

**ARLINGTON COUNTY, VIRGINIA
AGREEMENT NO. 782-12**

AMENDMENT NUMBER 1

This Amendment Number 1 ("Amendment") is made on the date of execution of the Amendment by the County and amends Agreement Number 782-12, ("Main Agreement") made between New World Systems Corporation ("Contractor"), and the County Board of Arlington County, Virginia ("County").

WHEREAS, New World Systems Corporation and the County entered into the Main Agreement, for New World Systems Corporation to provide a fully integrated Criminal Justice Records Management System; and

WHEREAS, New World Systems Corporation has transferred all the terms, conditions, and Scope of Work as contained in the Contract to Tyler Technologies Inc. pursuant to the Certificate of Merger ("Assignment Agreement") dated November 2015 which is attached hereto; and

WHEREAS, under the Assignment Agreement Tyler Technologies, Inc. has assumed all obligations and liabilities of New World Systems Corporation under this Contract by virtue of the above transfer; and

WHEREAS, the County consents to the assignment of this Contract to Tyler Technologies beginning on November 12, 2015 ("Effective Date"); and

WHEREAS, in consideration of the promises and other good and valuable consideration specified in this Amendment, Main Agreement, is amended as follows:

1. In place of New World Systems Corporation the County agrees that Tyler Technologies, 5101 Tennyson Parkway, Plano, Texas 75024 shall be the contracting party, and Tyler Technologies shall provide the services under the Agreement;
2. New World Systems Corporation confirms this transfer and waives any claims and rights against the County that it now has or may have in the future in connection with this Contract; and
3. Tyler Technologies, Inc. agrees to be bound by and to perform this Contract in accordance with the conditions contained in the Contract Documents; and
4. The term "Contractor" in the Contract shall hereinafter mean Tyler Technologies, Inc.

NOW THEREFORE,

All other terms and conditions of the Main Agreement, shall remain in full force and effect.

WITNESS these signatures:

The County Board of Arlington County, Virginia


AUTHORIZED SIGNATURE

for:

NAME: MICHAEL E. BEVIS
TITLE: PURCHASING AGENT

DATE: 06/28/2016

New World Systems Corporation


AUTHORIZED SIGNATURE:

NAME AND TITLE: Greg Sebastian
President, Public Safety

DATE: 06-23-2016

Tyler Technologies, Inc.


AUTHORIZED SIGNATURE:

NAME AND TITLE: Bryan Proctor
SUP & COO, Public Safety

DATE: 6/23/16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"NEW WORLD SYSTEMS CORPORATION", A MICHIGAN CORPORATION, WITH AND INTO "BRINSTON ACQUISITION, LLC" UNDER THE NAME OF "BRINSTON ACQUISITION, LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2015, AT 8:37 O'CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5831676 8100M
SR# 20150921197

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10423214
Date: 11-16-15

CERTIFICATE OF MERGER

MERGING

NEW WORLD SYSTEMS CORPORATION
(a Michigan corporation)

WITH AND INTO

BRINSTON ACQUISITION, LLC
(a Delaware limited liability company)

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "*DLLCA*"), Brinston Acquisition, LLC, a Delaware limited liability company ("*Merger LLC*"), does hereby certify to the following information relating to the merger (the "*Merger*") of New World Systems Corporation, a Michigan corporation ("*NWS*"), with and into Merger LLC, with Merger LLC remaining as the surviving limited liability company:

1. The name, jurisdiction of formation, and type of entity of each constituent entity is:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Type of Entity:</u>
Brinston Acquisition, LLC	Delaware	limited liability company
New World Systems Corporation	Michigan	corporation

2. The Agreement and Plan of Merger, dated as of September 30, 2015 (the "*Merger Agreement*"), by and among Tyler Technologies, Inc., a Delaware corporation, Merger LLC, NWS, and Larry D. Leinweber, has been approved and executed by Merger LLC, NWS, and the other parties thereto.

