



**AZ CORPORATION COMMISSION
FILED**

JAN 23 2014

FILE NO. R-1592284-6

Certificate of Merger

TERMNET MERCHANT SERVICES, INC. F-1861385-9

Merged Into

TSYS MERCHANT SOLUTIONS, LLC R-1592284-6

Secretary of State
Corporations Division
313 West Tower
2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

DOCKET NUMBER : 140122K11
CONTROL NUMBER : J819959
JURISDICTION : GEORGIA
PRINT DATE : 1/22/2014
FORM NUMBER : 215

CERTIFIED COPY

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that the attached documents are true and correct copies of documents filed under the name of

TERMNET MERCHANT SERVICES, INC.
A DOMESTIC PROFIT CORPORATION

Said entity was formed in the jurisdiction set forth above and has filed in the office of Secretary of State on the date set forth above its certificate of limited partnership, articles of incorporation, articles of association, articles of organization or application for certificate of authority to transact business in Georgia.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence of the existence or nonexistence of the facts stated herein.



B. P. Kemp

Brian P. Kemp
Secretary of State

STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF MERGER

I, **Brian P. Kemp**, the Secretary of State and Corporations Commissioner of the State of Georgia, do hereby issue this certificate pursuant to Title 14 of the Official Code of Georgia Annotated certifying that articles or a certificate of merger and fees have been filed regarding the merger of the below entities, effective as of December 31, 2013. Attached is a true and correct copy of the said filing.

Surviving Entity:
TSYS MERCHANT SOLUTIONS, LLC

Nonsurviving Entity/Entities
TERMNET MERCHANT SERVICES, INC.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on December 20, 2013.



A handwritten signature in black ink, appearing to read 'B. P. Kemp'.

Brian P. Kemp
Secretary of State

Tracking #: APGSKVIG

CERTIFICATE OF MERGER

OF

**TERMINET MERCHANT SERVICES, INC.
A GEORGIA CORPORATION**

WITH AND INTO

**TSYS MERCHANT SOLUTIONS, LLC
A DELAWARE LIMITED LIABILITY COMPANY**

**(PURSUANT TO SECTION 14-2-1105 OF THE
GEORGIA BUSINESS CORPORATION CODE)**

1. The name and state of formation of each of the constituent parties are:
 - a. TermNet Merchant Services, Inc., a Georgia Corporation (the "Corporation"); and
 - b. TSYS Merchant Solutions, LLC, a Delaware limited liability company (the "Limited Liability Company").
2. An Agreement and Plan of Merger (the "Merger Agreement") has been approved, adopted, certified, executed and acknowledged by the Corporation and the Limited Liability Company.
3. The name of the surviving company is TSYS Merchant Solutions, LLC (the "Surviving Company"). The Surviving Company is a Delaware limited liability company.
4. The executed Merger Agreement pursuant to which the Merger is being consummated is on file at the principal place of business of the Surviving Company. The address of the principal place of business of the Surviving Company is 1601 Dodge Street, Suite 23 East, Omaha, Nebraska 68102.
5. A copy of the Merger Agreement will be furnished by the Surviving Company, on request and without cost, to any member of the Surviving Company or any shareholder of the Corporation.
6. The Merger Agreement was duly approved by the shareholders of the Corporation and by the members of the Limited Liability Company.
7. The Merger shall become effective after the close of business on December 31, 2013.

- IN WITNESS WHEREOF, the undersigned limited liability company has caused its duly authorized officer to execute and deliver this Certificate of Merger as of December 17, 2013.

By: Kathy Moates
Name: Kathy Moates
Title: Secretary

12. 435 Super Street, Danville, CA 94519 (408) 439-2222, Fax (408) 439-2223, www.435superstreet.com

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COMMISSIONERS
BOB STUMP – Chairman
GARY PIERCE
BRENDA BURNS
BOB BURNS
SUSAN BITTER SMITH



JODI JERICH
Executive Director

PATRICIA L. BARFIELD
Director
Corporations Division

ARIZONA CORPORATION COMMISSION

February 13, 2014

CT Corporation System
% Gail Flock
2390 E Camelback Rd
Phoenix, AZ 85016

Re: R-1592284-6
TSYS MERCHANT SOLUTIONS, LLC

We are pleased to notify you that your Certificate of Merger have been approved.

