

F1100004405

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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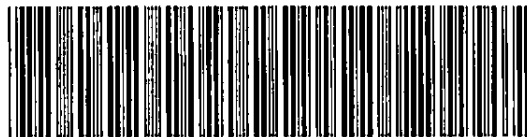
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2017 SEP 20 PM 4:27
CLERK

C. GOLDEN

SEP 21 2017

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Intacct Corporation
Name of Corporation

DOCUMENT NUMBER: F11000004405

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael Pham
Name of Contact Person

Sage
Firm/Company

7595 Irvine Center Drive
Address

Irvine, CA 92618
City/State and Zip Code

michael.pham@sage.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Pham at (949) 450-3886
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

- ☒ \$35.00 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy (Additional copy is enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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.)

2017 SEP 20 PM 4:27

SECTION I
(1-3 MUST BE COMPLETED)

F11000004405

(Document number of corporation (if known))

1. Intacct Corporation

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

2. Delaware

(Incorporated under laws of)

3. November 2, 2011

(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? August 3, 2017

5. Sage Intacct, 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 - if in the hands
of a receiver or other court appointed fiduciary, by that fiduciary)

Brian Tran

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "INTACCT CORPORATION", FILED A CERTIFICATE OF MERGER, CHANGING ITS NAME TO "SAGE INTACCT, INC." ON THE THIRD DAY OF AUGUST, A.D. 2017, AT 8:40 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.



Jeffrey W. Bullock, Secretary of State

3694436 8320
SR# 20176183484

Authentication: 203233173
Date: 09-15-17

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

Delaware

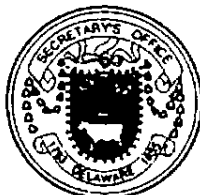
The First State

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:

"INDIGO ACQUISITION CORP.", A DELAWARE CORPORATION,
WITH AND INTO "INTACCT CORPORATION" UNDER THE NAME OF "SAGE
INTACCT, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE THIRD DAY OF AUGUST, A.D. 2017, AT 8:40 O'CLOCK
A.M.

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



3694436 8100M
SR# 20175548823

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 in a small font.

Authentication: 202995413
Date: 08-03-17

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:40 AM 08/03/2017
FILED 08:40 AM 08/03/2017
SR 20175548823 - File Number 3694436

**CERTIFICATE OF MERGER
MERGING
INDIGO ACQUISITION CORP.
(a Delaware corporation)**

WITH AND INTO

**INTACCT CORPORATION
(a Delaware corporation)**

Pursuant to Section 251 of the
General Corporation Law of the State of Delaware

The undersigned corporation, Intacct Corporation, organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
Intacct Corporation.	Delaware
Indigo Acquisition Corp.	Delaware

SECOND: That an Agreement and Plan of Merger ("**Merger Agreement**") entered into as of July 25, 2017, by and among Sage Software, Inc., a Virginia corporation ("**Parent**"), Indigo Acquisition Corp., a Delaware corporation and a wholly owned subsidiary of Parent ("**Merger Sub**"), Intacct Corporation, a Delaware corporation (the "**Company**"), Fortis Advisors LLC, a Delaware limited liability company, solely in its capacity as seller representative, and solely for purposes of Section 2.6(c)(ii) and Section 5.17 thereof, The Sage Group plc, a public limited company organised under the laws of England and Wales (registered number 02231246), setting forth the terms and conditions of the merger of Merger Sub with and into the Company (the "**Merger**"), has been approved, adopted, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of the State of Delaware.

THIRD: The name of the corporation surviving the Merger is Intacct Corporation, except that at the time of the Merger, it shall be changed to Sage Intacct, Inc. (the "**Surviving Corporation**").

FOURTH: That pursuant to the Merger Agreement, the certificate of incorporation of the Surviving Corporation shall be the amended and restated certificate of incorporation set forth on Exhibit A hereto.

FIFTH: That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 300 Park Avenue, Suite 1400, San Jose, CA 95110.

SIXTH: That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of either constituent corporation.

SEVENTH: That the Merger shall be effective immediately upon the filing of this Certificate of Merger with the Secretary of State of the State of Delaware.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned has executed and subscribed to this Certificate of Merger on behalf of Intacct Corporation as its authorized officer and hereby affirms, under penalties of perjury, that this Certificate of Merger is the act and deed of such corporation and that the facts stated herein are true.

Dated: August 3, 2017

Intacct Corporation,
a Delaware corporation

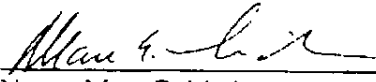
By: 
Name: Marc E. Linden
Title: Chief Financial Officer

EXHIBIT A
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
SAGE INTACCT, INC.

AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
SAGE INTACCT, INC.

FIRST: The name of the Corporation is Sage Intacct, Inc. (the "Corporation").

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

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock, each having a par value of one penny (\$0.01).

FIFTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

(2) The directors shall have concurrent power with the stockholders to make, alter, amend, change, add to or repeal the By-Laws of the Corporation.

(3) The number of directors of the Corporation shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Corporation. Election of directors need not be by written ballot unless the By-Laws so provide.

(4) To the fullest extent permitted by the GCL as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. The Corporation shall indemnify to the fullest extent permitted by the law, any person made or threatened to be made a party, to any action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she, or his or her testator or intestate, is or was a

director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation. Neither any amendment nor repeal of this Article FIFTH, nor the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article FIFTH, shall eliminate or reduce the effect of this Article FIFTH in respect of any matter occurring, or any cause of action, suit or claim that, but for this Article FIFTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision. Any repeal or modification of this Amended and Restated Certificate of Incorporation shall only be prospective and shall not affect the rights under this Amended and Restated Certificate of Incorporation in effect at the time of the alleged occurrence of any action or omission to act giving rise to liability.

(5) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the GCL, this Amended and Restated Certificate of Incorporation, and any By-Laws adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

SIXTH: Meetings of stockholders may be held within or without the State of Delaware, as the By-Laws may provide. The books of the Corporation may be kept (subject to any provision contained in the GCL) 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 By-Laws of the Corporation.

SEVENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Amended and Restated 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.