

F95000002053

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

JUL 27 2017

T. LEMIEUX

Mar 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Insight Direct USA, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Michael L. Walker

Contact Person

Insight Direct USA, Inc.

Firm/Company

6820 S. HARL Ave.

Address

Tempe, AZ 85283

City/State and Zip Code

swest2@insight.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael L. Walker or Sherri L. West

Name of Contact Person

At (480) 333-3425

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Insight Direct USA, Inc.	Illinois	F95000002053

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Datalink Corporation	Minnesota	F98000006770

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TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on May 1, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on May 1, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Insight Direct USA, Inc.

Michael L. Walker

Michael L. Walker, Assistant Secretary

Datalink Corporation

Lynn Willden

Lynn Willden, Treasurer

5680-0377-1

13.35

\$ 5-1-17
100.00

lt

FILED

Office of the Minnesota Secretary of State
Certification of Record

MAY 01 2017

JESSE WHITE
SECRETARY OF STATE

I, Steve Simon, Secretary of State of Minnesota, do certify that: The filing(s) listed below were filed in the Minnesota computerized/central filing system on the date(s) listed below and that the copies associated with this certification are a true and complete copy of those filings as filed in that system.

Filing(s) filed on:

<u>Filing Date</u>	<u>Filing Type</u>	<u>Filing Number</u>
01/06/2017	Merger Survivor - Business Corporation (Domestic)	926865100057

This certificate has been issued on: 05/01/2017



Steve Simon

Steve Simon
Secretary of State
State of Minnesota

IN WITNESS WHEREOF, each of the parties hereto have caused these Articles of Merger to be duly executed by its duly authorized officer as of the date hereof.

Executed on 30th day of April, 2017.

DATALINK CORPORATION, a Minnesota corporation

By:

Name: Glynis A. Bryan

Title: Chief Financial Officer

EXHIBIT A

PLAN OF MERGER

(Please see the attached.)

1.2 Articles of Merger; Effective Time. The Parties shall file the Articles of Merger attached hereto as Exhibit A (the "Minnesota Articles of Merger") with the Secretary of State of the State of Minnesota and the Articles of Merger attached hereto as Exhibit B (the "Illinois Articles of Merger") with the Secretary of State of the State of Illinois, in each case, as soon as practicable after the execution and delivery of this Agreement by the Parties, and shall take such further steps as shall be reasonably required to cause the Merger to be effective as of the Effective Time. The Merger shall become effective as of May 1, 2017 (the "Effective Time").

1.3 Effects of the Merger. At the Effective Time, the effects of the Merger shall be as provided by this Agreement and the applicable provisions of the MBCA and the IBCA. Without limiting the generality of the foregoing and subject thereto, at the Effective Time, by virtue of the Merger and without any action on the part of any Party:

(a) Immediately following the Merger, the name of the Surviving Entity shall be "Insight Direct USA, Inc.";

(b) The Articles of Incorporation of the Company, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until altered or amended in accordance with the provisions thereof and the IBCA;

(c) The Bylaws of the Company (the "Bylaws"), as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until altered, amended or repealed in accordance with the provisions thereof and the IBCA;

(d) The directors and officers of the Company in office immediately prior to the Effective Time shall be the directors and officers of the Surviving Entity, with each director and officer retaining his or her respective positions, from and after the Effective Time until their respective successors are duly elected and qualified;

(e) The designated registered agent for service of process for the Company immediately prior to the Effective Time will be the registered agent for service of process for the Surviving Entity; and

(f) All the properties, rights, privileges, immunities, powers and franchises of the Company and Datalink shall vest in the Surviving Entity, and all debts, liabilities, obligations and duties of the Company and Datalink shall become the debts, liabilities, obligations and duties of the Surviving Entity.

