

FD 3000003094

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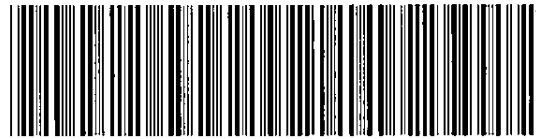
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS
2017 JUL -3 PM 4:02

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DATE: 07/03/17

NAME: COMVERGE, INC.
(NKA: ITRON DISTRIBUTED ENERGY MANAGEMENT, INC.)

TYPE OF FILING: NAME CHANGE AMENDMENT

COST: 35.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

PAID
JUL 03 2017
2017 JUL -3 PM 4:03
DIVISION OF CORPORATIONS

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F03000003094

(Document number of corporation (if known))

1. CONVERGE INC.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 06.19.2003

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 06.01.2017

5. IRON DISTRIBUTED ENERGY MANAGEMENT, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation.)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer, or in the hands of a secretary or other court appointed fiduciary, by that fiduciary)

Shannon M. Volava

(Typed or printed name of person signing)

Secretary

(Title of person signing)

2011 JUL -3 PM 4:03
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DEPARTMENT OF STATE
CORPORATION

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "COMVERGE, INC.",
FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "ITRON
DISTRIBUTED ENERGY MANAGEMENT, INC." ON THE FIRST DAY OF JUNE,
A.D. 2017, AT 8:02 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ITRON
DISTRIBUTED ENERGY MANAGEMENT, INC." WAS INCORPORATED ON THE
SIXTH DAY OF OCTOBER, A.D. 1997.



2804600 8320
SR# 20175066240

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202821456
Date: 07-03-17

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:

"ITRON DR/EE INC.", A DELAWARE CORPORATION,

WITH AND INTO "COMVERGE, INC." UNDER THE NAME OF "ITRON
DISTRIBUTED ENERGY MANAGEMENT, INC.", A CORPORATION ORGANIZED
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS
RECEIVED AND FILED IN THIS OFFICE ON THE FIRST DAY OF JUNE, A.D.
2017, AT 8:02 O'CLOCK P.M.



2804600 8100M
SR# 20174946632

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

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202779152
Date: 06-26-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:02 PM 06/01/2017
FILED 08:02 PM 06/01/2017
SR 20174528162 - File Number 2804600

CERTIFICATE OF OWNERSHIP AND MERGER
OF
ITRON DR/EE INC.
WITH AND INTO
COMVERGE, INC.

June 1, 2017

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the "**DGCL**"), the undersigned corporation does hereby certify:

FIRST: That the names of and state of incorporation of each of the constituent corporations in the merger are as follows:

<u>Name</u>	<u>State of Incorporation</u>
Itron DR/EE Inc. (the " Corporation ")	Delaware
Comverge, Inc. (the " Subsidiary ")	Delaware

SECOND: That the Corporation owns 100% of the issued and outstanding shares of the capital stock of the Subsidiary.

THIRD: That the Board of Directors of the Corporation, by resolutions duly adopted by unanimous written consent on June 1, 2017 and attached hereto as Exhibit A, determined to merge the Corporation with and into the Subsidiary pursuant to Section 253 of the DGCL (the "**Merger**"). The sole holder of all of the outstanding shares of capital stock of the Corporation approved the Merger by written consent on June 1, 2017.

FOURTH: That the Subsidiary shall be the surviving corporation of the Merger (the "**Surviving Corporation**"). The name of the Surviving Corporation shall be Itron Distributed Energy Management, Inc.

FIFTH: That the certificate of incorporation of the Subsidiary, as in effect immediately prior to the Merger, will be the certificate of incorporation of the Surviving Corporation.

SIXTH: That the Merger shall become effective at such time as this Certificate of Ownership and Merger is duly filed and accepted by the Secretary of State of the State of Delaware..

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed by an authorized officer as of the date first written above.

ITRON DREE INC.

By: /s/ Shannon Votava

Name: Shannon Votava

Title: Secretary

EXHIBIT A

Board Resolutions

Certificate of Ownership and Merger

WHEREAS, Peak Intermediate Holding, LLC ("**Peak**"), a Delaware limited liability company and wholly-owned subsidiary of the Corporation, will merge with and into Converge, Inc., a Delaware corporation and wholly-owned subsidiary of Peak (the "**Subsidiary**"), with the Subsidiary as the surviving corporation to the merger, in accordance with the General Corporation Law and Limited Liability Company Act of the State of Delaware (the "**First Merger**").

