

P96000079582

Document Number Only

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name
TALLAHASSEE, FL 32301

Address
222-1092

City State Zip Phone

CORPORATION(S) NAME

400001956614
-09/25/96--01067--005
*****70.00 *****70.00

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-09/25/96--01067--006
*****61.25 *****61.25

Cotelligent / JasTech Corporation

FILED
96 SEP 23 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ Profit - Articles

☐ NonProfit

☐ Amendment

☐ Merger

☐ Limited Liability Co.

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fictitious Name Filing

☒ Certified Copy

☐ Photo Copies

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Cotelligent/JasTech Corporation

ARTICLE I

Name and Duration

The name of the Corporation is Cotelligent/JasTech Corporation. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation is 101 California Street, Suite 2050, San Francisco, CA 94111.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 1200 South Pine Island Road, in the City of Plantation, County of Broward, Florida 33324. The name of the registered agent at such address is C T Corporation System.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is One Thousand (1,000) shares of Common Stock ("Common Stock"), without par value per share.

ARTICLE VI

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Elaine Chotlos, Esq.	1900 East Ninth Street Suite 3200 Cleveland, Ohio 44114

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The name and mailing address of the person who shall serve as the sole director of the Corporation until the first annual meeting of the shareholders is as follows:

<u>Name</u>	<u>Address</u>
Daniel E. Jackson	101 California Street, Suite 2050 San Francisco, California 77019-2155

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

ARTICLE IX

Preemptive Rights

Every shareholder, upon the sale of any additional stock of this Corporation of the same kind, class or series as that which he already holds or of any bonds, debentures, or other securities convertible into stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as early as may be done without the issuance of fractional shares) subject to the same terms and at the same price at which such stock is offered to others.

ARTICLE X

Cumulative Voting

At all elections of directors, each holder of Common Stock is entitled to as many votes as equals the number of his shares of Common Stock multiplied by the number of directors to be elected and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he may see fit.

ARTICLE XI

Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE XII

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Cleveland, Ohio, Cuyahoga County, Ohio, this 23rd day of September, 1996.

Elaine Chotlos
Elaine Chotlos, Incorporator

STATE OF OHIO)
) SS.
COUNTY OF CUYAHOGA)

The foregoing instrument was acknowledged before me this 23rd day of September, 1996, by Elaine Chotlos, an Ohio resident, on behalf of the corporation. She is personally known to me.

Brenda S. Dean
Brenda S. Dean
BRENDA S. DEAN
Notary Public, State of Ohio, Cuy. Cty.
My Commission Expires Nov. 21, 1996

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That Cotelligent/JasTech Corporation desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Plantation, County of Broward, State of Florida, has named C T Corporation System, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place

designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

C T Corporation System

By:


Joyce A. Donahue, Asst. Secretary

DATED: September 24, 1996

BSD1174:36690:96001:JASTECH:ARTICLES.FL
bnd 9/23/96

FILED
96 SEP 25 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED

96 SEP 30 PM 12:27

DIVISION OF CORPORATION

FILED
96 SEP 30 PM 2:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Jastech, Incorporated

and

Jastech of Florida, Inc.

merging into:

Cotelligent / Jastech Corporation

900001968289

-10/08/96--01142--006

****105.00 ****105.00

☐ Profit

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

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9-30

N. HENDRICKS SEP 30 1996

CR2E031 (1-89)

**ARTICLES OF MERGER
Merger Sheet**

MERGING: -----

JASTECH, INC., AN OHIO CORPORATION, F93000005533

JASTECH OF FLORIDA, INC., A FLORIDA CORPORATION, P93000088735

INTO

**COTELLIGENT/JASTECH CORPORATION, a Florida corporation,
P96000079582.**

File date: September 30, 1996

Corporate Specialist: Nancy Hendricks

STATE OF FLORIDA
ARTICLES OF MERGER
OF

JASTECH, INCORPORATED
(an Ohio corporation)

AND

JASTECH OF FLORIDA, INC.
(a Florida corporation)

INTO

COTELLIGENT/JASTECH CORPORATION
(a Florida corporation)

Pursuant to Section 607.1105 of the Florida Business Corporation Act, the undersigned corporations adopt the following Articles of Merger. The name of the surviving corporation, upon the effective date of merger, will be COTELLIGENT/JASTECH CORPORATION.

ADOPTION OF AGREEMENT

The Agreement and Plan of Merger was unanimously adopted by the members of the Board of Directors and the shareholders of COTELLIGENT/JASTECH CORPORATION, a Florida corporation, on the 30th day of September, 1996, pursuant to Sections 607.1101 and 607.1103, Florida Statutes. The Agreement and Plan of Merger was unanimously adopted by the respective members of the Boards of Directors and the shareholders of each of JASTECH, INCORPORATED, an Ohio corporation, and JASTECH OF FLORIDA, INC., a Florida corporation, on the 30th day of September, 1996, pursuant to Sections 607.1101 and 607.1103, Florida Statutes.

