

V09823

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

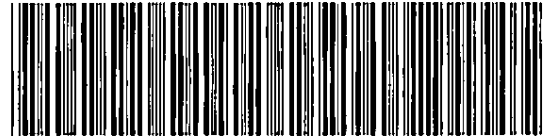
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12/1/17 \$10.00

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DEC 20 2017

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17 DEC 15 AM 10:35  
CLERK OF STATE  
TALLAHASSEE FLORIDA

2017 DEC 11 1:41:13

Merger

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

ACCOUNT NO. : I20000000195  
REFERENCE : 949430 4804310  
AUTHORIZATION :   
COST LIMIT : \$ 70.00

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ORDER DATE : December 11, 2017  
ORDER TIME : 1:12 PM  
ORDER NO. : 949430-005  
CUSTOMER NO: 4804310

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MERGER FILING

NAME: EMPHASIS SOFTWARE DEVELOPMENT,  
LLC WITH AND INTO  
CITCO TECHNOLOGY MANAGEMENT,

XX MERGER

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Roxanne Turner-EXT#

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 18, 2017

CORPORATION SERVICE COMPANY  
EMPHASIS SOFTWARE DEVELOPMENT, LLC  
CITCO TECHNOLOGY MANAGEMENT, INC.

SUBJECT: CITCO TECHNOLOGY MANAGEMENT, INC.  
Ref. Number: V09823

**RESUBMIT**

Please give original  
submission date as file date.

*Do not want original date  
of submission as file date.  
Please give second date  
of submission on 12/15 to  
file as submission date.*

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 117A00025510

DEC 19 7 44 20  
FILING

919430-5



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 12, 2017

CORPORATION SERVICE COMPANY  
EMPHASIS SOFTWARE DEVELOPMENT LLC  
CITCO TECHNOLOGY MANAGEMENT, INC.

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: CITCO TECHNOLOGY MANAGEMENT, INC.  
Ref. Number: V09823

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE MERGER WAS MISSING A FEW DATES AS WELL AS SIGNATURES, NAMES AND TITLES AND THE EXHIBIT A, PLAN AND AGREEMENT OF MERGER.

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) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 117A00025026

DEC 13 2017  
11 41 33  
FBI - TAMPA

ARTICLES OF MERGER OF  
EMPHASIS SOFTWARE DEVELOPMENT, LLC

a Delaware limited liability company

WITH AND INTO

CITCO TECHNOLOGY MANAGEMENT, INC.

a Florida corporation

M09000001817

V09823

FILED  
47 DEC 15 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In accordance with Section 607.1109 of the Florida Business Corporation Act (the "FBCA"), the undersigned entities submit these articles of merger (the "*Articles of Merger*") in connection with the merger of EMPHASIS SOFTWARE DEVELOPMENT, LLC, a Delaware limited liability company, with and into CITCO TECHNOLOGY MANAGEMENT, INC., a Florida corporation (the "*Merger*"). for filing with the Secretary of State of the State of Florida, and hereby certifies as of December 1<sup>st</sup>, 2017, that:

1. The name and state of formation and incorporation of each of the constituent entities in the Merger (the "*Constituent Entities*") are as follows:

(i) Emphasis Software Development, LLC, which is formed under the laws of the State of Delaware; and

(ii) Citco Technology Management, Inc., which is incorporated under the laws of the State of Florida.

2. The Plan and Agreement of Merger, attached hereto as Exhibit A and dated as of December 1<sup>st</sup>, 2017, by and among each of the Constituent Entities (the "*Merger Agreement*"), has been approved, adopted, executed, acknowledged and certified by each of the Constituent Entities in accordance with the provisions of Title 6, Section 18-209 of the Delaware Limited Liability Company Act and Section 607.1109 of the FBCA.

3. The name of the surviving corporation in the Merger is Citco Technology Management, Inc. (the "*Surviving Corporation*").

4. The certificate of incorporation of Citco Technology Management, Inc. as in effect immediately prior to the Merger shall remain the certificate of incorporation for the Surviving Corporation unless and until altered or amended as provided in such certificate of incorporation.

5. The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation, the address of which is as follows: 5900 N. Andrews Ave., Suite 700, Ft. Lauderdale, FL 33309.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder or member of any of the Constituent Entities.

7. This Certificate of Merger, and the merger effected hereby, is to become effective at 11:59 p.m., Eastern Standard Time, on December 31, 2017.

[Signature Page Follows]

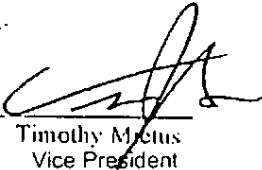


IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer as of the date first set forth above.

