

P94000028205

ARTICLES OF MERGER
Merger Sheet

MERGING:

CORBEL/NPA, INC., a Florida corporation, P94000028205

INTO

BROADWAY & SEYMOUR, INC., a Delaware corporation not qualified in
Florida.

File date: July 18, 1997

Corporate Specialist: Joy Moon-French

Document Number Only

P94000028205

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400002241444--1
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*****70.00 *****70.00

Corbel / NPA, Inc.

merging into:

Broadway & Seymour, Inc.

FILED
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TALLAHASSEE
FLORIDA
STATE

- ☐ Profit ☐ Amendment ☒ Merge
☐ NonProfit ☐ Dissolution/Withdrawal ☐ Mark
☐ Limited Liability Co.
☐ Foreign ☐ Annual Report ☐ Other
☐ Reinstatement ☐ Reservation ☐ Change of R.A.
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7-18-97

7/21 JTR merger

97 JUL 18 11:35



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 18, 1997

C T CORPORATION SYSTEM

TALLAHASSEE, FL

SUBJECT: CORBEL/NPA, INC.
Ref. Number: P94000028205

We have received your document for CORBEL/NPA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section "First" of the Articles of Merger incorrectly states that COBEL/NPA, INC. is a Delaware corporation --- please correct the document accordingly.

The date of adoption by the board of directors of Broadway & Seymour, Inc. is incomplete in section "Second"; please fill in the proper date.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Joy Moon-French
Corporate Specialist

Letter Number: 497A00036769

*Please
backdate*

ARTICLES OF MERGER

OF

CORBEL/NPA, INC.

INTO

BROADWAY & SEYMOUR, INC.

FILED
97 JUL 18 PM 4:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger:

FIRST: Broadway & Seymour, Inc. is a corporation organized under the laws of the State of Delaware owning at least 80 percent of the shares of Corbel/NPA, Inc., a corporation organized under the laws of the State of Florida. Shareholder approval was not required.

SECOND: The following plan and agreement of merger was adopted by the board of directors of Broadway & Seymour, Inc. on July 14, 1997: See Exhibit A attached hereto.

THIRD: The effective date of the merger is the filing date.

Signed this 14th day of July, 1997.

BROADWAY & SEYMOUR, INC.

By: 
Lillian N. Wilson, Vice President

CORBEL/NPA, INC.

By: 
Lillian N. Wilson, Secretary

EXHIBIT A

PLAN AND AGREEMENT OF MERGER

A. *Corporations Participating in Merger.*

National Systems Group Inc., a North Carolina corporation, The Heebink Group, Incorporated, an Ohio corporation, National Financial Computer Systems, Inc., a Georgia corporation, BSI North Carolina, Inc., a North Carolina corporation, Corbel/NPA, Inc., a Florida corporation, Micro/Resources, Inc., a California corporation, BancCorp Systems, Inc., a North Carolina corporation and BSI Development Corp. No. 2, a North Carolina corporation (the "Merging Corporations") will merge into Broadway & Seymour, Inc., a Delaware corporation, which will be the surviving corporation (the "Surviving Corporation").

B. *Name of Surviving Corporation.*

After the merger, the Surviving Corporation will have the name "Broadway & Seymour, Inc.", and will exist under the laws of the State of Delaware.

C. *Merger.*

The merger of the Merging Corporations into the Surviving Corporation will be effected pursuant to the terms and conditions of this Plan. Upon the merger's becoming effective, the corporate existence of the Merging Corporations will cease, and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Time."

D. *Shares of Merging Corporations owned by Surviving Corporation.*

<u>Name of Merging Corporation</u>	<u>Designation of Shares</u>	<u>Number of Outstanding Shares</u>	<u>Number of Shares Owned by Surviving Corporation</u>
National Systems Group Inc.	Common	270	270
The Heebink Group, Incorporated	Common	100	100
National Financial Computer Systems, Inc.	Common	100	100
BSI North Carolina, Inc.	Common	100	100
Corbel/NPA, Inc.	Common	1,000	1,000
Micro/Resources, Inc.	Common	1,803,000	1,803,000
BancCorp Systems, Inc.	Common	1,000	1,000
BSI Development Corp. No. 2	Common	100	100

E. *Conversion and Exchange of Shares.*

At the Effective Time, the outstanding shares of the corporations participating in the merger will be converted and exchanged as follows:

1. *Surviving Corporation.* The outstanding shares of the Surviving Corporation will not be converted, exchanged, or altered in any manner as a result of the merger and will remain outstanding as shares of the Surviving Corporation.

2. *Merging Corporations.* Each outstanding share of the Merging Corporations will be surrendered.

3. *Surrender of Share Certificates.* Each holder of a certificate representing shares of the Merging Corporations will surrender such certificate.

F. *Principal Office.*

The principal office address of the Surviving Corporation will be 128 South Tryon Street, Charlotte, North Carolina 28202.

G. *Service of Process under Ohio Law.*

The Surviving Corporation consents to be sued and served with process in the State of Ohio and irrevocably appoints the secretary of state as the Surviving Corporation's agent to accept service of process in any proceeding in the State of Ohio to enforce against the Surviving Corporation any obligation of any domestic constituent corporation or to enforce the rights of a dissenting shareholder of any domestic constituent corporation.

H. *Dissenter's Rights under Florida Law.*

Shareholders of the Merging Corporations who, except for the applicability of this section, would be entitled to vote and who dissent from the merger pursuant to Section 607.1320 F.S., may be entitled, if they comply with the provisions of the Florida Business Corporation Act regarding the rights of dissenting shareholders, to be paid the fair value of their shares.

I. *Abandonment.*

At any time prior to the merger's becoming effective, the board of directors of the Surviving Corporation may, in their discretion, abandon the merger.