

798000011417

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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 175449 7543726

AUTHORIZATION :

COST LIMIT

*[Handwritten Signature]*  
\$118.75

ORDER DATE : February 10, 2020

ORDER TIME : 12:42 PM

ORDER NO. : 175449-005

CUSTOMER NO: 7543726

ARTICLES OF MERGER

DATACORE MERGER SUB ONE, INC.

INTO

DATACORE SOFTWARE CORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: \_\_\_\_\_

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DataCore Software Corporation  
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Neil P. Mulcahy  
(Contact Person)

DLA Piper LLP (US)  
(Firm/Company)

1201 West Peachtree Street, Suite 2800  
(Address)

Atlanta, GA 30309  
(City/State and Zip Code)

For further information concerning this matter, please call:

Neil P. Mulcahy At (404) 736-7826  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your documents if a certified copy is requested)

STREET ADDRESS:  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

MAILING ADDRESS:  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**ARTICLES OF MERGER**  
**OF**  
**DATACORE MERGER SUB ONE, INC.,**  
a Florida corporation  
**WITH AND INTO**  
**DATACORE SOFTWARE CORPORATION,**  
a Florida corporation

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 corporation (the "Surviving Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DataCore Software Corporation	Florida	P98000011417

**SECOND:** The name and jurisdiction of the merging corporation (the "Merging Corporation"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DataCore Merger Sub One, Inc.	Florida	P20000010758

**THIRD:** The Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit A.

**FOURTH:** The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

**FIFTH:** The Plan of Merger was adopted by the shareholders of the Surviving Corporation on February 10, 2020.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the Merging Corporation on February 10, 2020.

**SEVENTH:** Upon the effectiveness of the merger (as set forth in Section Fourth, above), the Articles of Incorporation of the Surviving Corporation shall be amended and restated in their entirety in the form attached hereto as Exhibit B.

[Signature Page to Follow]

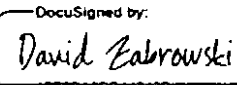
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20 FEB 10 AM 11:09  
SECRETARY OF STATE  
FLORIDA

Executed on this 10th day of February, 2020.

**SURVIVING CORPORATION:**

**DATAcore SOFTWARE CORPORATION**

a Florida corporation

By:  DocuSigned by:  
17E5D48D814342B...  
Name: David Zabrowski  
Title: CEO

**MERGING CORPORATION:**

**DATAcore MERGER SUB ONE, INC.**

a Florida corporation

By: \_\_\_\_\_  
Name: Diane Larkin  
Title: Vice President

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Executed on this 10th day of February, 2020.

**SURVIVING CORPORATION:**

**DATAcore SOFTWARE CORPORATION**  
a Florida corporation

By: \_\_\_\_\_  
Name: David Zabrowski  
Title: CEO

**MERGING CORPORATION:**

**DATAcore MERGER SUB ONE, INC.**  
a Florida corporation

By: *Diane Larkin*  
Name: Diane Larkin  
Title: Vice President

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

**PLAN OF MERGER**

The following plan of merger (this "Plan") is submitted in compliance with section 607.1101, Florida Statutes.

(See Attached)

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JANUARY 10, 2010

## AGREEMENT AND PLAN OF MERGER

By and between

**DATACORE SOFTWARE CORPORATION,**  
a Florida corporation,  
as the Surviving Entity

and

**DATACORE MERGER SUB ONE, INC.**  
a Florida corporation,  
as the Merging Entity

February 10, 2020

**WHEREAS**, DataCore Software Corporation, a Florida corporation (the "**Surviving Entity**"), was formed as a Florida corporation pursuant to Articles of Incorporation filed with the Department of State of the State of Florida on February 4, 1998.

**WHEREAS**, DataCore Merger Sub One, Inc., a Florida corporation (the "**Merging Entity**"), was formed as a Florida corporation pursuant to Articles of Incorporation filed with the Department of State of the State of Florida on January 29, 2020.

**WHEREAS**, the Surviving Entity is the sole member of DataCore Software Holdings LLC, a Delaware limited liability company ("**Holdings**").

**WHEREAS**, Holdings is the sole shareholder of the Merging Entity.

**WHEREAS**, the Board of Directors and the Shareholders of the Surviving Entity have determined it is desirable and in the best interests of the Surviving Entity for the Merging Entity to merge with and into the Surviving Entity (the "**Merger**"), with (i) the Surviving Entity surviving the Merger as a wholly owned subsidiary of Holdings and (ii) the outstanding capital stock of the Surviving Entity as of the Effective Time (as defined below) being cancelled and exchanged for corresponding equity securities of Holdings, as set forth herein.

**WHEREAS**, the Merger has been approved by (i) the requisite vote of the shareholders and by the directors of the Surviving Entity and (ii) the sole shareholder and all of the directors of the Merging Entity.