**EMPHASIS SOFTWARE DEVELOPMENT, LLC**

By: 

Name: Jay Peller  
Title: President

  
Name: Timothy Metus  
Title: Vice President

**CITCO TECHNOLOGY MANAGEMENT, INC.**

By: 

Name: Bastiaan Jansen  
Title: President

Exhibit A

## Plan and Agreement of Merger

Then

**PLAN AND AGREEMENT OF MERGER**

**OF**

**EMPHASIS SOFTWARE DEVELOPMENT, LLC**  
(a Delaware limited liability company)

**WITH AND INTO**

**CITCO TECHNOLOGY MANAGEMENT, INC.**  
(a Florida corporation)

This **PLAN AND AGREEMENT OF MERGER**, effective as of December 31, 2017 (the "Agreement"), is adopted and entered into by **EMPHASIS SOFTWARE DEVELOPMENT, LLC**, a Delaware limited liability company ("Emphasis" or the "Non-Surviving Company"), **CITCO TECHNOLOGY MANAGEMENT, INC.**, a Florida corporation ("Citco" or the "Surviving Corporation" and, together with Emphasis, the "Constituent Parties"), and **CITCO (USA) HOLDINGS INC.**, a Delaware corporation and sole member of Emphasis and sole shareholder of Citco ("Parent"), pursuant to the resolutions of the Boards of Directors and sole member and sole shareholder of the Constituent Parties and in accordance with Section 607.1108 of the Florida Business Corporation Act (the "FBCA") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "LLC Act").

**WITNESSETH:**

**WHEREAS**, the FBCA and the LLC Act permit the merger of Emphasis with and into Citco (the "Merger");

**WHEREAS**, the Boards of Directors and sole member and sole shareholder of the Constituent Parties have deemed it to be in the best interests of the respective Constituent Parties to effect the Merger;

**WHEREAS**, Emphasis is treated as a disregarded entity for U.S. federal income tax purposes;

**WHEREAS**, each of the Constituent Parties agrees to treat the Merger for all income tax purposes as a contribution of assets by Parent to Citco within the meaning of Section 351 of the Internal Revenue Code of 1986, as amended. None of the Constituent Parties shall file a tax return or take any position with any taxing authority that is inconsistent with the tax treatment described in the preceding sentence; and

**WHEREAS**, each of the Constituent Parties has authorized and approved the Merger and authorized, approved, and adopted this Agreement by resolutions of its Board of Directors and the holders of its membership interests and capital stock entitled to vote thereon, in accordance with Section 607.1103 of the FBCA and Title 6, Section 18-209 of the LLC Act;

*[Handwritten signature]*  
Tsun



**NOW THEREFORE**, in consideration of the foregoing premises, the terms and conditions of the Merger and the manner of effecting the same shall be as follows:

1. Constituent Parties; Surviving Company. The names of the Constituent Parties to be merged are Emphasis Software Development, LLC, a Delaware limited liability company, and Citco Technology Management, Inc., a Florida corporation. The name of the Surviving Corporation into which the Non-Surviving Company shall merge is Citco Technology Management, Inc. The address for each Constituent Party and the Surviving Corporation is: 5900 N. Andrews Ave., Suite 700, Ft. Lauderdale, FL 33309

2. Merger. The Constituent Parties shall, pursuant to the provisions of the FBCA and the LLC Act, be merged on the Effective Date as provided for in Section 9 herein. Citco shall continue to exist as the Surviving Corporation, and the separate existence of the Non-Surviving Company shall cease on the Effective Date, pursuant to the provisions of the FBCA and the LLC Act.

3. Certificate of Incorporation and By-Laws of Surviving Corporation. The Certificate of Incorporation of Citco in effect on the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation, and shall continue in full force and effect until changed, altered or amended in the manner prescribed by the provisions of the FBCA. The By-Laws of Citco in effect on the Effective Date shall be the By-Laws of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FBCA.

4. Management of Surviving Corporation. The Board of Directors and the officers of Citco in office on the Effective Date shall be the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

5. Voting of Shares and Membership Interests. The designation, par value, number of outstanding shares or membership interests, the number of votes entitled to be cast and number of votes cast in favor of the Merger by each voting group entitled to vote separately on the Agreement are as follows:

**CITCO TECHNOLOGY MANAGEMENT, INC.**

Designation <u>Par Value</u>	Outstanding <u>Number</u>	Number Entitled <u>To Vote on Merger</u>	Number Voting in <u>Favor of Merger</u>
Common Stock	100	100	100
No Par Value			

**EMPHASIS SOFTWARE DEVELOPMENT, LLC**

Designation <u>Membership Interest</u>	Outstanding <u>Ownership</u>	Percentage Entitled <u>To Vote on Merger</u>	Percentage Voting in <u>Favor of Merger</u>
	100%	100%	100%

6. Conversion of Stock and Membership Interests.

(a) Membership Interests of Emphasis Software Development, LLC. On the Effective Date, each issued and outstanding membership interest of Emphasis, and all rights in respect thereof, shall be cancelled and deemed null and void.

(b) Shares of Citco Technology Management, Inc. On the Effective Date, each issued and outstanding share of the Common Stock, no par value, and whether or not held in treasury, of Citco, and all rights in respect thereof, shall remain issued and outstanding.

