



**State of Rhode Island
Department of State - Business Services Division**

Application for Articles of Merger

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

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV

2023 JUL 12 P 2:51

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

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, 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 <small>*under which entity is organized</small>
	Automated Merchant Systems, LLC	LLC	FL
	eGov Strategies Limited Liability Com	LLC	IN
000003068	Wonderware, Inc.	Corporation	RI
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: Wonderware, Inc.			
which is to be governed by the laws of the state of: Rhode Island			
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:			

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
JUL 12 2023
BY STDL

AA. 2:51 pm.

g. Date when these Articles of Merger or Consolidation will be effective: CHECK ONE BOX ONLY
<input checked="" type="checkbox"/> Date received (Upon filing)
<input 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 by emailing tax.collections@tax.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: APPLICABLE ONLY IF ONE OR MORE OF THE MERGING OR CONSOLIDATING ENTITIES IS A PARTNERSHIP PURSUANT TO RIGL CHAPTER 7-13.1 or 7-12.1.
a. The partnership certifies that it has no outstanding tax obligations. As required by RIGL 7-13.1-213 and 7-12.1-914, the partnership has paid all fees and taxes. [Note: Tax status can be verified by emailing tax.collections@tax.ri.gov]
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 by emailing tax.collections@tax.ri.gov]

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.

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 eGov Strategies Limited Liability Company		
Type or Print Name of Person Signing Matthew McDonald	Title of Person Signing Secretary	
Signature <small>DocuSigned by:</small> <i>Matthew McDonald</i> <small>630666E857A6A1</small>		Date 7/10/2023
Type or Print Name of Person Signing	Title of Person of Signing	
Signature	Date	
Type or Print Entity Name Automated Merchant Systems, LLC		
Type or Print Name of Person Signing Matthew McDonald	Title of Person Signing Secretary	
Signature <small>DocuSigned by:</small> <i>Matthew McDonald</i> <small>630666E857A6A1</small>		Date 7/10/2023
Type or Print Name of Person Signing	Title of Person Signing	
Signature	Date	

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.

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

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.

Type or Print Entity Name
Wonderware, Inc.

Type or Print Name of Person Signing Dan Paulus	Title of Person Signing CEO
--	--------------------------------

Signature <small>DocuSigned by:</small>  <small>6219620043201423</small>	Date 7/10/2023
--	-------------------

Type or Print Name of Person Signing	Title of Person of Signing
--------------------------------------	----------------------------

Signature	Date
-----------	------

Type or Print Entity Name

Type or Print Name of Person Signing	Title of Person Signing
--------------------------------------	-------------------------

Signature	Date
-----------	------

Type or Print Name of Person Signing	Title of Person Signing
--------------------------------------	-------------------------

Signature	Date
-----------	------

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.

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") is dated effective as of July 10, 2023, by and between Wonderware, Inc., a Rhode Island corporation ("Wonderware" or the "Surviving Entity"), Automated Merchant Systems, LLC, a Florida limited liability company ("AMS"), and eGov Strategies Limited Liability Company, an Indiana limited liability company ("eGov"). Wonderware, AMS, and eGov are hereinafter sometimes referred to collectively as the "Constituent Entities."

RECITALS

WHEREAS, Wonderware is the sole shareholder and the parent entity of each of eGov and AMS; and

WHEREAS, the shareholder and directors of Wonderware and the members and managers of each of AMS and eGov have determined that it would be in the best interests of their respective entities and their respective shareholders and members for AMS and eGov to merge with and into Wonderware in accordance with the Rhode Island Business Corporation Act, the Indiana Uniform Business Organization Transactions Act and the Florida Revised Limited Liability Company Act.

AGREEMENT

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Entities hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger**. Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), each of AMS and eGov shall be merged (the "Merger") with and into Wonderware, with the separate corporate existence of AMS and eGov ceasing, and Wonderware shall continue as the surviving entity of the Merger.
2. **Effective Date**. The Merger shall become effective upon the filing of the Articles of Merger in such form as is required with the Secretary of State of the State of Rhode Island or at such subsequent date and time as the Constituent Entities shall specify in the Articles of Merger (the "Effective Date").
3. **Effect of Merger**. Upon the Effective Date: (a) Wonderware, AMS, and eGov shall become a single corporation and the separate existences of AMS and eGov shall cease; (b) Wonderware shall succeed to and possess all the rights, privileges, powers, and immunities of each of AMS and eGov, which, together with all of the assets, properties, business, patents, trademarks, and goodwill of each of AMS and eGov of every type and description wherever located, shall vest in Wonderware without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall remain unimpaired; and (d) the name of Wonderware shall remain.
4. **Certificate of Formation, Etc**. Upon the Effective Date and by virtue of the Merger: (a) the articles of incorporation of Wonderware, as in effect immediately prior to the Effective Date, shall be the articles of incorporation of the Surviving Entity until thereafter

amended in accordance with the provisions thereof and as provided by Rhode Island law; (b) the bylaws and other governing documents of Wonderware, as in effect immediately prior to the Effective Date shall continue to be the bylaws and governing documents of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and as provided by Rhode Island law; and (c) the articles of organization and the operating agreements of each of AMS and eGov, as in effect immediately prior to the Effective Date, shall be terminated.

5. **Conversion of Membership Interests.** Upon the Effective Date, all of the membership interests of each of AMS and eGov issued and outstanding immediately prior to the Effective Date shall be cancelled, and all shares of capital stock of Wonderware issued and outstanding immediately prior to the Effective Date shall remain outstanding and each such share shall continue to represent one share of capital stock of the Surviving Entity.

6. **Governing Law.** This Plan shall be governed and construed in accordance with the laws of the State of Rhode Island, without regard to conflict of law principles.

7. **Counterparts.** This Plan may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

{Signatures on the Following Page}

IN WITNESS WHEREOF, the Constituent Entities have executed this Plan of Merger on the date first above written.

WONDERWARE:

Wonderware, Inc., a Rhode Island corporation

By: DocuSigned by:
Dan Paulus
Dan Paulus, CEO

AMS:

Automated Merchant Systems, LLC, a Florida limited liability company

By: DocuSigned by:
Matthew McDonald
Matthew McDonald, Secretary

eGOV:

eGov Strategies Limited Liability Company, an Indiana limited liability company

By: DocuSigned by:
Matthew McDonald
Matthew McDonald, Secretary