

05-22-2002

Form PTO-1594

(Rev. 03/01)

OMB No. 0651-0027 (exp. 5/31/2002)

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U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):

CLSI, Inc.

- ☐ Individual(s) ☐ Association
☐ General Partnership ☐ Limited Partnership
☒ Corporation-State Massachusetts
☐ Other _____

Additional name(s) of conveying party(ies) attached? ☐ Yes ☒ No

3. Nature of conveyance:

- ☐ Assignment ☒ Merger
☐ Security Agreement ☐ Change of Name
☐ Other _____

Execution Date: Apr. 30, 1994

2. Name and address of receiving party(ies)

Name: Geac Computers, Inc.

Internal c/o Geac Computer Corporation Limited

Address: Attn: Ruth Klein, Asst. Gen. Counsel

Street Address: 11 Allstate Parkway, Suite 300

City: Markham, Ontario, Canada Zip: L3R 9T8

- ☐ Individual(s) citizenship _____
☐ Association _____
☐ General Partnership _____
☐ Limited Partnership _____
☒ Corporation-State Missouri
☐ Other _____

If assignee is not domiciled in the United States, a domestic representative designation is attached: ☒ Yes ☐ No
(Designations must be a separate document from assignment)Additional name(s) & address(es) attached? ☐ Yes ☒ No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s) _____
NONEB. Trademark Registration No.(s) _____
1168131 1169025Additional number(s) attached ☐ Yes ☒ No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Joshua R. Bressler

Internal Address: Sullivan & Cromwell

Street Address: 125 Broad Street

City: New York State: NY Zip: 10004

6. Total number of applications and registrations involved:

2

7. Total fee (37 CFR 3.41).....\$ 65.00

- ☒ Enclosed
☐ Authorized to be charged to deposit account

8. Deposit account number:

9. Signature.

Joshua R. Bressler

Name of Person Signing

Signature

1-24-02

Date

Total number of pages including cover sheet, attachments, and document:

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231TRADEMARK
REEL: 002477 FRAME: 0441

No. #00275817



State of Missouri
Judith K. Moriarty, Secretary of State

Corporation Division

Certificate of Merger —
Missouri Corporation Surviving

WHEREAS, Articles of Merger of the following corporations:

Name of Corporations CLSI, INC. (A Massachusetts corp not qualified)

ECI COMPUTER, INC. (A California corp not qualified)

INTO: GEAC COMPUTERS, INC. (#00275817)

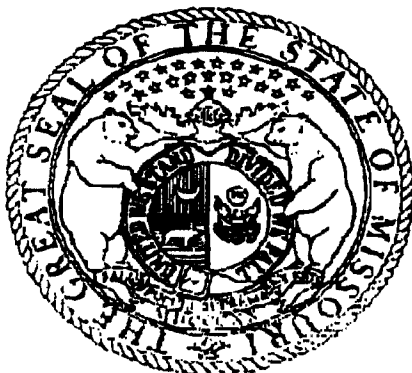
Organized and Existing Under Laws of Massachusetts, California, Missouri

have been received, found to conform to law, and filed.

NOW, THEREFORE, I, JUDITH K. MORIARTY, Secretary of State of the State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effectual, with

GEAC COMPUTERS, INC. (#00275817)

as the surviving corporation.



IN TESTIMONY WHEREOF, I hereunto set my hand and affix
the GREAT SEAL of the State of Missouri. Done at the City of
Jefferson, this 29th day of April,
19 94.

EFFECTIVE DATE: APRIL 30 1994

Judith K. Moriarty
Secretary of State

Fee \$ 25.00

Corp. #21 (1-93)



State of Missouri
Judith K. Moriarty, Secretary of State
P.O. Box 778, Jefferson City, Mo. 65102

Corporation ~~FILED~~ AND CERTIFICATE
ISSUED

Articles of Merger

(Section 351.447, RSMo)
(To be submitted in duplicate)

APR 29 1994

Judith K. Moriarty
SECRETARY OF STATE

Pursuant to the provisions of The General and Business Corporation Law of Missouri, the undersigned corporations certify the following:

- (1) That GEAC COMPUTERS, INC. of Missouri
(Name of Corporation) (Parent State)
 - (2) That CLSI, INC. of Massachusetts
(Name of Corporation) (Parent State)
 - (3) That ECI COMPUTER, INC. of California
(Name of Corporation) (Parent State)
- are hereby merged and that the above named Geac COMPUTERS, INC.
(Name of Corporation) is the surviving corporation.
- (4) That the Board of Directors of GEAC COMPUTERS, INC.
(Name of Corporation) met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
 - (5) That the Board of Directors of CLSI, INC.
(Name of Corporation) met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
 - (6) That the Board of Directors of ECI COMPUTER, INC.
(Name of Corporation) met on April 30, 1994 and by resolution adopted by a majority vote of the members of such board approved the Plan of Merger set forth in these articles.
 - (7) That this Plan of Merger has been adopted pursuant to Section 351.447, RSMo.
 - (8) That the resolution of the Board of Directors of the parent corporation, GEAC COMPUTERS, INC., approving the Plan of Merger is as follows:

See Exhibit A attached hereto.