WHEREAS, subsequent to the First Merger, the Corporation will own 100% of the issued and outstanding shares of capital stock of the Subsidiary; and

WHEREAS, the Board deems it advisable and in the best interests of the Corporation that, subsequent to the First Merger, the Corporation merge with and into the Subsidiary, with the Subsidiary as the surviving corporation to the merger, in accordance with Section 253 of the General Corporation Law of the State of Delaware (the "**Second Merger**").

NOW, THEREFORE, BE IT RESOLVED, that, subject to the approval of the sole stockholder of the Corporation, the Board hereby authorizes, approves and adopts the Second Merger and the execution, delivery of and filing of the required Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, substantially in the form attached hereto as Exhibit A (the "**Certificate of Ownership and Merger**"), upon which the Second Merger will become effective, the separate existence of the Corporation will cease, the Subsidiary will continue as the surviving corporation (the "**Surviving Corporation**"), and the name of the Surviving Corporation shall be Itron Distributed Energy Management, Inc.;

RESOLVED FURTHER, that pursuant to the terms of the Certificate of Ownership and Merger, each share of Common Stock of the Subsidiary, par value \$0.01 per share ("**Subsidiary Common Stock**"), issued and outstanding immediately prior to the effectiveness of the Second Merger will, by virtue of the Second Merger and without any action on the part of the holders thereof, be cancelled and extinguished and converted into the right to receive \$0.01 per share (the "**Merger Consideration**"), except that each share of Subsidiary Common Stock that is owned by the Corporation or the Subsidiary (as treasury stock or otherwise) will automatically be cancelled and extinguished without any consideration therefor;

RESOLVED FURTHER, that pursuant to the terms of the Certificate of Ownership and Merger, each share of Common Stock of the Corporation, par value \$0.0001 per share, will, upon surrender of any certificates thereof, receive an equivalent number of shares of Subsidiary Common Stock;

RESOLVED FURTHER, that pursuant to the terms of the Certificate of Ownership and Merger, the certificate of incorporation, bylaws and officers of the Subsidiary, as in effect immediately prior to the Second Merger, shall be the certificate of incorporation, bylaws and officers, respectively, of the Surviving Corporation;

RESOLVED FURTHER, that subject to the approval of the sole stockholder of the Corporation, each of the officers of the Corporation be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver the Certificate of Ownership and Merger in the name

and on behalf of the Corporation, with such changes, additions and modifications as each such officer deems appropriate;

RESOLVED FURTHER, that subject to the approval of the sole stockholder of the Corporation, each of the officers of the Corporation be, and hereby is, authorized, empowered and directed to execute and deliver any document, certificate, agreement or instrument in connection with or required by the Second Merger or Certificate of Ownership and Merger, and all such documents (including the performance by the Corporation thereunder) are hereby adopted, authorized and approved;

RESOLVED FURTHER, that subject to the approval of the sole stockholder of the Corporation, each of the officers of the Corporation be, and hereby is, authorized, empowered and directed to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file all such further documents, certificates and instruments in the name and on behalf of the Corporation as such officer deems necessary, desirable or advisable to carry out fully the intent of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery of any such further document; and

RESOLVED FURTHER, that the Board hereby unanimously recommends to the sole stockholder of the Corporation that it consent to the adoption of the Certificate of Ownership and Merger and thereby approve the merger and any other transactions contemplated by the Certificate of Ownership and Merger, and that the Certificate of Ownership and Merger be submitted to the sole stockholder of the Corporation for approval.

Omnibus Resolutions

RESOLVED, that any actions previously taken or caused to be taken by the officers of the Corporation in connection with any of the matters contemplated by the foregoing resolutions are hereby acknowledged to be duly authorized acts performed on behalf of the Corporation and are hereby ratified, confirmed and adopted as such; and

RESOLVED FURTHER, that each of the officers hereby is authorized, in the name and on behalf of the Corporation and under its company seal where required, to execute and deliver such additional agreements, instruments and documents, and to take or cause to be taken such other actions, as the Corporation may determine to be necessary or advisable to implement the purposes and intent of the foregoing resolutions, each such agreement, consent, certificate, instrument and document to be in such form and to contain such terms and conditions, consistent with the foregoing resolutions, as the authorized officers executing the same may approve, the execution and delivery of any such agreement, consent, certificate, instrument or document by any such authorized officer or the taking of such action to be conclusive evidence of such authorization and approval.