and identity of both Corbel and TABS. The separate corporate existence and identity of Corbel shall cease upon the Effective Date, and Corbel and TABS shall be a single California corporation. On the Effective Date, all outstanding shares of capital stock of Corbel shall be cancelled, and all outstanding shares of capital stock of TABS shall be unaffected by the Merger. The directors and officers of TABS on the Effective Date will continue as the directors and officers of the Surviving Corporation.

2. **Name and Registered Office of Surviving Corporation.** On the Effective Date, the name of the Surviving Corporation shall be SunGard Corbel Inc. with its registered agent being C T Corporation System, located at 818 West Seventh Street, Los Angeles, CA 90017.

3. **Articles of Incorporation.** Immediately after the Merger, the Articles of Incorporation of the Surviving Corporation shall be the same as before the Merger, except that the Surviving Corporation's name shall be changed to SunGard Corbel Inc.

4. **Bylaws.** Immediately after the Merger, the bylaws of the Surviving Corporation shall be the same as before the Merger.

5. **Effective Date.** As used in this Agreement, "Effective Date" shall mean December 31, 1999 at 11:59-p.m. (E.S.T.).

6. **Termination.** This Agreement may be terminated or abandoned at any time before the Effective Date by any party hereto with the due approval of its Board of Directors.

7. **Counterparts.** This Agreement may be executed in any number of counterparts, each of which when so executed and delivered shall be an original hereof, and it shall not be necessary in making proof of this Agreement to produce or account for more than one counterpart hereof.

8. **Severability.** If any provision of this Agreement is construed to be invalid, illegal or unenforceable, then the remaining provisions hereof shall not be affected thereby and shall be enforceable without regard thereto.

9. **Section Headings.** Section headings in this Agreement are for convenience of reference only and do not constitute a part of this Agreement and shall not affect its interpretation .

IN WITNESS WHEREOF, the parties have caused this Agreement to be signed by their authorized officers and have caused this Agreement to be executed by their duly authorized officers on the day and year first above written.

CORBEL & CO.

By: Donald D. Mackanos
Donald D. Mackanos, President

By: James E. Smith
James Smith, Sr. Vice President

**TOTAL ADMINISTRATIVE BENEFIT
SYSTEMS, INC.**

By: Donald D. Mackanos
Donald D. Mackanos, President

By: James E. Smith
James Smith, Vice President