



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

Office of the Clerk

December 31, 2017

1801010526

DOROTA SALINGER
CACI INTERNATIONAL INC AND SUBSIDIARY COMPANIES
WORLDWIDE HEADQUARTERS
1100 NORTH GLEBE RD
ARLINGTON, VA 22201

RECEIPT

RE: CACI Technologies, LLC

ID: S721235 - 2

DCN: 17-12-15-0225

Dear Customer:

This is your receipt for \$100.00 covering the fees for filing articles of entity conversion with this office.

The effective date of the certificate of entity conversion is December 31, 2017. When the certificate is effective, CACI Technologies, Inc. is converted to a limited liability company organized under the laws of this Commonwealth with the following name:

CACI Technologies, LLC

If you have any questions, please call (804) 371-9733 or toll-free in Virginia, 1-866-722-2551.

Sincerely,

Joel H. Peck
Clerk of the Commission

CNVRLRCT
CNVR
CIS0363

CACI

EVER VIGILANT

1801010526

Dorota A. Salinger
Legal Entities Manager
Tel. 703-841-7999
E-mail: dorota.salinger@caci.com

December 14, 2017

VIA UPS

Commonwealth of Virginia
State Corporation Commission
Office of the Clerk
1300 E. Main Street
Richmond, VA 232219

0119117-0
12/19/17
171215-0225 \$100
elc-CAF

2017 DEC 15 AM 10:29
SCC-Clerk's Office

Re: Articles of Conversion from a Virginia Corporation to a Virginia Limited Liability Company, Articles of Organization Various CACI Companies

Dear Sir or Madam,

Enclosed for filing are the Articles of Conversion and Articles of Organization, in application by six companies from CACI International Inc. group of companies, to convert from a Virginia corporations to a Virginia limited liability companies, pursuant to §13.1-722.12 of the Code of Virginia.

The converting companies are as follow:

<u>Company</u>	<u>SCC ID no.</u>
CACI Technology Insights, Inc.	03408515
Delta Solutions and Technologies, Inc.	06719512
CAC-CMS Information Systems, Inc.	02929354
Six3 Intelligence Solutions, Inc.	0649827
CACI Technologies, Inc.	01191170
CACI Dynamic Systems, Inc.	04316212

ERT: 12/31/17

Enclosed are filing fee checks for each of the companies, each in the amount of \$100, payable to the "State Corporation Commission to cover the required filing fees.

We are requesting for the effective date of this conversion to be December 31, 2017.

We are also, respectfully requesting an e-mail receipt of this filing.

100 12/20/17
100 KEP

Please contact me with any questions or requests for further information.

Best regards,


Dorota Salinger

Dom. Conv. of CACI Technologies, Inc, a VA Corp. to CACI Technologies, LLC, a VA LLC + the resulting LLC.

Orig. Form. Date: 12/31/968

CACI International Inc and Subsidiary Companies
Worldwide Headquarters • 1100 North Glebe Road • Arlington, Virginia 22201 • (703) 841-7800 • Fax (703) 841-7882
CACI Website – <http://www.caci.com>

S721235-2

COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

AT RICHMOND, DECEMBER 31, 2017

The State Corporation Commission has found the accompanying articles of entity conversion submitted on behalf of

CACI Technologies, Inc.

to comply with the requirements of law and confirms payment of all required fees. Therefore, it is ORDERED that this

CERTIFICATE OF ENTITY CONVERSION

be issued and admitted to record with the articles of entity conversion and articles of organization in the Office of the Clerk of the Commission, effective December 31, 2017.

When the certificate becomes effective, CACI Technologies, Inc. is deemed to be a limited liability company organized under the laws of this Commonwealth with the name

CACI Technologies, LLC

The limited liability company is granted the authority conferred on it by law in accordance with its articles of organization, subject to the conditions and restrictions imposed by law.

STATE CORPORATION COMMISSION

By



Judith Williams Jagdmann
Commissioner

1801010526

CIS0353 CIS 12/19/17
1 59 CISM0180 CORPORATE DATA INQUIRY 10:36:09

CORP ID: ✓0119117 - 0 STATUS: 00 ACTIVE ✓ STATUS DATE: 01/24/00
CORP NAME: ✓CACI Technologies, Inc. _____

DATE OF CERTIFICATE: 12/31/1968 PERIOD OF DURATION: INDUSTRY CODE: 00
STATE OF INCORPORATION: VA VIRGINIA STOCK INDICATOR: S STOCK
MERGER IND: S SURVIVOR CONVERSION/DOMESTICATION IND:
GOOD STANDING IND: Y MONITOR INDICATOR:
CHARTER FEE: MON NO: MON STATUS: MONITOR DTE:
R/A NAME: CORPORATION SERVICE COMPANY

