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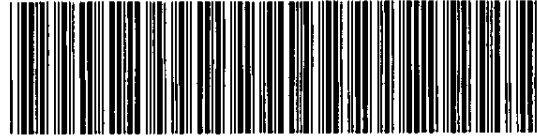
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**DATE: 3/7/18**

**NAME: SILVER SPRING NETWORKS INC**

**TYPE OF FILING: AMENDMENT**

**COST: 35.00**

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**ACCOUNT: FCA000000015**

**AUTHORIZATION: ABBIE/PAUL HODGE**



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# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THAT THE SAID "SILVER SPRING  
NETWORKS, INC.", FILED A CERTIFICATE OF MERGER, CHANGING ITS  
NAME TO "ITRON NETWORKED SOLUTIONS, INC." ON THE FIFTH DAY OF  
JANUARY, A.D. 2018, AT 10:08 O'CLOCK A.M.



3544658 8320  
SR# 20181709098

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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.

Authentication: 202257105  
Date: 03-05-18

# 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:

"IVORY MERGER SUB, INC.", A DELAWARE CORPORATION,  
WITH AND INTO "SILVER SPRING NETWORKS, INC." UNDER THE NAME  
OF "ITRON NETWORKED SOLUTIONS, INC.", A CORPORATION ORGANIZED  
AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS  
RECEIVED AND FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY,  
A.D. 2018, AT 10:08 O'CLOCK A.M.



  
Jeffrey W. Bullock, Secretary of State

3544658 8100M  
SR# 20181709098

Authentication: 202257090  
Date: 03-05-18

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State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 10:08 AM 01-05-2018  
FILED 10:08 AM 01-05-2018  
SR 20180077058 - File Number 3544658

**CERTIFICATE OF MERGER  
FOR THE MERGER OF IVORY MERGER SUB, INC.  
WITH AND INTO  
SILVER SPRING NETWORKS, INC.**

Pursuant to Section 251(c) of the  
General Corporation Law of the State of Delaware

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Silver Spring Networks, Inc., a Delaware corporation (the "*Company*"), does hereby certify to the following facts relating to the merger (the "*Merger*") of Ivory Merger Sub, Inc., a Delaware corporation ("*Acquisition Sub*"), with and into the Company, with the Company continuing as the surviving corporation of the Merger:

- FIRST: The Company and Acquisition Sub are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND: An Agreement and Plan of Merger, dated as of September 17, 2017 (the "*Merger Agreement*"), has been approved, adopted, certified, executed and acknowledged by the Company and by Acquisition Sub in accordance with the provisions of Section 228 and Section 251(c) of the Delaware General Corporation Law (the "*DGCL*").
- THIRD: The name of the surviving corporation of the Merger shall be "Silver Spring Networks, Inc." (the "*Surviving Corporation*"). The Surviving Corporation is amending its name to be "Itron Networked Solutions, Inc."
- FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Attachment A attached hereto.
- FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 230 West Tasman Drive, San Jose, CA 95134.
- SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall become effective upon filing with the Secretary of State of the State of Delaware in accordance with Section 103 and Section 251(c) of the DGCL.

IN WITNESS WHEREOF, Silver Spring Networks, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of January 5, 2018.

SILVER SPRING NETWORKS, INC.

By: 

Name: Catriona Fallon

Title: Chief Financial Officer

**ATTACHMENT A**

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
ITRON NETWORKED SOLUTIONS, INC.**

**ARTICLE I**

The name of this corporation is Itron Networked Solutions, Inc. (the "*Company*").

**ARTICLE II**

The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, 19808. The name of the registered agent at such address is Corporation Service Company.

**ARTICLE III**

The purpose of the Company is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law ("*DGCL*").

**ARTICLE IV**

The total number of shares of stock which the Company shall have authority to issue is one hundred (100) shares, all of which shall be Common Stock with a par value of \$0.001 per share.

**ARTICLE V**

Except as otherwise provided in this Certificate of Incorporation, in furtherance and not limitation of the powers conferred by statute, the Board of Directors of the Company is expressly authorized to make, repeal, alter, amend and rescind any or all of the Bylaws of the Company.

**ARTICLE VI**

The number of directors of the Company shall be fixed from time to time in a manner provided in the Bylaws or any amendment thereof duly adopted by the Board of Directors or by the stockholders. Elections of directors need not be by written ballot unless the Bylaws of the Company shall so provide.

**ARTICLE VII**

The Company is to have perpetual existence.



## ARTICLE VIII

The management of the business and the conduct of the affairs of the Company shall be vested in the Board of Directors.

## ARTICLE IX

Meetings of stockholders may be held within or outside the State of Delaware, as the Bylaws may provide. The books of the Company may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Company.

## ARTICLE X

A director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived any improper personal benefit. If the DGCL is amended after approval by the stockholders of the Company of this Article X to authorize any corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the DGCL as so amended.

Any repeal or modification of the foregoing provisions of this Article X by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing at the time, or increase the liability of any director of the Company with respect to any acts or omissions of such director occurring prior to, such repeal or modification.

## ARTICLE XI

To the fullest extent permitted by applicable law, this Company is also authorized to provide indemnification of (and advancement of expenses to) such agents (and any other persons to which the DGCL permits this Company to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise, in excess of the indemnification and advancement otherwise permitted by Section 145 of the DGCL, subject only to limits created by applicable Delaware law (statutory or non-statutory), with respect to actions for breach of duty to this Company, its stockholders, and/or others.

Any repeal or modification of any of the foregoing provisions of this Article XI shall not adversely affect any right or protection of a director, officer, agent or other person existing at the time of, or increase the liability of any director of this Company with respect to any acts or omissions of such director, officer or agent occurring prior to such repeal or modification.

## ARTICLE XII

The Company reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.