3. The name of the surviving limited liability company shall be Brinston Acquisition, LLC, a Delaware limited liability company (the "*Surviving Company*").

4. The Certificate of Formation of Merger LLC shall be the Certificate of Formation of the Surviving Company.

5. A copy of the executed Merger Agreement is on file at 5101 Tennyson Parkway, Plano, Texas 75024, a place of business of Merger LLC.

6. A copy of the Merger Agreement will be furnished by Merger LLC, on request without cost, to any member or shareholder of the constituent entities.

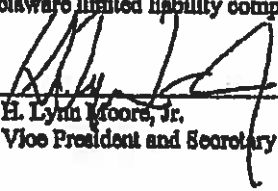
7. The Merger shall be effective upon the filing of this Certificate of Merger in accordance with the provisions of Sections 18-204 and 18-209(d) of the *DLLCA*.

IN WITNESS WHEREOF, Merger LLC has caused this Certificate of Merger to be signed by an authorized officer on November 16, 2015.

MERGER LLC:

BRINSTON ACQUISITION, LLC,
a Delaware limited liability company

By: _____


E. Lynn Moore, Jr.
Vice President and Secretary

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"BRINSTON ACQUISITION, LLC", A DELAWARE LIMITED LIABILITY COMPANY,

WITH AND INTO "TYLER TECHNOLOGIES, INC." UNDER THE NAME OF "TYLER TECHNOLOGIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF NOVEMBER, A.D. 2015, AT 12:23 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.




Jeffrey W. Bullock, Secretary of State

2213292 8100M
SR# 20150927049

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 10425259
Date: 11-16-15

CERTIFICATE OF MERGER

MERGING

BRINSTON ACQUISITION, LLC
(a Delaware limited liability company)

WITH AND INTO

TYLER TECHNOLOGIES, INC.
(a Delaware corporation)

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law (the "*DGCL*") and Title 6, Section 18-209 of the Delaware Limited Liability Company Act (the "*DLLCA*"), Tyler Technologies, Inc., a Delaware corporation (the "*Corporation*"), does hereby certify to the following information relating to the merger (the "*Merger*") of Brinston Acquisition, LLC, a Delaware limited liability company ("*Merger LLC*"), with and into the Corporation, with the Corporation remaining as the surviving corporation:

1. The name, jurisdiction of formation, and type of entity of each constituent entity is:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Type of Entity:</u>
Tyler Technologies, Inc.	Delaware	corporation
Brinston Acquisition, LLC	Delaware	limited liability company

2. The Agreement and Plan of Merger, dated as of November 12, 2015 (the "*Merger Agreement*"), by and between the Corporation and Merger LLC, has been approved, adopted, certified, executed, and acknowledged by the Corporation and Merger LLC.

3. The name of the surviving corporation shall be Tyler Technologies, Inc., a Delaware corporation (the "*Surviving Corporation*").

4. The Certificate of Incorporation of the Corporation shall be the Certificate of Incorporation of the Surviving Corporation.

5. A copy of the executed Merger Agreement is on file at 5101 Tennyson Parkway, Plano, Texas 75024, a place of business of the Surviving Corporation.

6. A copy of the Merger Agreement will be furnished by the Surviving Corporation, on request without cost, to any stockholder or member of the constituent entities.

7. The Merger shall be effective upon the filing of this Certificate of Merger in accordance with the provisions of Section 103 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Merger to be signed by an authorized officer on November 16, 2015.

CORPORATION:

TYLER TECHNOLOGIES, INC.,
a Delaware corporation

By: 

H. Lynn Moore, Jr.
Executive Vice President, General Counsel, and
Secretary

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT

This is to Certify that the MERGER DOCUMENT

for

NEW WORLD SYSTEMS CORPORATION

ID NUMBER: 051153

received by facsimile transmission on November 16, 2015 is hereby endorsed.

Filed on November 16, 2015 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, In the City of Lansing, this 16th day of November, 2015.

