



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

43647

ID Number: XXXXXXXXXX

upon filing

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

ARTICLES OF MERGER OR CONSOLIDATION INTO

(To Be Filed In Duplicate Original)

	Atrion Networking		
	(Insert full name of surviving or	r new entity on this line.)	
SE	CTION I: TO BE COMPLETED BY ALL MERGING OF	R CONSOLIDATING ENTITIES	
ol	rsuant to the applicable provisions of the Rhode Island General lowing Articles of X Merger <u>or</u> Consolidation <i>(check one b</i> tity.	al Laws, 1956, as amended, the undersigned ox only) for the purpose of merging or conscious	ed entities submit the blidating them into one
ì.	The name and type (for example, business corporation, non-proeach of the merging or consolidating entities and the states unde	ifit corporation, limited liability company, limite er which each is organized are:	
	9 500 Name of entity	Type of entity	State under which entity is organized
	Extranet, LLC	limited liability compa	ny RI
	Atrion Networking Corporation	corporation	RI
		Networking Corporation Island Indicate the state of the	entity in the manner dation)
€.	If the surviving entity's name has been amended via the merger, N/A		
•	If the surviving or new entity is to be governed by the laws of a not qualified to conduct business in the state of Rhode Island, the in any proceeding for the enforcement of any obligation of any irrevocably appoints the Secretary of State as its agent to according address to which a copy of such process of service shall be main N/A	he entity agrees that: it may be served with properties of the meropetic entity which is a party to the meropet service of process in any action, suit, or	ocess in Rhode Island ger or consolidation; it
g.	The future effective date (which shall be a date or time certain nor, in the case of a subsidiary merger, on or after the 30th d	no more than thirty (30) days after the filing of lay after the mailing of a copy of the agree	the Articles of Merger ment of merger to the

SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A <u>BUSINESS</u> <u>CORPORATION</u> PURSUANT TO TITLE 7, CHAPTER 1.1 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED.

shareholders of the subsidiary corporation) of the merger or consolidation is (if upon filing, so state)

a. If one or more of the merging or consolidating entities is a business corporation (except one whose shareholders are not required to approve the agreement under Section 7-1.1-67, or does not require shareholder approval pursuant to the laws of the state under which the corporation is organized, in which event that fact shall be set forth), state below as to each business corporation, the total number of shares outstanding entitled to vote on the Plan of Merger or Consolidation, respectively, and, if the shares

Form No. 610-Revised: 01/99

of any class are entitled to vote on the plan as a class, state below the designation and number of outstanding shares of each

	7m		,	E	intitled to Vote as	a Class		
			Total Number of	De	signation	Number of		
_	me of Business Corporation	_	Shares Outstanding	<u>o: (</u>	Class	<u>Shares</u>		
<u>A</u>	trion Networking Corporat	ion	600					
-			<u>_</u> _			 		
_			. 			-		
to un the	one or more of the merging or consol approve the agreement under Section der which the corporation is organized total number of shares voted for another the number of shares of each class	on 7-1.1-67, or doe d, in which event th d against such plan	es not require share nat fact shall be set n, respectively, and a	eholder approval p forth), state below as to each class er	ursuant to the la- as to each busine	ws of the state ess corporation		
	and ag		mot the plant, respec	•				
<u>N</u> a	ame of Business Corporation	Total Voted For	Total Voted Against	Class	to Vote as a Class Voted For	S Voted Against		
	trion Networking Corporat	· · · · · · · · · · · · · · · · · · ·	0					
_			.115					
_	* All 600 shares voted				ted without	<u> </u>		
_	meeting pursuant to	written conse	ents of the sm	arenorders.				
i)	surviving corporation. N/A i) The name of the subsidiary corporation is							
ii)	ii) State below the number of outstanding shares of each class of the subsidiary corporation and the number of the shares of each class of the subsidiary corporation owned by the surviving corporation.							
	Number of Shares	•	Number of					
	Outstanding of the Subsidiary Corporation	Designation of Class	Subsidiary	Corporation Owner g Corporation	d Designation of Class	1		
		·						
:::	A copy of the plan of manner was	ailad ka abaasha lala						
ш	A copy of the plan of merger was m	alled to snareholde	rs of the subsidiary (corporation on				
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SECT	10N III: TO BE COMPLETED OF A NON-PROFIT CORI GENERAL LAWS, AS	PORATION PUR						
ı if	·		i l					
a. IT SL	If the members of any merging or consolidating non-profit corporation are entitled to vote thereon, attach a statement for each such non-profit corporation which sets forth the date of the meeting of members at which the Plan of Merger or Consolidation was adopted, that a quorum was present at the meeting, and that the plan received at least a majority of the votes which member present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation							
ac	uch non-profit corporation which sets to dopted, that a quorum was present a	forth the date of the it the meeting, and	meeting of member that the plan receive	rs at which the Pla red at least a majo	n of Merger or Co prity of the votes	ensolidation was which members		

and a statement of the fact that the plan received the vote of a majority of the directors in office.