PLAN OF MERGER

The plan of merger is set forth in the Agreement and Plan of Merger attached hereto as Exhibit "A".

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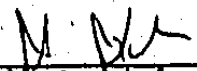
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE


The merger of the undersigned corporations will become effective as of the date of filing of these Articles of Merger.

DATED: September 30, 1996.


JASTECH, INCORPORATED, an Ohio corporation

By: 
Judi Jaskiel
As its: President and Secretary

JASTECH OF FLORIDA, INC., a Florida corporation

By: 
Judi Jaskiel
As its: President and Secretary

COTELLIGENT/JASTECH CORPORATION, a Florida corporation

By: 
Daniel E. Jackson
As its: Senior Vice President and Secretary

BSDJ174;36690;96001;FL.MGR
bsd 9/25/96

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into this 30th day of September, 1996, by and between JASTECH, INCORPORATED, an Ohio corporation ("JASTECH-OH"), JASTECH OF FLORIDA, INC., a Florida corporation ("JASTECH-FL"), and COTELLIGENT/JASTECH CORPORATION, a Florida corporation ("COTELLIGENT")

W I T N E S S E T H:

WHEREAS, the respective Boards of Directors of JASTECH-OH, JASTECH-FL and COTELLIGENT believe that it will be in the best interests of each corporation that JASTECH-OH, and JASTECH-FL be merged into COTELLIGENT pursuant to Section 607.1101 of the Florida General Corporation Law, and each Board of Directors has unanimously approved and adopted this Agreement and the merger described herein by separate written consent on September 30, 1996; and

WHEREAS, the shareholders of JASTECH-OH have approved and adopted this Agreement and the merger described herein by written consent on September 30, 1996; and

WHEREAS, the shareholders of JASTECH-FL have approved and adopted this Agreement and the merger described herein by written consent on September 30, 1996; and

WHEREAS, the shareholders of COTELLIGENT have approved and adopted this Agreement and the merger described herein by written consent on September 30, 1996.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants contained herein and for the purpose of prescribing the terms and conditions of the merger and such other details and provisions as are deemed necessary or advisable, JASTECH-OH, JASTECH-FL and COTELLIGENT hereby enter into the following Plan of Merger:

PLAN OF MERGER

1. The names of the corporations which are to be merged are JASTECH, INCORPORATED, JASTECH OF FLORIDA, INC., and COTELLIGENT/JASTECH CORPORATION. In accordance with the provisions of the Florida Business Corporation Act, JASTECH-OH and JASTECH-FL, shall be merged into COTELLIGENT and COTELLIGENT shall be the surviving corporation ("SURVIVING CORPORATION") and as such shall continue to be governed by the laws of the State of Florida. The effective date of the merger shall be the date of filing of Articles of Merger with respect thereto with the Florida Department of State.

2. The corporate existence and identity of COTELLIGENT, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger, and the corporate existence and identity of JASTECH-OH, with all its purposes, powers, franchises, privileges, rights and immunities, and the corporate existence and identity of JASTECH-FL, with all its purposes, powers, franchises, privileges, rights and immunities, at the effective date shall be merged with and into that of COTELLIGENT and the Surviving Corporation shall be vested fully therewith and the separate corporate existences and identities of JASTECH-OH and JASTECH-FL shall thereafter cease, except to the extent continued by statute.

3. The directors and officers of the SURVIVING CORPORATION shall be the same as those existing prior to the merger, and the Articles of Incorporation and Bylaws of the SURVIVING CORPORATION shall continue in full force and effect.

4. As of the effective date of the merger provided for herein, each of the Twenty-Five (25) outstanding shares of common stock, without par value, of JASTECH-OH shall become one share of common stock, without par value, of the SURVIVING CORPORATION.

5. As of the effective date of the merger provided for herein, each of the One Thousand (1,000) outstanding shares of common stock, with par value of \$1.00 per share, of JASTECH-FL shall become one share of common stock, without par value, of the SURVIVING CORPORATION.

6. Promptly following the effective date of the merger provided for herein, all holders of outstanding certificates for shares of JASTECH-OH's and JASTECH-FL's common stock shall surrender such certificates to the SURVIVING CORPORATION for cancellation, and such holders, upon such cancellation, shall receive certificates representing the number of shares of common stock of the SURVIVING CORPORATION to which each holder is entitled hereunder.


7. The Secretary of the SURVIVING CORPORATION shall, promptly after the effective date of the merger provided for herein, cancel all certificates representing outstanding shares of JASTECH-OH and JASTECH-FL upon receipt of such certificates.

... IN WITNESS WHEREOF, the parties hereto have caused their officers to execute this Agreement and Plan of Merger as of the date first set forth above.


JASTECH, INCORPORATED, an Ohio corporation

By: 
Judi Jaskiel
As its: President and Secretary

JASTECH OF FLORIDA, INC., a Florida corporation

By: 
Judi Jaskiel
As its: President and Secretary

COTELLIGENT/JASTECH CORPORATION

By: 
Daniel E. Jackson
As its: Senior Vice President and Secretary