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State of Rhode Island and Providence Plantations
Department of State - Business Services Division

Application for Articles of Merger

DOMESTIC or FOREIGN Business Corporation, Limited Partnership,
Limited Liability Company or Non-Profit Corporation

- Business Corporation Filing Fee: \$100.00
- Limited Liability Company Fee: \$100.00
- Limited Partnership Fee: \$50.00
- Non-Profit Corporation Fee: \$25.00

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Pursuant to the provisions of RIGL Title Z, the undersigned entities submit the following Articles of Merger ☒ or Consolidation ☐ for the purpose of merging or consolidating them into one entity:

SECTION I: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES

a. The name and type (for example, business corporation, non-profit corporation, limited liability company, limited partnership, etc.) of each of the merging or consolidating entities and the state under which each is organized are:

ENTITY ID	NAME OF ENTITY	TYPE OF ENTITY	STATE under which entity is organized
84556	Vector Software, Inc.	corporation	RI 84556
800481951	Vector North America Inc.	corporation	MI

b. The laws of the state under which each entity is organized permit such merger or consolidation.

c. The full name of the surviving entity is:

Vector North America Inc.

which is to be governed by the laws of the state of:

Michigan

d. The attached Plan of Merger or Consolidation was duly authorized, approved, and executed by each entity in the manner prescribed by the laws of the state under which each entity is organized. A Plan of Merger or Consolidation **MUST** be attached.

e. If the surviving entity's name has been amended via the merger, please state the new name:

f. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, and such surviving or new entity is not qualified to conduct business in the state of Rhode Island, the entity agrees that it: (i) may be served with process in Rhode Island in any proceeding for the enforcement of any obligation of any domestic entity which is a party to the merger or consolidation; (ii) irrevocably appoints the Secretary of State as its agent to accept service of process in any action, suit, or proceeding; and (iii) the address to which a copy of such process of service shall be mailed to it by the Secretary of State is:

39500 Orchard Hill Place, Suite 400, Novi, Michigan 48375

MAIL TO:
Division of Business Services
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040
Website: www.sos.ri.gov

FILED ^M
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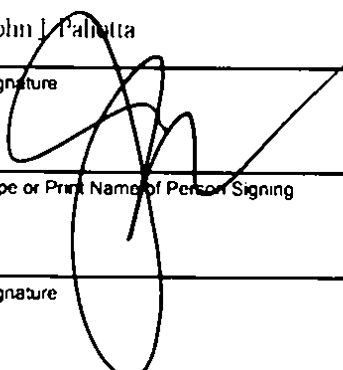
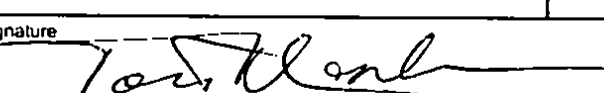
Form 610- Revised 06/2020

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g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY	
<input type="checkbox"/> Date received (Upon filing)	0:00 a.m. of January 1, 2021
<input checked="" type="checkbox"/> Later effective date (see instructions)	
SECTION II: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A BUSINESS CORPORATION PURSUANT TO RIGL CHAPTER 7-1.2.	
a. If the surviving or new entity is to be governed by the laws of a state other than the State of Rhode Island, such surviving or new entity hereby agrees that it will promptly pay to the dissenting shareholders of any domestic corporation the amount, if any, to which they shall be entitled under the provisions of RIGL Chapter 7-1.2.	
b. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1309, the corporation has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]	
c. Complete the following subparagraphs i and ii only if the merging business corporation is a subsidiary corporation of the surviving corporation.	
i) The name of the subsidiary corporation is:	
ii) The date a copy of the plan of merger was mailed to shareholders of the subsidiary corporation is (such date shall not be less than 30 days from the date of filing):	
SECTION III: TO BE COMPLETED ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A NON-PROFIT CORPORATION PURSUANT TO RIGL CHAPTER 7-6.	
a. 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 members present at the meeting or represented by proxy were entitled to cast; OR attach a statement for each such non-profit corporation which states that the plan was adopted by a consent in writing signed by all members entitled to vote with respect thereto.	
b. If any merging or consolidating corporation has no members, or no members entitled to vote thereon, then as to each such non-profit corporation attach a statement which states the date of the meeting of the board of directors at which the plan was adopted, 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 RIGL CHAPTER 7-13.	
a. 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: 39500 Orchard Hill Place, Suite 400, Novi, Michigan 48375	
b. 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.	
c. An original Letter of Good Standing issued by the RI Division of Taxation must accompany these Articles of Merger or Consolidation.	

