

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 140651 7843598

AUTHORIZATION

COST LIMIT : \$70.00

ORDER DATE : January 14, 2020

ORDER TIME : 3:13 PM

ORDER NO. : 140651-005

CUSTOMER NO: 7843598

FILED
2020 JAN 14 PM 4:48
TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: UPLAND SOFTWARE, INC

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Kadesha Roberson -- EXT# 62980

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Upland Software, Inc

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Stephanie Deadmon

Name of Person

Upland Software, Inc.

Firm/Company

401 Congress Ave., Ste. 1850

Address

Austin, TX 78701

City/State and Zip code

legal@uplandsoftware.com

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

For further information concerning this matter, please call:

Stephanie Deadmon

at (512) 553-8842

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Upland Software, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

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

2. DE 3. 27-2992077
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 7/7/2010 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 12/31/2019
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 401 Congress Ave., Ste. 1850, Austin, TX 78701
(Principal office street address)

(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
By: Kadesha Roberson
(Registered agent's signature) Kadesha Roberson
Asst. Vice President

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☒ Chairman Name: John T. McDonald
☐ Vice Chairman Address: 401 Congress Ave., Ste. 1850
☒ Director Austin, TX 78701
☒ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: John Hanners
☐ Vice Chairman Address: 401 Congress Ave., Ste. 1850
☐ Director Austin, TX 78701
☐ President _____
☒ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

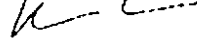
☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

☐ Chairman Name: Michael D. Hill
☐ Vice Chairman Address: 401 Congress Ave., Ste. 1850
☐ Director Austin, TX 78701
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☒ Treasurer _____
☐ Other _____ ☒ Other CFO

☐ Chairman Name: Kin Gill
☐ Vice Chairman Address: 401 Congress Ave., Ste. 1850
☐ Director Austin, TX 78701
☐ President _____
☐ Vice President _____
☒ Secretary _____ ☐ Treasurer _____
☒ Other Senior VP ☐ Other General Counsel

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary _____ ☐ Treasurer _____
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.  _____
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Kin Gill, SVP, General Counsel and Secretary _____
(Typed or printed name and capacity of person signing application)

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPLAND 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 FOURTEENTH DAY OF JANUARY, A.D. 2020.


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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPLAND SOFTWARE, INC." WAS INCORPORATED ON THE SEVENTH DAY OF JULY, A.D. 2010.

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

2020 JAN 14 PM 4:48
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

4845215 8300

SR# 20200272689

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

Authentication: 202185072

Date: 01-14-20