- ☐ You must publish the _____ in their entirety. The publication must be in a newspaper of general circulation in the county of the known place of business in Arizona for three consecutive publications. A list of acceptable newspapers is available on the Commission website, www.azcc.gov/divisions/corporations. Publication must be completed WITHIN 60 DAYS after _____, which is the date the document was approved for filing by the Commission. The entity may be subject to administrative dissolution if it fails to publish. You may file the Affidavit of Publication you will receive from the newspaper, but filing it is not mandatory.
- ☒ No publication is required.

We strongly recommend that you periodically monitor the company's record with the Commission, which can be viewed at www.azcc.gov/Divisions/Corporations. If you have questions or need further information please contact us at (602) 542-3026 or Toll Free (Arizona residents only) at 1-800-345-5819.

To subscribe to the Annual Report Email Reminder service, go online to www.azcc.gov/divisions/corporations, then click on the link to search for your entity. On your entity's page, click on the button for "Subscribe to Annual Report Email Reminder."
If you choose not to subscribe, you will not receive any reminder at all.

ARIZONA CORPORATION COMMISSION
CORPORATION DIVISION
SUBMISSION COVER SHEET

Important: use a separate cover sheet for each document

DATE: 1/23/2014

Are you filing: ☐ New Entity ☒ Change to existing Entity ☐ Re submission/Correction

Please Select and Complete all the Appropriate Sections 1 through 10:

Regarding (Name/proposed name for Corp./LLC):

1. Type in Name: TermNet Merchant Services, Inc.

2. Filing Type: (Select Only One)

- | | |
|--|----------|
| <input type="checkbox"/> Articles of Domestication | \$100.00 |
| <input type="checkbox"/> Articles of Incorporation (P) | \$60.00 |
| <input type="checkbox"/> Articles of Incorporation (NP) | \$40.00 |
| <input type="checkbox"/> Articles of Organization | \$50.00 |
| <input type="checkbox"/> Application to Transact Business (B) | \$175.00 |
| <input type="checkbox"/> Application to Conduct Affairs (NP) | \$175.00 |
| <input type="checkbox"/> Application for New Authority | \$175.00 |
| <input type="checkbox"/> Application for Registration | \$25.00 |
| <input type="checkbox"/> Articles of Amendment | \$25.00 |
| <input type="checkbox"/> Articles of Amendment & Restatement | \$25.00 |
| <input type="checkbox"/> Articles of Correction | \$25.00 |
| <input type="checkbox"/> Articles of Merger/Share Exchange | \$100.00 |
| <input type="checkbox"/> Affidavit of Publication | No Fee |
| <input checked="" type="checkbox"/> Other: <u>Evidence of Foreign Merger</u> | |

4. Processing Type:

- ☒ Expedited (\$35.00) (Priority service, Additional
Fee Per Document) Completed as soon as
possible.
- ☐ Regular

5. Select Payment Type: 85

- ☒ Check Amt 135 Check #: 30897519
☐ Check Amt Check #:
☐ Check Amt Check #:
☐ MOD Amt MOD#:
☐ No fee required

3. Extras:

- ☐ Certified Copies Qty @ \$5 each for Corps
☐ Certified Copies Qty @ \$10 each for LLC's
☐ Good Standing Certificate Qty @ \$10 each
☐ Expedite Good Standing (\$35.00 extra)
☐ Expedite Certified Copies (\$35.00 extra)

6. Total Payment Type Entered \$ 135 85

7. Other Special Instructions:

8. SELECT ONE RETURN DELIVERY OPTION:

☒ Pick Up - Please put the document in CT's pick up box.

9. The following individual should be called to pick up completed documents:

Name: CT Corporation System Phone: (602) 381-9104

Pick-up by:
(FOR ACC USE ONLY. Do not fill in this box)

Date:

10. Please respond promptly to phone messages. Documents will be mailed if they are not picked up in a timely manner - approximately two weeks. In that event, the documents should be mailed to the following address:

Name: Gail Flock Firm: C T Corporation System
Address: 2390 E. Camelback Road
City, State, Zip: Phoenix, Arizona 85016