STREET: Bank of America Center, 16th Floor AR RTN MAIL:
1111 East Main Street

CITY: RICHMOND STATE : VA ZIP: 23219-0000

R/A STATUS: 5 B.E. AUTH IN VI EFF. DATE: 04/29/11 LOC.: 216

ACCEPTED AR#: 217 16 8304 DATE: 11/06/17 RICHMOND CITY

CURRENT AR#: 217 16 8304 DATE: 11/06/17 STATUS: A ASSESSMENT INDICATOR: 0

YEAR	FEES	PENALTY	INTEREST	TAXES	BALANCE	TOTAL SHARES
17	100.00				✓	1,000

COMMAND:

4AÛ 06,016

CIS0353

CIS

12/19/17

1 59 CISM0250

MICROFILM INQUIRY

10:36:10

CORP ID: 0119117 - CORP STATUS: 00 ACTIVE

CORP NAME: CACI Technologies, Inc. _____

COURT LOCALITY: 216 RICHMOND CITY

TOTAL CHARTER FEES:

40.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
15 01 09 0230	FICT > FICTITIOUS NAM	01/28/15		4
11 04 21 0057	RAC > REGISTERED AGE	04/29/11		480
07 06 07 0790	RAC > REGISTERED AGE	06/25/07		1
07 01 04 0511	RAC > REGISTERED AGE	01/12/07		1
05 09 02 0412	RAC > REGISTERED AGE	09/02/05		1
05 03 03 1531	MERG > MERGER	03/16/05		4
02 08 04 1119	FICT > FICTITIOUS NAM	08/15/02		1
02 04 07 0499	MERG > MERGER	05/01/02		4
01 12 05 0651	MERG > MERGER	12/16/01		5
01 12 05 0649	MERG > MERGER	12/16/01		4
99 06 06 0397	MERG > MERGER	06/21/99		3
98 12 03 0988	RAC > REGISTERED AGE	12/06/98		1

COMMAND:

4AÛ

06,014

CIS0353

CIS

12/19/17

1 59 CISM0250

MICROFILM INQUIRY

10:36:12

CORP ID: 0119117 - CORP STATUS: 00 ACTIVE

CORP NAME: CACI Technologies, Inc. _____

COURT LOCALITY: 216 RICHMOND CITY

TOTAL CHARTER FEES: 40.00

MICROFILM NO	DOCUMENT TYPE	DATE	CHARTER FEE	PAGES
98 12 01 0476	MERG > MERGER	11/13/98		44
98 12 01 0462	AMEN > AMENDMENT	11/16/98		2
89 11 04 0507	RAC > REGISTERED AGE	11/17/89		2
88 10 01 0117	MERG > MERGER	09/29/88		3
85 12 04 0801	RAC > REGISTERED AGE	12/11/85		1
85 10 03 0394	AMEN > AMENDMENT	10/16/85		5
84 03 04 1359	AMEN > AMENDMENT	03/20/84		4
84 02 02 0068	AMEN > AMENDMENT	02/03/84	40.00	5
83 11 01 0595	RAC > REGISTERED AGE	11/02/83		1
80 15 01 0041	CONV > CONVERSION DOC	02/14/83		
81 09 02 0335	RAC > REGISTERED AGE	09/10/81		1
81 08 04 0331	REST > RESTATEMENT	08/26/81		5

COMMAND:

4AÛ

06,014

**ARTICLES OF ENTITY CONVERSION OF
CACI TECHNOLOGIES, INC.**

The undersigned, on behalf of the corporation named below, pursuant to Title 13.1, Chapter 9, Article 12.2 of the Code of Virginia, states as follows:

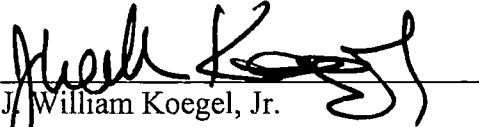
1. The name of the corporation immediately prior to the filing of these articles of entity conversion is CACI Technologies, Inc. (the "Corporation"). The Corporation shall convert to a Virginia limited liability company and its name shall be CACI Technologies, LLC.
2. History of the Corporation.
 - a. The Corporation was originally incorporated in Virginia on the 31st day of December 1968 as a corporation with the name Quest Research Corporation.
 - b. On the 26th day of August 1981, the Corporation filed Articles of Amendment to change its name to QuesTech, Inc.
 - c. On the 16th day of November 1998, the Corporation filed Articles of Amendment to change its name to CACI Technologies, Inc.
3. The plan of entity conversion, pursuant to §13.1-733.10 of the Code of Virginia, is as follows:
 - a. The full text of the Articles of Organization of the resulting limited liability company as they will be in effect upon consummation of the conversion is attached hereto.
 - b. The Corporation is a corporation that is duly organized, validly existing, and in good standing under the Virginia Stock Corporation Act (the "Act") and the laws of the Commonwealth of Virginia. The Corporation is operating under the articles of incorporation filed with the Commonwealth on December 31, 1968, as amended (the "Formation Date"). The Commonwealth of Virginia State Corporation Commission ("Virginia SCC") ID number for the Corporation is 01191170.
 - c. The Board of Directors of the Corporation desires to convert the Corporation to a limited liability company (the "Conversion") pursuant to this Plan of Conversion (the "Plan") as authorized under the Act. The converted limited liability company (the "Converted Entity") will be organized under the laws of the Commonwealth of Virginia, including the Virginia Limited Liability Act (VA Code Ann. § 13.1 1-1000 through 1069).
 - d. The Converted Entity will operate under the name of CACI Technologies, LLC. The mailing and street address of the Converted Entity will be 1100 N. Glebe Road, Arlington, VA 22201. The registered agent for service of process on Converted