Julia Dale

**Julia Dale, Acting Director
Corporations, Securities & Commercial Licensing Bureau**

CL2800-0000 (Rev. 06/15)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU									
Date Received	(FOR BUREAU USE ONLY)								
<p style="font-size: small;">This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.</p>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td colspan="2" style="padding: 2px;">Name H. Lynn Moore, Jr.</td> </tr> <tr> <td colspan="2" style="padding: 2px;">Address 8101 Tennyson Parkway</td> </tr> <tr> <td style="padding: 2px;">City Plano</td> <td style="padding: 2px;">State Texas</td> </tr> <tr> <td style="padding: 2px;">ZIP Code 75024</td> <td style="padding: 2px;"></td> </tr> </table>		Name H. Lynn Moore, Jr.		Address 8101 Tennyson Parkway		City Plano	State Texas	ZIP Code 75024	
Name H. Lynn Moore, Jr.									
Address 8101 Tennyson Parkway									
City Plano	State Texas								
ZIP Code 75024									
<p style="font-size: x-small;">Document will be returned to the name and address you enter above, if left blank, document will be returned to the registered office.</p>									
<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="padding: 2px;">EFFECTIVE DATE:</td> </tr> <tr> <td style="padding: 2px;">Expiration date for new account opening December 31,</td> </tr> <tr> <td style="padding: 2px;">Expiration date for transferred account number appear on page 2.</td> </tr> </table>		EFFECTIVE DATE:	Expiration date for new account opening December 31,	Expiration date for transferred account number appear on page 2.					
EFFECTIVE DATE:									
Expiration date for new account opening December 31,									
Expiration date for transferred account number appear on page 2.									

CERTIFICATE OF MERGER
Gross Entity Merger for use by Corporations, Limited Liability Companies,
and Limited Partnerships

Pursuant to the provisions of Act 204, Public Acts of 1972 (profit corporations), Act 162, Public Acts of 1982 (nonprofit corporations), Act 23, Public Acts of 1993 (limited liability companies) and Act 213, Public Acts of 1982 (limited partnerships), the undersigned entities execute the following Certificate of Merger:

1. The Plan of Merger (Consolidation) is as follows:	
a. The name of each constituent entity and its identification number is:	
New World Systems Corporation	081183
Brinson Acquisition, LLC	
b. The name of the constituent entity that will be the surviving (new) entity and its identification number is:	
Brinson Acquisition, LLC	
Corporations and Limited Liability Companies provide the street address of the survivor's principal place of business:	
8101 Tennyson Parkway, Plano, Texas 75024	

2. (Complete only if a later effective date is desired other than the date of filing. The date must be no more than 90 days after the receipt of this document in this office.)
<p>The merger (consolidation) shall be effective on the _____ day of _____, _____.</p>

Complete for Corporations and Limited Liability Companies Only

The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed Name	Corporation and/or LLC Transferred from	Expiration Date

Nonsurvivor name to be used as assumed name of survivor:

Complete for Profit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares in each class or series	Indicate class or series of shares entitled to vote	Indicate class or series entitled to vote as a class, if any
New World Systems Corp	3,273,204, par value \$0.01	COMMON STOCK	3,273,000 shares* *voting shares

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

The manner and basis of converting shares are as follows:
SEE ATTACHMENT 1

The amendments to the Articles, or a restatement of the Articles, of the surviving corporation to be effected by the merger are as follows:
NONE

The Plan of Merger will be furnished by the surviving profit corporation, on request and without cost, to any shareholder of any constituent profit corporation.

The merger is permitted by the state or country under whose law it is incorporated and each foreign corporation has complied with that law in effecting the merger.