SECTION IV: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED PARTNERSHIP PURSUANT TO TITLE 7, CHAPTER 13 OF THE RHODE ISLAND GENERAL LAWS, AS AMENDED The agreement of merger or consolidation is on file at the place of business of the surviving or resulting domestic limited partnership or other business entity and the address thereof is: A copy of the agreement of merger or consolidation will be furnished by the surviving or resulting domestic limited partnership or other business entity, on request and without cost, to any partner of any domestic limited partnership or any person holding an interest in any other business entity which is to merge or consolidate. SECTION V: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES Extranet, LLC Print Entity Name By: Member Name of person signing Charles L. Nault Title of person signing By: Name of person signing Title of person signing COUNTY OF 3 , on this day of 2000 before me personally Charles L. Nault appeared who, being duly sworn, declared that he/xxxxis xhe of the above-named entity and that he size signed the foregoing document as such <u>a me</u>mber authorized agent, and that the statements herein contained are true My Commission Expires: Atrion Networking Corporation Print Entity Name By: President Name of person L. Nault Title of person signing Cheryl A. Nault Title of person signing STATE OF Khade **COUNTY OF** 2000, before me personally appeared Charles L. Nault who, being duly sworn, declared that he/size is the President of the above-named entity and that here is signed the foregoing document as such authorized agent, and that the statements herein contained are true Notary Public W & My Commission Expires:

· AUG 3 0 2000 Ey J M. A. 2018

AGREEMENT AND PLAN OF MERGER

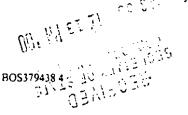
THIS AGREEMENT AND PLAN OF MERGER is made as of the 29th day of August, 2000, by and between Extranet, LLC, a Rhode Island limited liability company ("Extranet"), and ATRION NETWORKING CORPORATION, a Rhode Island corporation ("Atrion").

WHEREAS, the parties desire that Extranet be merged with and into Atrion, with Atrion to be the surviving entity, pursuant to the laws of the State of Rhode Island;

Now, THEREFORE, in consideration of the premises and the mutual benefits to be derived from this Agreement and Plan of Merger, the parties hereby agree upon the following terms and conditions of merger:

- 1. Extranet shall be merged with and into Atrion, and Atrion shall be the surviving entity of the merger. The effective date of the merger (the "Effective Date") shall be the date of the filing of Articles of Merger with the Secretary of State of Rhode Island.
- 2. At the time the merger becomes effective, all the property, rights, privileges, franchises, patents, trademarks (including accompanying goodwill), licenses, registration and other assets of every kind and description of Extranet shall be transferred to, vested in and devolve upon Atrion without further act or deed, and all property, rights and every other interest of Extranet shall be as effectively the property of Atrion as they were of Extranet. Extranet hereby agrees from time to time, as and when requested by Atrion or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken all such further or other action as Atrion may deem necessary or desirable in order to vest in and confirm to Atrion title to and possession of any property acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the interest and purposes hereof, and the managers and any officers of Extranet and the proper officers and directors of Atrion are fully authorized in the name of Extranet or otherwise to take any and all such action.
- 3. At the time the merger shall become effective, all of the membership interests in Extranet outstanding on the Effective Date shall, by virtue of the merger described herein and without any action on the part of the holder thereof, cease to exist.
- 4. The Articles of Incorporation of Atrion, as amended and in effect immediately preceding the filing of the Articles of Merger on the Effective Date, shall be amended as follows:
 - (a) The reference to "1,000 shares, Common, No Par Value" in paragraph (a) of Article Fourth of said Articles shall be deleted in its entirety and the following shall be substituted therefor in paragraph (b) of Article Fourth:

If more than one class: Total number of shares 2,250,000"



(b) Following the pre-printed text in Article Fourth of said Articles, the following shall be added:

"See Continuation Page 4."