**WHEREAS**, the parties desire for the Merger and the transactions contemplated thereby and hereby to qualify as a tax-deferred contribution pursuant to Section 721 of the Internal Revenue Code.



**NOW, THEREFORE**, in consideration of the promises and the mutual agreements hereinafter set forth, the parties hereby agree as follows:

**FIRST:** The Merging Entity shall merge with and into the Surviving Entity, and the Surviving Entity shall survive the Merger, as a wholly owned subsidiary of Holdings.

**SECOND:** The Surviving Entity shall continue as a corporation under the Florida Business Corporation Act (the "**FBCA**").

**THIRD:** The Surviving Entity shall file, or cause to be filed, articles of merger with the appropriate governmental authorities and make all other filings or recordings necessary, advisable or convenient under the laws of the State of Florida to carry out and give full effect to the Merger.

**FOURTH:** The Merger shall become effective (the "**Effective Time**") upon the date the articles of merger are filed with the Florida Department of State.

**FIFTH:** The manner and basis of converting or exchanging issued and outstanding stock of the Merging Entity and the Surviving Entity into different stock or other consideration shall be as follows:

A. The separate existence of the Merging Entity shall cease and all of the respective equity interests of the Merging Entity, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be canceled and retired without payment of any consideration therefore and shall cease to exist.

B. Each share of capital stock of the Surviving Entity that is issued and outstanding as of the Effective Time shall be exchanged for equity securities of Holdings, as follows:

1. Each share of Common Stock of the Surviving Entity that is issued and outstanding as of the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be cancelled and retired and exchanged for one (1) Common Share of Holdings;

2. Each share of Series A Preferred Stock of the Surviving Entity that is issued and outstanding as of the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be cancelled and retired and exchanged for one (1) Series A Preferred Share of Holdings;

3. Each option to purchase Common Stock of the Surviving Entity that is issued and outstanding as of the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be cancelled and retired and exchanged for an option to purchase one (1) Common Share of Holdings; and

4. Each Restricted Stock Unit of the Surviving Entity that is issued and outstanding as of the Effective Time, by virtue of the Merger and without any action by the holder thereof, shall cease to be outstanding, shall be cancelled and retired and exchanged for one (1) Restricted Stock Unit of Holdings.

**SIXTH:** The Articles of Incorporation of the Surviving Entity in effect at the time of the Merger shall remain the Articles of Incorporation of the Surviving Entity, until amended in accordance with the FBCA. The bylaws of the Surviving Entity in effect at the time of the Merger shall be the bylaws of the Surviving Entity until amended as provided therein or in accordance with the FBCA.

**SEVENTH:** The directors and officers of the Surviving Entity immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity from and after the Effective Time and shall serve as such until the earlier of their respective death, resignation, or removal or until their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and bylaws of the Surviving Entity or as otherwise provided by the FBCA.

**EIGHTH:** This Agreement and Plan of Merger may be executed in any number of original counterparts that may be faxed, emailed or otherwise transmitted electronically with the same effect as if all parties had signed the same instrument.

**NINTH:** This Agreement and Plan of Merger may be abandoned prior to the Effective Time by vote of the Board of Directors of the Surviving Entity or the Board of Directors of the Merging Entity.

*[signatures appear on following page ]*

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FEB 10 2010

**IN WITNESS WHEREOF**, the parties hereto have hereby executed and adopted this Agreement and Plan of Merger as of the date first written above.

**SURVIVING ENTITY:**

DATACORE SOFTWARE CORPORATION, a  
Florida corporation

DocuSigned by:  
*David Zabrowski*  
By: \_\_\_\_\_  
Name: David Zabrowski  
Title: Chief Executive Officer

**MERGING ENTITY:**

DATACORE MERGER SUB ONE, INC., a Florida  
corporation

By: \_\_\_\_\_  
Name: Diane Larkin  
Title: Vice President

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ST. LOUIS, MO  
FBI - ST. LOUIS

IN WITNESS WHEREOF, the parties hereto have hereby executed and adopted this Agreement and Plan of Merger as of the date first written above.

**SURVIVING ENTITY:**

DATAcore SOFTWARE CORPORATION, a  
Florida corporation

By: \_\_\_\_\_  
Name: David Zabrowski  
Title: Chief Executive Officer

**MERGING ENTITY:**

DATAcore MERGER SUB ONE, INC., a Florida  
corporation

By: Diane Larkin  
Name: Diane Larkin  
Title: Vice President

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JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
FLORIDA

**EXHIBIT B**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

(see attached)

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CLERK OF SUPERIOR COURT

**SEVENTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DATACORE SOFTWARE CORPORATION**

Pursuant to Section 607.1007 of the Florida Business Corporation Act, DataCore Software Corporation, a Florida corporation (the "Corporation") does hereby certify that:

**FIRST:** The present name of the Corporation is "DATACORE SOFTWARE CORPORATION". The Articles of Incorporation of the Corporation were originally filed with the Florida Department of State on February 4, 1998 under the name DATACORE STORAGE CORP., and were amended on March 30, 1998.

