

S 96873

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H11000172060 3)))



H110001720603ABCS

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : HOLLAND & KNIGHT  
Account Number : 075350000340  
Phone : (407) 425-8500  
Fax Number : (407) 244-5288

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

Email Address: rcovel@drc.com

FILED  
11 JUN 30 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
11 JUN 30 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**  
**High Performance Technologies, Inc.**

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

cc  
Merger  
Theris  
7-1-11

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with The Florida Business Corporation Act, pursuant to section 607.1105 of the Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
High Performance Technologies, Inc.	Florida	S96873

**SECOND:** The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
DRC - Prize Acquisition, Inc.	Florida	P11000049286

**THIRD:** The Plan of Merger is attached.

**FOURTH:** The merger shall become effective on 11:59 p.m. on June 30, 2011.

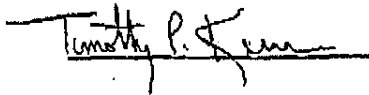
**FIFTH:** The Plan of Merger was adopted by the shareholders of High Performance Technologies, Inc., the surviving corporation, on May 31, 2011.

**SIXTH:** The Plan of Merger was adopted by the shareholders of DRC - Prize Acquisition, Inc., the merging corporation, on June 29, 2011.

*[Signature page to follow]*

FILED  
11 JUN 30 AM 9:35  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

SEVENTH: SIGNATURES FOR EACH CORPORATION:

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual and Title</u>
High Performance Technologies, Inc.		Timothy P. Keenan, Director and President
DRC - Prize Acquisition, Inc.	_____	_____

**SEVENTH:** SIGNATURES FOR EACH CORPORATION:

Name of Corporation

Signature of an Officer  
or Director

Typed or Printed Name of  
Individual and Title

High Performance  
Technologies, Inc.

DRC - Prize Acquisition,  
Inc.

*Donald H. Baker*

Treasurer

## PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation (the "Surviving Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
High Performance Technologies, Inc.	Florida

**Second:** The name and jurisdiction of the merging corporation (the "Merging Corporation") is as follows:

<u>Name</u>	<u>Jurisdiction</u>
DRC - Prize Acquisition, Inc.	Florida

**Third:** The merger shall become effective on 11:59 p.m. on June 30, 2011 (the "Effective Time").

**Fourth:** The terms and conditions of the merger are as follows:

The Merging Corporation shall be merged with and into the Surviving Corporation which shall be the surviving entity at the Effective Time and which shall continue to exist as a corporation under the laws of the State of Florida. The Surviving Corporation shall succeed to all rights, assets, liabilities and obligations of the Merging Corporation, and the separate existence of the Merging Corporation shall cease at the Effective Time. The Articles of Incorporation of the Surviving Corporation shall be amended and restated at the effective date of the merger in accordance with the Amended and Restated Articles of Incorporation attached hereto as Exhibit A. The Bylaws of the Surviving Corporation shall be amended and restated at the Effective Time of the merger.

**Fifth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the Surviving Corporation, in whole or in part, into cash or other property are as follows:

At the Effective Time, by virtue of the merger and without any action on the part of the holders thereof, each share of common stock of the Surviving Corporation issued and outstanding immediately prior to the Effective Time shall be cancelled automatically in exchange for the applicable consideration set forth in the Agreement and Plan of Merger, dated as of June 2, 2011, by and among the Merging Corporation, the Surviving Corporation, Dynamics Research Corporation, and the Principal Equity Holders of the Surviving Corporation named therein. Each share of common stock of the Merging Corporation issued and outstanding immediately prior to the Effective Time shall be converted into and become one validly issued, fully paid and nonassessable share of the Surviving Corporation.

**Exhibit A**

**Amended and Restated Articles of Incorporation  
Of  
High Performance Technologies, Inc.**

#10407399\_v3

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HIGH PERFORMANCE TECHNOLOGIES, INC.**

In accordance with Section 607.1007 of the Florida Statutes, the articles of incorporation of High Performance Technologies, Inc., a Florida corporation, are hereby amended and restated (the "Amended and Restated Articles of Incorporation") to read in their entirety as follows:

**ARTICLE I. NAME**

The name of the corporation shall be:

High Performance Technologies, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 11955 Freedom Drive, Suite 1100, Reston, Virginia 20190.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The aggregate number of shares which the corporation has the authority to issue is One Thousand (1,000) shares of common stock, with a par value of \$0.01 per share.

**ARTICLE V. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VI. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. Every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### **ARTICLE VII. EFFECTIVE DATE**

The effective date of the Amended and Restated Articles of Incorporation shall be 11:59 p.m. on June 30, 2011.

#### **ARTICLE VIII. INDEMNIFICATION**

Each person who is or was a director, officer, employee or agent of the Corporation, and each person who serves or served at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, shall be indemnified by the Corporation in accordance with, and to the fullest extent authorized by, the Florida Business Corporation Act as it may be in effect from time to time; provided, however, that this article shall not apply to any action, suit or proceeding brought by or on behalf of a director, officer, employee or agent without prior approval of the board of directors.

*[Signature page follows]*

The board of directors of the corporation recommended by unanimous written consent dated May 31, 2011 that the shareholders adopt the foregoing Amended and Restated Articles of Incorporation, and the shareholders approved the foregoing Amended and Restated Articles of Incorporation by written consent of a majority of the shareholders of the corporation dated May 31, 2011.

HIGH PERFORMANCE  
TECHNOLOGIES, INC.

By: Timothy P. Keenan  
Timothy Keenan, President

#10365891\_v1

CERTIFICATE TO AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HIGH PERFORMANCE TECHNOLOGIES, INC.

The undersigned, Timothy Keenan, President of High Performance Technologies, Inc., a Florida corporation (the "Corporation"), does hereby certify as follows:

1. The amendment and restatement of the Corporation's articles of incorporation as attached hereto requires shareholder approval.

2. The board of directors of the Corporation recommended by unanimous written consent dated May 31, 2011 that the shareholders of the Corporation approve, and the shareholders approved by the written consent of a majority of the shareholders dated May 31, 2011 the amendment and restatement of the Corporation's articles of incorporation as attached hereto in accordance with Sections 607.1003 and 607.1006 of the Florida Statutes, the number of votes cast for the amendment by the shareholders being sufficient for such approval.

3. The undersigned officer of the Corporation has been duly authorized to submit these Amended and Restated Articles of Incorporation of the Corporation to the Florida Department of State for filing in accordance with Section 607.1007, Florida Statutes.

HIGH PERFORMANCE  
TECHNOLOGIES, INC.

By: Timothy P. Keenan  
Timothy Keenan, President