- (c) Continuation Page 4, as set forth in **Exhibit A** attached hereto and made a part hereof, shall be attached to said Articles, as amended hereby, and made a part thereof.
- (d) Article Fifth of said Articles shall be deleted in its entirety and the following shall be substituted therefor:

"FIFTH. Provisions (if any) dealing with the preemptive right of shareholders pursuant to §7-1.1-24 of the General Laws, 1956, as amended:

No shareholder shall have any preemptive right to acquire unissued or treasury shares or securities convertible into shares or carrying a right to subscribe to or acquire shares, except as may be provided in a written agreement between the corporation and such shareholder."

(e) The following sentence shall be added to Article Sixth of said Articles:

"Except as provided in Section 7-1.1-30.3 of the Rhode Island Business Corporation Act (the "Act"), any action required or permitted to be taken at a meeting of shareholders of the corporation by the Act or the Certificate of Incorporation of the corporation, may be taken without a meeting upon the written consent of less than all the shareholders entitled to vote thereon, if the shareholders who so consent would be entitled to cast the minimum number of votes that would be required to take the action at a meeting at which all the shareholders entitled to vote thereon are present."

[The remainder of this page is intentionally left blank.]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be signed on their behalf under seal by their duly authorized representatives as of the date first written above.

Extranet:

EXTRANET, LLC

Atrion:

ATRION NETWORKING CORPORATION

Name: Charles Mault

Title: Member

By: Name: Charles L. Nault

Title: President

CONTINUATION PAGE 4

The total number of shares of all classes of stock which the Corporation shall have authority to issue is 2,250,000 shares, consisting of 1,673,845 shares of Common Stock, par value \$.01 per share (the "Common Stock") and 576,155 shares of Preferred Stock, par value \$.01 per share (the "Preferred Stock"). The powers, preferences and rights, including voting rights, and the qualifications, limitations or restrictions thereof, in respect of the Common Stock and the Preferred Stock shall be as follows:

A. COMMON STOCK.

- 1. <u>Designations</u>. Of the Common Stock authorized for issuance, 1,443,845 shares shall be designated "Voting Common Stock" and 230,000 shares shall be designated "Non-Voting Common Stock." The Voting Common Stock and Non-Voting Common Stock shall have the powers, preferences and rights and the qualifications, limitations and restrictions thereof as set forth in this Section A.
- Corporation, whether voluntary or involuntary, holders of Voting Common Stock, together with holders of Non-Voting Stock, will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock. At each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings), the holders of Voting Common Stock are entitled to one vote for each share of Voting Common Stock held, with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. Dividends may be declared and paid on the Voting Common Stock from funds lawfully available therefore as and when determined by the Board of Directors.
- 3. Non-Voting Common Stock. The powers, preferences and rights of the Non-Voting Common Stock shall be the same as the powers, preferences and rights of the Voting Common Stock, except that the holders of Non-Voting Common Stock shall not be entitled to vote on any matter presented to the stockholders of the Corporation, except as otherwise provided by law. In all other respects, shares of Non-Voting Common Stock shall be the same as shares of Voting Common Stock.

B. <u>PREFERRED STOCK</u>.

- 1. <u>Designation of Series A Preferred Stock</u>. All of the 576,155 shares of Preferred Stock authorized for issuance shall be designated "Series A Preferred Stock" and shall have the powers, preferences and rights and the qualifications, limitations and restrictions thereof as set forth in this Section B.
- 2. <u>Dividends</u>. Dividends may be declared and paid on the Series A Preferred Stock from funds lawfully available therefore as and when determined by the Board of Directors.

Cash dividends declared and paid on Common Stock shall be declared and paid on Series A Preferred Stock as if such Preferred Stock were converted to Voting Common Stock as provided in Section B.5.

- 3. <u>Liquidation</u>, <u>Dissolution or Winding Up</u>. In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution or payment is made to any holders of any shares of Common Stock, the holder of each share of Series A Preferred Stock then outstanding shall be entitled to be paid first out of the assets of the Corporation available for distribution to holders of the Corporation's capital stock of all classes, an amount equal to the greater of:
- (a) \$2.6035 per share of Series A Preferred Stock (which amount shall be subject to equitable adjustment whenever there shall occur a stock dividend, stock split, combination, reorganization, recapitalization, reclassification or other similar event involving a change in the capital structure of the Series A Preferred Stock); or
- (b) such amount per share of Series A Preferred Stock as would have been payable had each such share been converted to Voting Common Stock immediately prior to such event of liquidation, dissolution or winding up pursuant to the provisions of Section B.5 hereof

shall be tendered to the holders of the Series A Preferred Stock with respect to such liquidation, dissolution or winding up.

