

M11000000697

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

07/07/16--01004--002 **55.00

JUL 08 2016
J. HARRIS

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TALLAHASSEE, FLORIDA
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SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive
Tallahassee, Florida 32312
(850) 656-4724

SUNSHINECORPORATE2014@GMAIL.COM

Date: 11-6-16

ENTITY NAME:

i Assessment, LLC

****PLEASE FILE THE ATTACHED AND RETURN:****

☒ Plain Copy
☐ Certified Copy

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY:****

Document Number: _____

_____ Certified Copy of Arts & Amendments

_____ Certificate of Good Standing

****APOSTILLE/NOTARIAL CERTIFICATION:****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL AMOUNT OWED: 55⁰⁰

CHECK NUMBER: 2649

PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INFORMATION ON THIS MATTER.

Thank you!

Tina Goff, President

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: iAssessment, LLC
Name of Foreign Limited Liability Company

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Name of Person

Firm/Company

Address

City/State and Zip Code

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

For further information concerning this matter, please call:

Name of Person at (_____) _____
Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☐ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☒ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

CR2E055 (9/15)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 7, 2016

SUNSHINE CORPORATE FILING
TINA GOFF

SUBJECT: IASSESSMENT, LLC
Ref. Number: M11000000697

*See attached -
Refuse
Thanks*

We have received your document for IASSESSMENT, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6051.

Jenna D Harris
Regulatory Specialist II

Letter Number: 116A00014190

FILED
16 JUL -7 AM 8:30
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

RECEIVED
16 JUL -7 PM 3:15
TO ACKNOWLEDGE
SECRETARY OF STATE
TALLAHASSEE
FLORIDA

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO FILE
AMENDMENT TO CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN FLORIDA**

SECTION I (1-4 must be completed)

1. Name of limited liability Company as it appears on the records of the Florida Department of

State: iAssessment LLC

Enter new principal office address, if applicable: 7730 South Union Park Ave. Ste. 500

(Principal office address

MUST BE A STREET ADDRESS)

Sandy, UT 84047

Enter new mailing address, if applicable:

(Mailing address

MAY BE A POST OFFICE BOX)

8860 East Chaparral Road

Suite 100

Scottsdale, AZ 85250

2. The Florida document number of this limited liability company is: M11000000697

3. Jurisdiction of its organization: Utah

4. Date authorized to do business in Florida: 1/28/2011

SECTION II (5-9 complete only the applicable changes)

5. New name of the limited liability company: Performance Matters LLC
(must contain "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida and attach a copy of the written consent of the managers or managing members adopting the alternate name. The alternate name must contain "Limited Liability Company," "L.L.C." or "LLC.")

6. If amending the registered agent and/or registered officer address on our records, enter the name of the new registered agent and/or the new registered office address here:

Name of New Registered Agent:

New Registered Office Address:

Enter Florida Street Address

Florida

City

Zip Code

New Registered Agent's Signature, if changing Registered Agent:

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 as provided for in Chapter 605, F.S. Or, if this document is being filed to merely reflect a change in the registered office address, I hereby confirm that the limited liability company has been notified in writing of this change.

If Changing Registered Agent, Signature of New Registered Agent

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment changes person, title or capacity in accordance with 605.0902 (1)(e), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Chief Product Officer	<u>Jeanette Haren</u>	<u>8180 South 700 East Ste 250</u>	<input type="checkbox"/> Add
		<u>Sandy UT 84070</u>	<input checked="" type="checkbox"/> Remove
Controller	<u>Kelly Staniec</u>	<u>8180 South 700 East Ste 250</u>	<input type="checkbox"/> Add
		<u>Sandy UT 84070</u>	<input checked="" type="checkbox"/> Remove
Pres. & CEO	<u>James K. Rosenthal</u>	<u>8180 South 700 East Ste 250</u>	<input type="checkbox"/> Add
		<u>Sandy UT 84070</u>	<input checked="" type="checkbox"/> Remove
CEO	<u>Adam Klaber</u>	<u>140 Greenwich Ave., 3rd Fl.</u>	<input checked="" type="checkbox"/> Add
		<u>Greenwich CT 06830</u>	<input type="checkbox"/> Remove
President	<u>Adair Dillaha</u>	<u>7730 South Union Park Ave.</u>	<input checked="" type="checkbox"/> Add
		<u>Sandy UT 84047</u>	<input type="checkbox"/> Remove