- (9) That the parent corporation, GEAC COMPUTERS, INC. is in compliance with the 90 percent ownership requirement of Section 351.447, RSMo, and will maintain at least 90 percent ownership of each of the other corporations party to the merger, until the issuance of the Certificate of Merger by the Secretary of State of the State of Missouri.
- (10) PLAN OF MERGER
 1. Geac COMPUTERS, INC. of 1807 Park 270 Dr., St. Louis, MO 63146 is the survivor.

Corp. 012A (1/93)

(MO. - 775 - 6/4/93)

2. All of the property, rights, privileges, leases and patents of the CLST, INC.
BCI COMPUTER, INC. Corporation and
Corporation

are to be transferred to and become the property of SEAC COMPUTERS, INC.

the survivor. The officers and board of directors of the above named corporations are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate a full and complete transfer of ownership.

3. The officers and board of directors of SEAC COMPUTERS, INC. shall continue in office until their successors are duly elected and qualified under the provisions of the by-laws of the surviving corporation.

4. ~~(To be completed if the parent corporation does not own all of the outstanding shares of each of the subsidiary corporations party to the merger.)~~

~~The consideration paid by the surviving corporation upon surrender of each share of the subsidiary corporation(s) which is not owned by the parent corporation is as follows:~~

5. ~~(To be completed if the parent corporation is not the surviving corporation.)~~

~~a. The outstanding shares of _____ parent corporation, shall be exchanged for shares of _____ surviving corporation on the following basis:~~

~~b. The proposed merger has been approved by receiving the affirmative vote of at least two-thirds of the outstanding shares of _____ parent corporation, entitled to vote thereon at a meeting thereof duly called and held on _____ at _____~~

6. It is agreed that, upon and after the issuance of a certificate of merger by the Secretary of State of the State of Missouri:

a. The surviving corporation may be served with process in the State of Missouri in any proceeding for the enforcement of any obligation of any corporation organized under the laws of the State of Missouri which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such corporation organized under the laws of the State of Missouri against the surviving corporation;

b. The Secretary of State of the State of Missouri shall be and hereby is irrevocably appointed as the agent of the surviving corporation to accept service of process in any such proceeding; the address to which the service of process in any such proceeding shall be mailed is
320 Nevada Street, Newtonville, MA 02160

c. The surviving corporation will promptly pay to the dissenting shareholders of any corporation organized under the laws of the State of Missouri which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of "The General and Business Corporation Law of Missouri" with respect to the rights of dissenting shareholders.

7. The articles of incorporation of the survivor ~~are~~ are not amended ~~and~~ ~~as follows:~~

SENT BY FAX

; 9-19-94 ; 8:16AM ; HUTCHINS, WHEELER &

905 475 3847;# 6

009

IN WITNESS WHEREOF, these Articles of Merger have been executed in duplicate by the aforementioned corporations as of the day and year hereafter acknowledged.

Corporate Seal

GEAC COMPUTERS, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

ATTEST:

By

Shelley R. Isenberg, Secretary

Corporate Seal

CLSI, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

ATTEST:

By

Shelley R. Isenberg, Secretary

Corporate Seal

ECI COMPUTER, INC.

(Name of Corporation)

By

Stephen J. Sadler, President

ATTEST:

By

Shelley R. Isenberg, Secretary

Province

State of

County of

ss.

On this 25 day of April in the year 19 94, before me

appeared Stephen J. Sadler, President, known to me to be the person who executed the within Articles of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

(Notarial Seal)

My commission expires

(no expiration)

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(MO. - 775)

Province ONTARIO
State of ONTARIO
County of YORK } ss.

On this 25 day of April in the year 1994 before me

Stephen J. Sadler, Notary Public in and for said state, personally
appeared Stephen J. Sadler President

CLSI, INC.

CLSI, INC. known to me to be the person who executed the within Articles
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein
stated.

(Notarial Seal)


My commission expires

(no expiration)

Province ONTARIO
State of ONTARIO
County of YORK } ss.

On this 25 day of April in the year 1994 before me

Stephen J. Sadler, Notary Public in and for said state, personally
appeared Stephen J. Sadler President

BCI COMPUTER, INC.

BCI COMPUTER, INC. known to me to be the person who executed the within Articles
of Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein
stated.

(Notarial Seal)


My commission expires

(no expiration)

The Secretary of State's Office makes every effort to provide program accessibility to all citizens without regard to disability. If you desire this publication in alternate form because of a disability, please contact the Director of Publications, P.O. Box 778, Jefferson City, Mo. 65102; phone (314) 751-1814. Hearing-impaired citizens may contact the Director by phone through Missouri Relay (800-735-2988). The Corporations Division also maintains a Telecommunications Device for the Deaf (TDD) at (314) 526-5599.

