

F13000000987

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 MAY -9 P 12:31
TALLAHASSEE, FLORIDA

2018 MAY -9 P 12:31

FILED

MAY 11 2018
T. LEJEUX

nc



Web.com Group, Inc.
12808 Gran Bay Parkway West
Jacksonville, FL 32258
T 904 680 6600 | F 904 880 0350
NASDAQ: WEB

May 8, 2018

Amendment Section
Division of Corporation
2661 Executive Center Circle
Tallahassee, FL 32201

Re: Yodle, Inc. – F13000000987

Dear Sir or Madam:

Attached is a certificate of amendment for the above entity, along with a copy of the Delaware merger and a check for \$35,00 to cover the filing fee. Please process and if you have any questions, please let me know.

Thank you very much for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read "Norma C. Wheeler". The signature is fluid and cursive, with the first name "Norma" being more prominent.

Norma C. Wheeler
Paralegal
(904) 251-6558 – Direct
(904) 880-0350 – Fax
nwheeler@web.com

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Yodle Web.com, Inc.

Name of Corporation

DOCUMENT NUMBER: F13000000987

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Norma C. Wheeler

Name of Contact Person

Yodle Web.com, Inc.

Firm/Company

12808 Gran Bay Parkway West

Address

Jacksonville, FL 32258

City/State and Zip Code

nwheeler@web.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Norma C. Wheeler

Name of Contact Person

at (904) 251-6558

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F13000000987

(Document number of corporation (if known))

1. Yodle, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 3/5/2013
(Incorporated under laws of) (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? 3/9/2016

5. Yodle Web.com, 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)

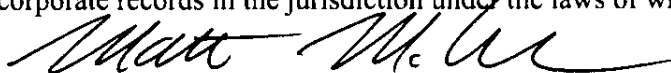
6. If the amendment changes the period of duration, indicate new period of duration.

(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)

Matthew P. McClure

(Typed or printed name of person signing)

Secretary

(Title of person signing)

RECEIVED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

2013 MAY -9 P 12:37

FILED

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:

"BARTON CREEK WEB.COM, LLC", A DELAWARE LIMITED LIABILITY
COMPANY,

WITH AND INTO "YODLE, INC." UNDER THE NAME OF "YODLE
WEB.COM, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS
OFFICE ON THE NINTH DAY OF MARCH, A.D. 2016, AT 8:08 O`CLOCK
A.M.




Jeffrey W. Bullock, Secretary of State

5934518 8100M
SR# 20182763230

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

Authentication: 202528157
Date: 04-17-18

**CERTIFICATE OF MERGER
MERGING
BARTON CREEK WEB.COM, LLC
WITH AND INTO
YODLE, INC.**

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:08 AM 03/09/2016
FILED 08:08 AM 03/09/2016
SR 20161559165 - File Number 3947574

Pursuant to Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act

YODLE, INC., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), DOES HEREBY CERTIFY:

FIRST: The name of the Corporation, which is the constituent corporation, is Yodle, Inc., a Delaware corporation, and the name of the constituent limited liability company being merged into this Corporation is Barton Creek Web.com, LLC, a Delaware limited liability company (the "**LLC**").

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Corporation and the LLC in accordance with Section 264 of the Delaware General Corporation Law and Section 18-209 of the Delaware Limited Liability Company Act.

THIRD: The name of the surviving corporation prior to the merger is "Yodle, Inc." and the name of the surviving corporation following the merger is "Yodle Web.com, Inc." Certificate of Incorporation of the surviving corporation following the merger shall be amended and restated as attached hereto as Exhibit A.

FOURTH: The merger is to become effective on the date and at the time of the filing of this certificate of merger (the "Effective Time").

FIFTH: The Agreement and Plan of Merger is on file at 12808 Gran Bay Parkway West, Jacksonville, FL 32258, the place of business of the surviving corporation.

SIXTH: A copy of the Agreement and Plan of Merger will be furnished by the Corporation on request, without cost, to any member of the LLC or any stockholder of the Corporation.

IN WITNESS WHEREOF, Yodle, Inc. has caused this Certificate of Merger to be executed in its corporate name as of this 9th day of March, 2016.

YODLE, INC.

By: /s/ Court Cunningham
Court Cunningham
Chief Executive Officer

EXHIBIT A

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
YODLE WEB.COM, INC.**

I.

The name of this corporation is Yodle Web.com, Inc. (the "*Corporation*").

II.

The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.

III.

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

IV.

The Corporation is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is One Thousand (1,000), each having a par value of \$0.001.

V.

A. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by the Board of Directors in the manner provided in the Bylaws. Directors need not be elected by ballot unless required by the Bylaws

B. The Board of Directors is expressly empowered to adopt, amend or repeal the Bylaws of the Corporation. The stockholders shall also have power to adopt, amend or repeal the Bylaws of the Corporation; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by this Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least a majority of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

VI.

A. To the fullest extent permitted by the DGCL, 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.

B. Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

VII.

The Corporation 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 the stockholders herein are granted subject to this reservation.