7. Effect of Merger. Without limiting the effect of the Merger as provided by the laws of the State of Florida and the State of Delaware, on the Effective Date, all the rights, privileges, immunities, powers, purposes and franchises of each of the Constituent Parties, whether of a public or a private nature, and all property, real, personal and mixed and all debts due to each of said Constituent Parties, on whatever account, as well for stock subscriptions, causes of action or other rights and any other assets of any kind or description belonging to either of the said Constituent Parties shall be vested in the Surviving Corporation without further act or deed, and shall be thereafter the property of the Surviving Corporation as they were of the Non-Surviving Company, and the title to any real or personal property, whether by deed or otherwise, vested in each of the Constituent Parties, shall not revert or be in any way impaired by reason hereof; provided, however, that all rights of creditors and all liens upon any property of each of the Constituent Parties shall be preserved unimpaired with respect to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities, obligations, duties, terms, conditions, restrictions, or disabilities of each Constituent Party shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if they had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignments or other actions are necessary or desirable to vest in the Surviving Corporation the title to any property or rights of the Non-Surviving Company, according to the terms hereof, the proper officers and Board of Directors of such Non-Surviving Company shall and will execute and make all such proper assignments and take such other action necessary or proper to vest title in such property or rights in the Surviving Corporation and otherwise to carry out the purposes of this Agreement.

8. Effectuation of Merger. In the event that the Merger of the Non-Surviving Company with and into the Surviving Corporation shall have been duly authorized and this Agreement shall have been approved by the Boards of Directors and shareholders and members of each Constituent Party in the manner prescribed by the provisions of the FBCA and the LLC Act, the Non-Surviving Company and the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger. The Boards of Directors and the proper officers of the Non-Surviving Company and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect the provisions of this Agreement and the Merger provided for herein.

9. Effective Date. In accordance with Section 607.1109(f) of the FBCA and Title 6, Section 18-209(d) of the LLC Act, the Merger provided for herein shall be effective as of 11:59 p.m., Eastern Standard Time, December 31, 2017 (the "**Effective Date**"). The certificate of merger filed with the Secretary of State of Delaware (the "**Certificate of Merger**") and the articles of merger filed with the Secretary of State of Florida (the "**Articles of Merger**") shall each provide that the Merger, and such Certificate of Merger and Articles of Merger, shall become effective at such time on the Effective Date.

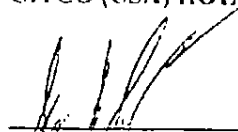
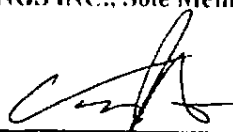
10. Amendment. This Agreement may be amended, as permitted in accordance with the FBCA and the LLC Act, by the Boards of Directors of the Constituent Parties, at any time prior to the Effective Date, as evidenced by appropriate resolutions, provided that if a Certificate of Merger or Articles of Merger shall have been filed and if any such amendment shall affect the contents of the Certificate of Merger or Articles of Merger, a certificate of amendment thereof is filed with the Secretary of State of Delaware and the Secretary of State of Florida prior to the Effective Date, in accordance with the FBCA and the LLC Act.

11. Abandonment of Merger. The Constituent Parties may abandon the Merger and terminate this Agreement, notwithstanding the authorization of the Merger by the Boards of Directors and shareholders and members of the Constituent Parties, at any time prior to the Effective Date, by action of the Boards of Directors of both Constituent Parties, as evidenced by appropriate resolutions, provided that if a Certificate of Merger or Articles of Merger shall have been filed, a certificate of termination thereof is filed with the Secretary of State of Delaware and the Secretary of State of Florida prior to the Effective Date in accordance with Section 607.1103(9) of the FBCA and Title 6, Section 18-209(b) of the LLC Act.

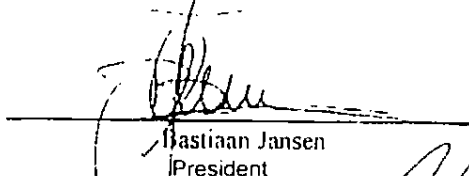
*[Remainder of Page Intentionally Left Blank]*

IN WITNESS WHEREOF, the Constituent Parties have caused this Agreement to be adopted, approved, certified, executed, acknowledged and entered into effective as of the 1st day of December, 2017; provided, however, that, as provided in Section 9 hereof, the Merger shall be effective as of 11:59 p.m., Eastern Standard Time, on the Effective Date.

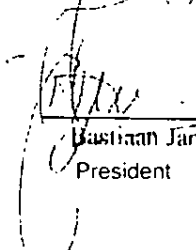
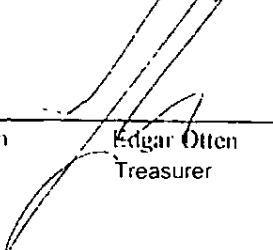
EMPHASIS SOFTWARE DEVELOPMENT, LLC, by  
CITCO (USA) HOLDINGS INC., Sole Member, by

 _____ Jay Peller President	 _____ Timothy Mienis Vice President
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CITCO TECHNOLOGY MANAGEMENT, INC., by

 _____ Bastiaan Jansen President
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CITCO (USA) HOLDINGS INC., by

 _____ Bastiaan Jansen President	 _____ Edgar Otten Treasurer
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