ARTICLE 2. CANCELLATION AND CONVERSION OF SHARES

2.1 At the Effective Time, by virtue of the Merger and without any further action on the part of Datalink or the Company (or the Surviving Entity), each share of stock then held by Datalink or held in Datalink's treasury shall automatically be canceled and retired and shall cease to exist, and no consideration will be delivered in exchange therefor.

IN WITNESS WHEREOF, each of the Parties has caused this Agreement to be duly executed by its duly authorized officer as of the day and time first written above.

DATALINK CORPORATION, a
Minnesota corporation

By:

Name: Glynis A. Bryan

Title: Chief Financial Officer

7. Complete if reporting a merger under §11.30 — 90 percent-owned subsidiary provisions.

- a. The number of outstanding shares of each class of each merging subsidiary Corporation and the number of such shares of each class owned immediately prior to the adoption of the plan of merger by the parent Corporation:

Name of Corporation	Total Number of Shares Outstanding of Each Class	Number of Shares of Each Class Owned Immediately Prior to Merger by the Parent Corporation
Datalink Corporation	1,000 Common	1,000 Common
Insight Direct USA, Inc.	43,010 Common	43,010 Common

- b. Not applicable to 100 percent-owned subsidiaries.

The date of mailing a copy of the plan of merger and notice of the right to dissent to the shareholders of each merging subsidiary Corporation was _____
Month Day Year

Was written consent for the merger or written waiver of the 30-day period by the holders of all the outstanding shares of all subsidiary Corporations received? ☐ Yes ☐ No

(If "No," duplicate copies of the Articles of Merger may not be delivered to the Secretary of State until after 30 days following the mailing of a copy of the plan of merger and the notice of the right to dissent to the shareholders of each merging subsidiary Corporation.)

8. The undersigned Corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated May 1, 2017, INSIGHT DIRECT USA, INC.
Month Day Year Exact Name of Corporation
Michael P. Walker
Any Authorized Officer's Signature
MICHAEL L. WALKER, ASST. SEC.
Name and Title (type or print)

Dated May 1, 2017, DATALINK CORPORATION
Month Day Year Exact Name of Corporation
[Signature]
Any Authorized Officer's Signature
LYNN WILLEN, TREASURER & SVP
Name and Title (type or print)

Dated _____, _____, _____
Month Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

Report Following Merger
or Consolidation
Business Corporation ActDepartment of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.cyberdriveillinois.com**FILED****MAY 01 2017****JESSE WHITE
SECRETARY OF STATE**Payment must be made by check or money
order payable to Secretary of State.

File #:

56800271

Approved: *lt*Franchise Tax: \$ _____ Filing Fee: \$5 _____ Penalty: \$ _____ Interest: \$ _____ Total: \$ 5.00

Type or Print clearly in black ink Do not write above this line

1. Corporate Name: Datalink Corporation2. State or Country of Incorporation: Minnesota

3. Issued shares of each corporation party to the merger prior to the merger:

Corporation	Class	Series	Par Value	Number of Shares
Datalink Corporation	Common		.001	22,535,572.000
Reef Acquisition Co.	Common		.01	1,000.000

4. Paid-in Capital of each corporation party to the merger prior to the merger:

Corporation	Paid-in Capital
Datalink Corporation (survivor)	\$ 114,430,749
Reef Acquisition Co.	\$ 990
	\$
	\$

5. Description of merger: (Include effective date and brief explanation of the conversion as stated in the plan of merger.)

Please see the attached.

6. Issued shares after merger:

Class	Series	Par Value	Number of Shares
Common		.001	1,000

7. Paid-in Capital of the surviving or new corporation: \$ 114,431,739

("Paid-in Capital" replaces the terms Stated Capital and Paid-in Surplus and is equal to the total of these accounts.)

ITEM 8 MUST BE SIGNED

8. The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated May 1 2017
Month & Day Year*Michael L. Walker*
Any Authorized Officer's SignatureMichael L. Walker, Asst Secretary
Name and Title (type or print)

DATALINK CORPORATION

Exact Name of Corporation