After such payment shall have been made in full to the holders of the Series A Preferred Stock, or funds necessary for such payment shall have been set aside by the Corporation in trust for the account of holders of the Series A Preferred Stock so as to be available for such payment, the remaining assets available for distribution shall be distributed ratably among the holders of the Common Stock.

- 4. <u>Voting</u>. At each meeting of stockholders of the Corporation (and written actions of stockholders in lieu of meetings) each holder of outstanding shares of Series A Preferred Stock shall be entitled to the number of votes equal to the number of whole shares of Voting Common Stock into which the shares of Series A Preferred Stock held by such holder are then convertible (as adjusted from time to time pursuant to Section B.5 hereof), with respect to any and all matters presented to the stockholders of the Corporation for their action or consideration. Except as provided by law or in any agreement among the Company and such stockholders, holders of Series A Preferred Stock shall vote together with the holders of Voting Common Stock as a single class.
- 5. <u>Conversion Rights</u>. The holders of the Scries A Preferred Stock shall have the following rights with respect to the conversion of such shares into shares of Voting Common Stock.
- (a) General. Subject to and in compliance with the provisions of this Section B.5, any shares of the Series A Preferred Stock may, at the option of the holder thereof,

be converted at any time into fully-paid and non-assessable shares of Voting Common Stock. The number of shares of Voting Common Stock which a holder of Series A Preferred Stock shall be entitled to receive upon conversion shall be the product obtained by multiplying (i) the number of shares of Series A Preferred Stock being converted by such stockholder at any time by (ii) the Series A Conversion Rate for the Series A Preferred Stock (determined as provided in Section B.5(b) hereof).

- (b) <u>Applicable Conversion Rate</u>. The conversion rate in effect at any time for the Series A Preferred Stock (the "Series A Conversion Rate") shall be the quotient obtained by dividing (i) \$2.6035 by (ii) the Series A Conversion Value (calculated as provided in Sections B.5(c) and B.5(d) hereof).
- (c) <u>Conversion Value</u>. The Series A Conversion Value in effect from time to time, except as adjusted in accordance with Section B.5(d) hereof, shall be \$2.6035 with respect to the Series A Preferred Stock (the "Series A Conversion Value").
- Adjustments to Conversion Value Upon Extraordinary Common Stock Event. Upon the happening of an Extraordinary Common Stock Event (as hereinafter defined), the Series A Conversion Value shall, simultaneously with the happening of such Extraordinary Common Stock Event, be adjusted by multiplying (i) the Series A Conversion Value by (ii) a fraction, the numerator of which shall be (A) the number of shares of Common Stock outstanding immediately prior to such Extraordinary Common Stock Event and the denominator of which shall be the number of shares of Common Stock of the Corporation outstanding immediately after such Extraordinary Common Stock Event, and the product so obtained shall thereafter be the Series A Conversion Value. The Series A Conversion Value, as so adjusted, shall be readjusted in the same manner upon the happening of any successive Extraordinary Common Stock Event or Events. An "Extraordinary Common Stock Event" shall mean (I) the issue of additional shares of Common Stock as a dividend or other distribution on outstanding shares of Common Stock, (II) a stock split or subdivision of outstanding shares of Common Stock into a greater number of shares of Common Stock, or (III) a combination or reverse stock split of outstanding shares of Common Stock into a smaller number of shares of Common Stock.