Entity will be Corporation Services Company, at Bank of America Center, 16th Floor, 1111 East Main Street, Richmond, VA 23219.

- e. Upon the Effective Date (as defined below), all of the outstanding shares of the Corporation held by the Sole Shareholder of the Corporation will be converted, without further action, into a 100% membership interest in the Converted Entity.
- f. From and after the Effective Date, the business of Corporation will continue to be carried on by Converted Entity as if the Converted Entity commenced on the Formation Date and all the rights and property of Corporation will be vested in the Converted Entity and all debts, liabilities, and obligations of Corporation shall continue as debts, liabilities, and obligations of the Converted Entity.
- g. The Corporation and Converted Entity shall take all such further actions as may be required to complete the Conversion, including the filing of Virginia Articles of Conversion (the "Articles of Conversion") with the Virginia SCC, as required under the Act and the execution of all documents necessary to transfer the legal rights of the Corporation to the Converted Entity (including all required filings and notices with state and local authorities). The Conversion shall be deemed effective on **31 December 2017 (the "Effective Date")**.
- h. Upon the Effective Date, an initial Certificate of Organization of the Converted Entity shall be filed with the Virginia SCC in substantially in the form attached hereto as **Exhibit B** (the "Certificate of Organization").
- i. All holders of interests in Converted Entity will be bound by the terms of the Operating Agreement of Converted Entity in the form attached hereto as **Exhibit C**.
- j. This Plan may be abandoned at any time prior to the Effective Date by the board of directors of the Corporation if it determines for any reason whatsoever that the Conversion contemplated herein is inadvisable.
- k. The conversion of the Corporation into a limited liability company shall not affect any obligations or liabilities of the Corporation incurred prior to its conversion to a limited liability company.

4. The plan of entity conversion was adopted by the Board of Directors and approved by the Sole Shareholder by Consent in Lieu of the Meeting on 14 December, 2017.

Signed in the name of the Corporation by:



J. William Koegel, Jr.
Executive VP, General Counsel & Secretary
CACI Technologies, Inc.
SCC ID no. 01191170

14 December 2017



COMMONWEALTH OF VIRGINIA
STATE CORPORATION COMMISSION

LLC-1011
(10/11)

ARTICLES OF ORGANIZATION
OF A VIRGINIA LIMITED LIABILITY COMPANY

1801010526

Pursuant to Chapter 12 of Title 13.1 of the Code of Virginia the undersigned states as follows:

1. The name of the limited liability company is

CACI Technologies, LLC
(The name must contain the words limited company or limited liability company or the abbreviation L.C., LC, L.L.C. or LLC)

2. A. The name of the limited liability company's initial registered agent is

CORPORATION SERVICE COMPANY F147326-5

B. The initial registered agent is (mark appropriate box):

(1) an INDIVIDUAL who is a resident of Virginia and

- a member or manager of the limited liability company.
- a member or manager of a limited liability company that is a member or manager of the limited liability company.
- an officer or director of a corporation that is a member or manager of the limited liability company.
- a general partner of a general or limited partnership that is a member or manager of the limited liability company.
- a trustee of a trust that is a member or manager of the limited liability company.
- a member of the Virginia State Bar.

OR

(2) a domestic or foreign stock or nonstock corporation, limited liability company or registered limited liability partnership authorized to transact business in Virginia.

3. A. The limited liability company's initial registered office address, including the street and number, if any, which is identical to the business office of the initial registered agent, is

Bank of America Center, 16th Floor, 1111 East Main Street, Richmond, VA 23219
(number/street) (city or town) (zip)

B. The registered office is located in the county or city of Richmond City

4. The limited liability company's principal office address, including the street and number, is

1100 North Glebe Road Arlington, VA 22201
(number/street) (city or town) (state) (zip)

Organizer(s):

J. William Koegel, Jr.
signature
(printed name)

Dec. 14, 2017
(date)

(telephone number (optional))

PRIVACY ADVISORY: Information such as social security number, date of birth, maiden name, or financial institution account numbers is NOT required to be included in business entity documents filed with the Office of the Clerk of the Commission. Any information provided on these documents is subject to public viewing.

SEE INSTRUCTIONS ON THE REVERSE