(Complete either Section (a) or (b) for each corporation)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The plan of merger was approved by:

the Board of Directors of _____, the surviving Michigan corporation, without approval of the shareholders in accordance with Section 703e of the Act.

the Board of Directors and the shareholders of the following Michigan corporation(s) in accordance with Section 703a of the Act.
New World Systems Corporation

By Larry C. Leinweber
(Signature of Authorized Officer of Party)

Larry C. Leinweber, President
(Type or Print Name)

New World Systems Corporation
(Name of Corporation)

By _____
(Signature of Authorized Officer of Party)

(Type or Print Name)

(Name of Corporation)

Complete for Nonprofit Corporations Only

For each constituent stock corporation, state:

Name of corporation	Designation and number of outstanding shares of each class	Indicate classes of shares that are entitled to vote	Indicate each class that is entitled to vote as a class, if any
_____	_____	_____	_____
_____	_____	_____	_____

If the number of shares is subject to change prior to the effective date of the merger, the manner in which the change may occur is as follows:

For each corporation organized on a membership basis, state (a) the name of the corporation, (b) a description of its members, and (c) the number, classification, and voting rights of its members.

For each corporation organized on a directorship basis, state (a) the name of the corporation, (b) a description of the organization of its board, and (c) the number, classification, and voting rights of its directors.

State the terms and conditions of the proposed merger. Include the manner and basis of converting the shares of or other interest in each constituent corporation into shares, obligations, or other securities of or membership or other interest in the surviving corporation, or into cash or other consideration.

The amendments to the Articles or a restatement of the Articles of the surviving corporation to be effected by the merger are as follows:

Other provisions with respect to the merger are as follows:

Complete for Nonprofit Corporations Only

The corporation has complied with the applicable provision of the law of the jurisdiction where it is organized.

The Plan of Merger will be furnished by the surviving corporation, on request and without cost, to any shareholder or member of any constituent corporation.

The Plan of Merger was adopted by the board of each domestic corporation under section 736a(1)(b).

(Complete either section (a), (b), or (c) for each nonprofit corporation.)

a) The Plan of Merger was approved by unanimous consent of the incorporators of _____, a Michigan corporation which has not commenced business, has not issued any shares or memberships, and has not elected a Board of Directors.

_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)
_____ (Signature of Incorporator)	_____ (Type or Print Name)	_____ (Signature of Incorporator)	_____ (Type or Print Name)

b) The Plan of Merger was approved by the shareholders or members under section 708a of the Act.

By _____ (Signature of Authorized Officer or Agent)	By _____ (Signature of Authorized Officer or Agent)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Name of Corporation)	_____ (Name of Corporation)

c) The corporation is organized on a directorship basis, and the Plan of Merger was approved by the board of directors under section 703a(3) of the Act.

By _____ (Signature of Authorized Officer or Agent)	By _____ (Signature of Authorized Officer or Agent)
_____ (Type or Print Name)	_____ (Type or Print Name)
_____ (Name of Corporation)	_____ (Name of Corporation)

Complete for Limited Liability Companies Only

Check one of the following if Limited Liability Company is the survivor.

There are no changes to be made to the Articles of Organization of the surviving limited liability company.

The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:

The manner and basis of converting the membership interests are as follows:
SEE ATTACHMENT 1

The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

The Plan of Merger was approved by the members of each domestic limited liability company in accordance with section 705a(5) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

For each limited liability company involved in the merger, this document is signed in accordance with Section 103 of the Act.

Signed this 16th day of November 2015

By 
(Signature of Member, Manager or Authorized Agent)

H. Lynn Moore, Jr., Vice President and Secretary
(Type or Print Name and Capacity)

Briston Acquisition, LLO
(Name of Limited Liability Company)

Signed this _____ day of _____

By _____
(Signature of Member, Manager or Authorized Agent)

(Type or Print Name and Capacity)

(Name of Limited Liability Company)

Complete for Limited Partnerships Only

The Plan of Merger/Consolidation was approved by the partners of each constituent limited partnership in accordance with section 210(b) and by each constituent business organization in the manner provided by the laws of the jurisdiction in which it is organized.