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Form 610- Revised: 06/2020

SECTION V: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A LIMITED LIABILITY COMPANY PURSUANT TO RIGL CHAPTER 7-16.		
a. The limited liability company certifies that it has no outstanding tax obligations. As required by RIGL § 7-16-8, the limited liability company has paid all fees and taxes. [Note: Tax status can be verified at taxportal.ri.gov]		
SECTION VI: TO BE COMPLETED BY ALL MERGING OR CONSOLIDATING ENTITIES		
<i>Under penalty of perjury, we declare and affirm that we have examined these Articles of Merger or Consolidation, including any accompanying attachments, and that all statements contained herein are true and correct.</i>		
Type or Print Entity Name Vector Software, Inc.		
Type or Print Name of Person Signing John J. Palotta	Title of Person Signing President	
Signature 	Date 10.31.2020	
Type or Print Name of Person Signing	Title of Person of Signing	
Signature	Date	
Type or Print Entity Name Vector North America Inc.		
Type or Print Name of Person Signing Tonio Mascolo	Title of Person Signing President	
Signature 	Date 10.31.2020	
Type or Print Name of Person Signing	Title of Person Signing	
Signature	Date	

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Form 610- Revised 06/2020

PLAN OF MERGER

Transferee company

Name of company: Vector North America Inc. ("VA")

Type of company: Michigan corporation

Reg. no.: 800481951

Registered office: 39500 Orchard Hill Place, Suite 400, Novi, MI 48375

Transferor company

Name of company: Vector Software, Inc. ("VSW")

Type of company: Rhode Island corporation

Reg. no.: 84556

Registered office: 1351 South Country Trail, Suite 310, East Greenwich, RI 02818

Background

VA (the transferee company) and VSW (the transferor company) belong to the same corporate group, sharing the same parent company, Vector Informatik GmbH ("VI"). The boards of directors of the companies resolved that the transferee company shall, through a merger, assume all assets and liabilities of the transferor company. The transfer of all assets and liabilities is performed by law by way of universal succession. Upon execution of the merger agreement between the transferee company and the transferor company, and registration of the merger with the States of Michigan and Rhode Island, the transferor company shall be merged out of existence by operation of law as of effective date and time of the merger, without liquidation.

Scheduled date for dissolution of the transferor company

The effective date and time of the merger is 0:00 a.m. of January 1, 2021. The transferor company shall be merged out of existence by operation of law as of the effective date and time of the merger. As of the effective date and time of the merger, the activities of the transferor company shall be treated for accounting purposes as being those of the transferee company. Any share certificates relating to shares in the transferor company shall then be voided.

Rights of holders of securities conveying special rights

The transferor company and transferee company have not issued any securities conveying special rights. The transferee company shall not confer special right to its shareholder or to holders of securities other than shares as a result of the merger. Measures to confer special rights shall not be proposed.

Fees

No separate fees or other advantage shall be granted to members of administrative, management, supervisory and controlling bodies of both transferor company and transferee company as a result of the merger. Payment shall be made to the auditors in respect of their special review as a result of the merger for the time expended in the review of the merger plan. The auditor shall not receive other separate fees or other advantages.

Circumstances regarding suitability of the merger

The merger is being carried out for organisational reasons.

Consideration

The transferee company shall not perform a share capital increase within the course of the merger. The shareholder of the transferor entity shall not receive shares in transferee entity, since both companies ultimately belong to the same corporate group in accordance with the appended group chart. The merger does not entail any change in the net worth of the ultimate shareholders in the group. The assets and liabilities of both companies have been valued based on the booked net asset value.

All shareholders in the transferee company and the transferor company consent to no merger cash consideration being paid.

Costs

The transferee company shall bear all costs in connection with the merger.

Novi, 31 October, 2020

VA:

By: 

Name: Tonio Mascolo

Its: President & CEO

The above merger plan was approved by shareholders holding all of the shares in VA

Stuttgart, 31 October, 2020

VA Shareholder:

Vector Informatik GmbH

By: 

Name: Dr. Thomas Beck

Its: Geschäftsführer

By: 

Name: Thomas Riegraf

Its: Geschäftsführer

East Greenwich, 31 October, 2020

VSW:

By: 

Name: John J. Paliotta

Its: President

The above merger plan was approved by shareholders holding all of the shares in VSW

Stuttgart, 31 October, 2020

VSW Shareholder:

Vector Informatik GmbH

By: 

Name: Dr. Thomas Beck

Its: Geschäftsführer

By: 

Name: Thomas Riegraf

Its: Geschäftsführer