EXHIBIT A

Articles of Merger

WHEREAS, this Corporation deems it advisable and in its best interest to merge with CLSI, INC., a Massachusetts corporation ("CLSI"), and ECI COMPUTER, INC., a California corporation ("ECI"), both of which are wholly-owned subsidiaries of GEAC COMPUTERS, INC. with this Corporation being the surviving corporation (the "Merger"), pursuant to Articles of Merger to be filed with the State of Missouri, the Commonwealth of Massachusetts and the State of California:

WHEREAS, this Corporation was incorporated under the laws of the State of Missouri on May 1, 1985:

WHEREAS, CLSI was incorporated under the laws of the Commonwealth of Massachusetts on June 25, 1976:

WHEREAS, ECI was incorporated under the laws of the State of California on October 11, 1990; and

WHEREAS, this Corporation owns all of the issued and outstanding shares of the capital stock of CLSI and ECI.
NOW, THEREFORE, be it:

RESOLVED: That, pursuant to Section 351.447 of the Missouri General and Business Corporation Law, Chapter 156B Section 82 of the Commonwealth of Massachusetts and Section 1110 of the California Corporations Code, this Corporation and CLSI and ECI be merged in the following terms and conditions (the "Merger");

Terms and Conditions of Merger:

(a) This Corporation shall be the surviving corporation (the "Surviving Corporation") and shall continue to be incorporated and duly organized under the laws of the State of Missouri. The powers of the Surviving Corporation shall be as set forth in the Surviving Corporation's Articles of Organization unless and until the same shall be altered, amended or repealed in accordance with the laws of the State of Missouri. CLSI and ECI shall be the merged corporations and their separate existence shall thereupon cease.

(b) The effective date of the Merger (the "Effective Date") shall be April 30, 1994.

(c) The By-laws of this Corporation as in effect immediately prior to the Effective Date shall from and after the Effective Date become and remain the By-laws of the Surviving Corporation until thereafter amended or restated as provided therein.

(d) The officers and directors of this Corporation in office on the Effective Date shall remain in the same capacities as officers and directors of the Surviving Corporation until their successors have been duly elected and qualified.

(e) On the Effective Date of the Merger, the Surviving Corporation shall assume all of the rights, privileges, powers, franchises, duties, liabilities and obligations of each of this Corporation and CLSI and ECI.

(f) On the Effective Date of the Merger, this Corporation, as the sole stockholder of CLSI and ECI, shall surrender to the Surviving Corporation the certificates representing all of the outstanding shares of capital stock of CLSI and ECI, which certificates shall thereupon be cancelled.

(g) The President of this Corporation be and he hereby is, authorized to execute, and the Clerk of this Corporation be and he hereby is, authorized to execute and to cause the Articles of Merger to be filed with the Commonwealth of Massachusetts, and to do all acts and things, whatsoever, whether within or without the Commonwealth of Massachusetts, which may be in any way necessary or appropriate to effect such Merger.

(h) The President of this Corporation be and he hereby is, authorized to execute, and the Secretary of this Corporation be and he hereby is, authorized to execute a Certificate of Ownership and Merger of this Corporation, and to cause the Certificate of Ownership and Merger to be filed with the Secretary of State of the State of California, and to do all acts and things, whatsoever, whether within or without the State of California, which may be in any way necessary or appropriate to effect such Merger.

(i) The President of this Corporation be and he hereby is, authorized to execute, and the secretary of this Corporation be and he hereby is, authorized to execute Articles of Merger of this Corporation, and to cause the Articles of Merger to be filed with the Secretary of State of the State of Missouri, and to do all acts and things, whatsoever, whether within or without the State of

Missouri, which may be in any way necessary or appropriate to effect such Merger.

(j) Anything herein or elsewhere to the contrary notwithstanding, the terms and conditions of the Merger may be amended, and the Merger may be terminated and abandoned, by the Board of Directors of this Corporation at any time prior to the date of filing of the Articles of Merger with the Secretary of State of the State of Missouri or the Articles of Merger with the Commonwealth of Massachusetts or the Certificate of Ownership and Merger with the Secretary of State of the State of California.

FURTHER

RESOLVED: That the Plan of Merger, substantially in the form previously presented to the undersigned, hereby is, in all respects, approved, adopted, certified and acknowledged.

FURTHER

RESOLVED: That any and all agreements, instruments or certificates previously signed on behalf of the officers of the Corporation in furtherance of the foregoing be, and they hereby are, in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement or certificate had been specifically authorized in advance by resolution of this Board of Directors, and that the proper officers of the Corporation did execute the same.

FURTHER

RESOLVED: That the appropriate officers of the Corporation, or any one of them, be, and they hereby are, authorized, empowered and directed to execute and deliver such other instruments and documents, and to take such other and further action, as they or any one of them shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effect the transactions contemplated thereby.

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