The manner and basis of converting the partnership interests are as follows:

Check one of the following:

- The survivor is a limited partnership and there are no changes to be made to its Certificate of Limited Partnership.
- The survivor is a domestic limited partnership. Its Certificate of Limited Partnership is amended as a result of the merger. A restated Certificate of Limited Partnership is attached.
- The survivor is a foreign limited partnership organized in the state of _____ . A copy of its Certificate of Limited Partnership as amended as a result of the merger is attached.
- A new domestic limited partnership is created as a result of the consolidation. Its Certificate of Limited Partnership is attached.
- A new limited partnership from the state of _____ is created as a result of the consolidation. A copy of its Certificate of Limited Partnership or similar document is attached.
- The survivor is a domestic business organization other than a limited partnership. The organizing or governing documents of the surviving business organization are not amended as part of the merger.
- The survivor is a domestic business organization other than a limited partnership. The organizing or governing documents of the surviving business organization are amended as a result of the merger. A statement of these changes is attached.
- A new business organization from the state of _____ is created as a result of the consolidation. A copy of the organizing or governing documents of this new business organization are attached.
- The survivor is a business organization from the state of _____ . The organizing or governing documents of the surviving business organization are not amended as part of the merger.
- The survivor is a business organization from the state of _____ . A copy of its organizing or governing documents is attached. These documents are amended as a result of the merger. A statement of these changes is attached.

Signed this _____ day of _____

Signed this _____ day of _____

(Name of Limited Partnership)

(Name of Limited Partnership)

By _____
(Signature of General Partner)

By _____
(Signature of General Partner)

(Type or Print Name)

(Type or Print Name)

CERTIFICATE OF MERGER**MERGING****NEW WORLD SYSTEMS CORPORATION**
(a Michigan corporation)**WITH AND INTO****BRINSTON ACQUISITION, LLC**
(a Delaware limited liability company)**ATTACHMENT 1**

The manner and basis of converting shares in accordance with that certain Agreement and Plan of Merger (the "Merger Agreement"), dated as of September 30, 2015, by and among Tyler Technologies, Inc., a Delaware corporation ("Tyler"), Brinston Acquisition, LLC, a Delaware limited liability company wholly owned by Tyler ("Merger LLC"), New World Systems Corporation, a Michigan corporation ("NWS"), and Larry D. Lainweber, are as follows:

At the effective time set forth herein (the "Effective Time"), by virtue of the merger and without any action on the part of the holder of any outstanding shares of the common stock of NWS ("NWS Common Stock") or any membership interests of Merger LLC:

(a) Cancellation of Treasury Stock. Each share of NWS Common Stock that is directly owned by NWS, as treasury stock, shall automatically be cancelled at the Effective Time and shall cease to exist, and no consideration shall be delivered in exchange therefor.

(b) Conversion of NWS Common Stock. Each share of NWS Common Stock issued and outstanding immediately prior to the Effective Time shall be converted into the right to receive, and become exchangeable for consideration with an agreed value equal to \$204.6864, as adjusted pursuant to Section 3.4 of the Merger Agreement (the "Per Share Merger Consideration"), which shall be payable in cash and/or shares of Tyler common stock, par value \$0.01 per share in accordance with Section 3.2(h) of the Merger Agreement. At the Effective Time, all such shares of NWS Common Stock shall no longer be outstanding and shall automatically be cancelled and shall cease to exist, and each holder of a certificate that immediately prior to the Effective Time represented any such shares of NWS Common Stock shall cease to have any rights with respect thereto, except the right to receive, subject to the terms and conditions of the Merger Agreement, the Per Share Merger Consideration.

(c) Membership Interests of Merger LLC. The membership interests of Merger LLC issued and outstanding immediately prior to the Effective Time shall remain outstanding after the Effective Time as the membership interests of Merger LLC, as the surviving company, which shall continue to be a wholly owned subsidiary of Tyler.