**SECOND:** Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on June 12, 1998 and were amended on November 20, 1998. Second Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 29, 1998 and were amended on May 18, 2000, May 24, 2000 and January 4, 2001. Third Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on October 11, 2003. Fourth Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on December 26, 2003 and were amended on August 26, 2004 and October 26, 2004. Fifth Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on October 26, 2004. Sixth Amended and Restated Articles of Incorporation of the Corporation were filed with the Florida Department of State on April 21, 2008.

**THIRD:** This Seventh Amended and Restated Articles of Incorporation (the "Charter") amends and restates in its entirety the present Sixth Amended and Restated Articles of Incorporation of the Corporation, and has been approved by the Corporation's Board of Directors and shareholders on February 10, 2020 and February 10, 2020 in accordance with Sections 607.1007 and 607.1003, Florida Statutes. The number of votes cast by the shareholders in favor of the amendment was sufficient for approval.

**FOURTH:** This Charter shall become effective immediately upon its filing with the Florida Department of State.

**FIFTH:** Upon the filing of this Charter with the Florida Department of State, the Articles of Incorporation of the Corporation shall be restated in its entirety to read as set forth on Exhibit A attached hereto.

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of the Corporation hereinabove named, DOES HEREBY CERTIFY, under penalties of perjury, that the facts hereinabove stated are truly set forth and, accordingly, such officer has hereunto set his hand as of February 10, 2020.

DocuSigned by:

*David Zabrowski*

17E5B48DE44342E

David Zabrowski  
Chief Executive Officer

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CLERK OF DISTRICT COURT  
CLERK OF DISTRICT COURT

**Exhibit A**

**SEVENTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DATACORE SOFTWARE CORPORATION**

**ARTICLE I**

The name of the Corporation (herein called the "Corporation") is DataCore Software Corporation.

**ARTICLE II**

The address of the principal office of the Corporation in the State of Florida is 6300 N.W. 5th Way, Fort. Lauderdale, Florida 33309.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida (the "FBCA").

**ARTICLE IV**

The Corporation shall be authorized to issue ten (10) shares of common stock, par value \$.01 per share.

**ARTICLE V**

The street address of the registered office of the Corporation in the State of Florida is 6300 N.W. 5th Way, Fort Lauderdale, Florida and the registered agent of the Corporation at that address shall be George S. Teixeira.

**ARTICLE VI**

To the fullest extent permitted by the Business Corporation Act of the State of Florida (the "FBCA"), as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages or breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative (a "Proceeding"), by reason of the fact

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STATE OF FLORIDA



that he or she or his or her testator or intestate is or was a director of the Corporation or any subsidiary of the Corporation or any predecessor of the Corporation or any subsidiary of the Corporation, or serves or served at any other enterprise as director at the request of the Corporation or any predecessor to the Corporation, or acted at the direction of any such director against all expense, liability and loss actually and reasonably incurred or suffered by such person in connection therewith.

Any indemnification under this Article VI (unless ordered by a court) shall be made by the Corporation upon a determination that indemnification of the director is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the FBCA, as the same exists or hereafter may be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment).

Expenses (including attorneys' fees) incurred by a director of the Corporation in defending a Proceeding shall be paid by the Corporation in advance of the final disposition of such Proceeding upon receipt of an undertaking by or on behalf of the director to repay all amounts so advanced in the event that it shall ultimately be determined that such director is not entitled to be indemnified by the Corporation as authorized in this Article VI.

The indemnification and advancement of expenses provided by this Article VI shall not be deemed exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any law (common or statutory), bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding office or while employed by or acting as agent for the Corporation. All rights to indemnification under this Article VI shall be deemed to be a contract between the Corporation and each director of the Corporation or any of its subsidiaries who serves or served in such capacity at any time while this Article VI is in effect.

The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was or has agreed to become a director of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation as a director of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her or on his or her behalf in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such liability under the provisions of this Article VI.

If this Article VI or any portion hereof shall be invalidated on any ground by any court of competent jurisdiction, then the Corporation shall nevertheless indemnify or advance expenses to each person entitled to indemnification or advancement of expenses, as the case may be, as to all expense, liability and loss actually and reasonably incurred or suffered by such person and for which indemnification or advancement of expenses, as the case may be, is available to such person pursuant to this Article VI to the full extent permitted by any applicable portion of this Article VI that shall not have been invalidated and to the full extent permitted by applicable law.

Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of this Charter inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article VI would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

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