- upon the effectiveness of an underwritten public offering on a firm commitment basis pursuant to an effective registration statement filed pursuant to the Securities Act of 1933, as amended, covering the offer and sale of Common Stock for the account of the Corporation in which the Corporation actually receives net proceeds equal to or greater than \$25,000,000, all outstanding shares of Series A Preferred Stock shall be converted automatically into the number of whole shares of Voting Common Stock into which such shares of Series A Preferred Stock are then convertible pursuant to this **Section B.5** immediately prior to the effectiveness of such underwritten public offering, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Corporation or its transfer agent.
- (f) <u>Fractional Shares</u>. No fractional shares of Voting Common Stock shall be issued upon conversion of any shares of the Series A Preferred Stock. In lieu of any fractional shares to which the holder of Series A Preferred Stock would otherwise be entitled, the Corporation shall pay cash equal to such fraction multiplied by the then effective Conversion Value.
- of the conversion events specified in this Section B.5, (i) the holders of the Series A Preferred Stock shall surrender the certificates representing the shares of Series A Preferred Stock at the office of the Corporation or of its transfer agent for the Voting Common Stock. Thereupon, there shall be issued and delivered to such holder a certificate or certificates for the number of shares of Voting Common Stock into which the shares of Series A Preferred Stock so surrendered were convertible on the date on which such conversion occurred. The Corporation shall not be obligated to issue such certificates unless certificates evidencing the shares of Series A Preferred Stock being converted are either delivered to the Corporation or any such transfer agent, or the holder notifies the Corporation that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection therewith.
- Stock issuable upon the conversion of the Series A Preferred Stock shall be changed into the same or different number of shares of any class or classes of capital stock, whether by capital reorganization, recapitalization, reclassification, exchange of shares or otherwise (other than a subdivision or combination of shares or stock dividend provided for elsewhere in this Section B.5, or the sale of all or substantially all of the Corporation's capital stock or assets to any other person), then and in each such event each holder of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of such holder's shares of Series A Preferred Stock the number of shares of capital stock and other securities and property receivable upon such reorganization, recapitalization, reclassification or other change by the holders of the number of shares of Common Stock into which such shares of Series A Preferred Stock might have been converted immediately prior to such reorganization, recapitalization, reclassification or change, all subject to further adjustment as provided herein.

- (i) Capital Reorganization, Merger, etc. If at any time or from time to time there shall be (i) any capital reorganization of the Common Stock (other than a subdivision, combination, recapitalization, reclassification or exchange of shares provided for elsewhere in this Section B.5); (ii) the merger or consolidation of the Corporation with or into another corporation or other entity (other than a merger or consolidation in which the holders of the capital stock of the Corporation immediately preceding such transaction hold greater than 50% of the capital stock of the surviving or resulting corporation or other entity immediately after such transaction); or (iii) the sale of all or substantially all of the Corporation's capital stock or assets to any other person (each, a "Capital Event"), then as a part of such Capital Event, provision shall be made so that each holder of Series A Preferred Stock shall thereafter be entitled to receive upon conversion of such holder's shares of Series A Preferred Stock the number of shares of stock and other securities and property of the Corporation, or of the successor corporation or other entity surviving or resulting from such Capital Event, to which such holder would have been entitled if such holder had converted its shares of Series A Preferred Stock immediately prior to such Capital Event. In the case of any Capital Event, appropriate adjustment shall be made in the application of the provisions of this Section B.5 so that the provisions of this Section B.5 shall be applicable after that event in as nearly equivalent a manner as may be practicable.
- all times reserve and keep available out of its authorized but unissued shares of Voting Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred Stock, as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series A Preferred Stock, and if at any time the number of authorized but unissued shares of Voting Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series A Preferred Stock, the Corporation shall take such action as may be necessary to increase its authorized but unissued shares of Voting Common Stock to such number of shares as shall be sufficient for such purpose.

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Department of Administration DIVISION OF TAXATION One Capitol Hill Providence, RI 02908-5800

July 10, 2000

TO WHOM IT MAY CONCERN:

Re: ATRION NETWORKING CORPORATION

It appears from our records that the above named corporation has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named corporation for the purpose of:

A MERGER - CORPORATION IS THE SURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Chief Revenue Agent

Corporations



Department of Administration DIVISION OF TAXATION One Capitol Hill Providence, RI 02908-5800

August 4, 2000

TO WHOM IT MAY CONCERN:

Re: EXTRANET, LLC

It appears from our records that the above named limited liability company has filed all the required Business Corporation Tax Returns due to be filed and paid all taxes indicated thereon and is in good standing with this Division as of this date regarding any liability under the Rhode Island Business Corporation Tax Law.

This letter is issued pursuant to the request of the above named limited liability company for the purpose of:

A MERGER - CORPORATION IS THE NONSURVIVOR

Very truly yours,

R. Gary Clark
Tax Administrator

Edward J. Franagan, J Chief Revenue Agent

Corporations