

F1300000 2085

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

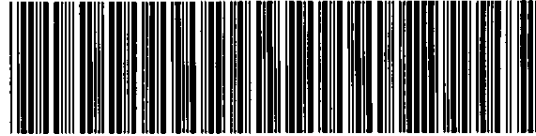
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2016 NOV 17 PM 6:40
CLERK OF DISTRICT COURT
DISTRICT OF COLUMBIA

RECEIVED
DEPT. OF JUSTICE
16 NOV 17 AM 11:00

Amendments of
Judicial

NOV 18 2016

ALBRITTON

NOV 18 2016

1 ALBRITTON

Date: 11/17/2016

Account #: 1200000000887

Name: Michelle Walker

Reference #: J000695

ENTITY NAME: CONNEXIN SOFTWARE, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Annual Report

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other: _____

Authorized Amount: \$35

Signature: Michelle Walker

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Connexin Software, Inc.
Name of Corporation

DOCUMENT NUMBER: _____

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Lakesha Johnson

Name of Contact Person

National Corporate Research, LTD

Firm/Company

1601 ELM STREET SUITE 4360

Address

DALLAS, TX 75201

City/State and Zip Code

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

For further information concerning this matter, please call:

Lakesha Johnson

Name of Contact Person

at (518)

213-0765

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)

F13000002085

(Document number of corporation (if known))

1. CONNEXIN SOFTWARE, INC.
(Name of corporation as it appears on the records of the Department of State)
2. Maryland 3. 05/14/2013
(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? _____
5. _____
(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.
Delaware
(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)

Ellen G. Purdy
(Typed or printed name of person signing)

Chief Financial Officer
(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 "CONNEXIN SOFTWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CONNEXIN SOFTWARE, INC." WAS INCORPORATED ON THE TWELFTH DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



6014805 8300

SR# 20166597632

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: 203320830

Date: 11-11-16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND
CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A MARYLAND
CORPORATION UNDER THE NAME OF "CONNEXIN SOFTWARE, INC." TO A
DELAWARE CORPORATION, FILED IN THIS OFFICE ON THE TWELFTH DAY OF
APRIL, A.D. 2016, AT 6:06 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

8100V
SR# 20166597763

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

Authentication: 203320898
Date: 11-11-16

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
OF
CONNEXIN SOFTWARE, INC.**

**FROM A NON-DELAWARE CORPORATION TO A DELAWARE CORPORATION
PURSUANT TO SECTION 265 OF THE DELAWARE GENERAL CORPORATION LAW**

The undersigned, desiring to convert a non-Delaware corporation to a Delaware corporation pursuant to Section 265 of the Delaware General Corporation Law, does hereby certify as follows:

1. The date on which and the jurisdiction where Connexin Software, Inc. (the "Corporation"), the converting non-Delaware corporation, was first formed is March 28, 1985 in the State of Maryland.
2. The jurisdiction of the Corporation immediately prior to filing this Certificate is the State of Maryland.
3. The name of the Corporation immediately prior to filing this Certificate is Connexin Software, Inc.
4. The name of the Delaware corporation into which the Corporation is to be converted as set forth in its Certificate of Incorporation is Connexin Software, Inc.
5. The conversion of the Corporation into a Delaware corporation shall be effective upon (a) the filing with the Secretary of State of the State of Maryland of Articles of Conversion of the Corporation meeting the requirements of Section 3-903 of Corporations and Associations Article of the Annotated Code of Maryland and (b) the filing with the Secretary of State of the State of Delaware of (i) the Certificate of Incorporation of Connexin Software, Inc. and (ii) this Certificate of Conversion.

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of Connexin Software, Inc., a Maryland corporation, has executed this Certificate as of the 31st day of March, 2016.

Connexin Software, Inc.

By: 
Name: Michael Matlack
Title: President

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 FORMATION OF "CONNEXIN SOFTWARE,
INC.", FILED IN THIS OFFICE ON THE TWELFTH DAY OF APRIL, A.D.
2016, AT 6:06 O'CLOCK P.M.



6014805 8100
SR# 20166597763

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: 203320899
Date: 11-11-16

**CERTIFICATE OF INCORPORATION
OF
CONNEXIN SOFTWARE, INC.**

The undersigned, for the purposes of forming a corporation under the laws of the State of Delaware, does make, file and record this Certificate of Incorporation, and does hereby certify as follows:

FIRST: The name of the corporation is Connexin Software, Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Delaware is: 2711 Centerville Road, Suite 400, City of Wilmington, County of New Castle, Delaware 19808. The name of the Corporation's registered agent at such address is Corporation Service Company.

THIRD: The purposes for which the Corporation is formed are: (i) to engage in the business of buying, selling, designing, and developing computer hardware and software, to engage in all activities related thereto, and to engage in any other lawful business, and (ii) to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: (a) The total number of shares of capital stock of all classes which the Corporation has authority to issue shall be Forty-Seven Million Five Hundred Thousand (47,500,000) shares of Common Stock, par value \$0.001 per share, consisting of: (i) Forty-Five Million (45,000,000) shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"), and (ii) Two Million Five Hundred Thousand (2,500,000) shares of Class B Common Stock, par value \$0.001 per share (the "Class B Common Stock").

(b) Each holder of the Class A Common Stock shall have one (1) vote for each share of Class A Common Stock held by such holder on each matter submitted to a vote of stockholders. Class B Common Stock shall have no voting power.

(c) Except as set forth in paragraph (b) of this Article FOURTH above, the Class A Common Stock and the Class B Common Stock shall have the same powers, preferences, rights, qualifications, limitations and restrictions.

FIFTH: The number of directors of the Corporation shall be seven (7). At any time when there shall only be one (1) director appointed by Bluff Point Associates Corp., a Delaware corporation ("Bluff Point"), serving as a director of the Corporation, then such director so appointed by Bluff Point shall have four (4) votes on all matters that come before the Board of Directors of the Corporation (the "Board"). At any time when there shall only be two (2) directors appointed by Bluff Point serving as directors of the Corporation, then the director

designated by Bluff Point as the "lead Bluff Point Director" (the "Lead Bluff Point Director") shall have three (3) votes on all matters that come before the Board. At any time when there shall only be three (3) directors appointed by Bluff Point serving as directors of the Corporation, then the Lead Bluff Point Director shall have two (2) votes on all matters that come before the Board. Except as otherwise set forth above, each director of the Corporation shall have one (1) vote on all matters that come before the Board.

SIXTH: The name and mailing address of the sole incorporator of the Corporation are as follows:

Name: Michael Matlack
Address: 5 Walnut Grove Drive, Suite 240
Horsham, Pa 19044

SEVENTH: The Corporation hereby elects not to be governed by Section 203 of the DGCL.

EIGHTH: 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. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated to the fullest extent permitted by the DGCL, as so amended.

NINTH: The Corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, she, his or her testator or intestate is or was a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation or serves or served at any other enterprise as a director, officer, employee or agent at the request of the Corporation or any predecessor to the Corporation.

IN WITNESS WHEREOF, the undersigned sole incorporator has executed this Certificate of Incorporation as of March 31, 2016.



Michael Matlack
Sole Incorporator