Continued on attachment

9. Attached is a certificate, if required: no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.

Steven S. Berger
Signature of the authorized representative

Steven S. Berger, Vice President
Typed or printed name of signee

Filing Fee: \$25.00

16 JUL -7 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

Attachment to Application by Foreign Limited Liability Company
to File Amendment to Certificate of Authority to Transact Business in Florida

8. *Continued* -- Persons authorized to manage the limited liability company

ADD:

TITLE	NAME	ADDRESS
Chief Technology Officer	James Waters	7730 South Union Park Avenue Suite 500 Sandy UT 84047

FILED
16 JUL -7 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



Francine Giani
Executive Director
Department of Commerce

Gary Herbert
Governor
State of Utah

Kathy Berg
Director
Division of Corporations
& Commercial Code

STATE OF UTAH
DEPARTMENT OF COMMERCE
DIVISION OF CORPORATIONS & COMMERCIAL CODE
CERTIFICATE OF REGISTRATION

UNITED CORPORATE SERVICES, INC.
PERFORMANCE MATTERS LLC
2005 E 2700 S STE 200
SALT LAKE CITY UT 84109

Access Code
Code: 3093567



State of Utah
Department of Commerce
Division of Corporations & Commercial Code

CERTIFICATE OF REGISTRATION

LLC - Domestic

This certifies that **PERFORMANCE MATTERS LLC** has been filed and approved on **January 25, 2000** and has been issued the registration number **3099428-0160** in the office of the Division and hereby issues this Certification thereof.

KATHY BERG
Division Director

3099428-0/60

JUN 29 '16 PM 1:42



State of Utah
DEPARTMENT OF COMMERCE
Division of Organizations & Commercial Code
Limited Liability Company Statement of Merger

Non-Refundable Processing Fee: \$37.00

This form cannot be hand written.

RECEIVED

JUN 29 2016

State of Utah
Utah Div. of Corp. & Department of Commerce
Division of Organizations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 30th day of June 2016
in this office of this Division and hereby issued
This Certificate thereof.

Examiner



Kathy Berg
Division Director

Date 6/30/16

EXPEDITE

MERGER

DELAYED EFFECTIVE DATE

Pursuant to UCA 48-3A-1025, the undersigned parties of the merger execute and deliver the following Statement of Merger:

First: Non-surviving Entities that are Parties to the Merger:

Name of Business Entity: WN PM Holdings LLC UD

Entity Type: Limited liability company Jurisdiction: Delaware

Name of Business Entity: Performance Matters, LLC UD

Entity Type: Limited liability company Jurisdiction: Florida

Name of Business Entity: _____

Entity Type: _____ Jurisdiction: _____

Name of Business Entity: _____

Entity Type: _____ Jurisdiction: _____

Name of Business Entity: _____

Entity Type: _____ Jurisdiction: _____

Additional Business Entities that are Parties to the Merger have been named in an attached Exhibit and made a part hereof.

Second: Surviving Entity

Name of Business Entity: Assessment, LLC

Entity Type: Limited liability company Jurisdiction: Utah

Third: Approval Statement

This merger was approved by each domestic merging entity (if any) in accordance with Sections 48-3a-1021 through 48-3a-1026 and by each foreign merging entity (if any) in accordance with the law of its jurisdiction of formation.

Fourth: Surviving Entity Creation/Existence

☐ The surviving entity is created by this Statement of Merger. The formation document that creates the surviving entity is attached.

☐ The surviving entity is a Non-registered Foreign Entity.

☒ The surviving entity existed before this Statement of Merger. (select only one option below)

☒ Amendments provided in the plan of merger for the formation document that created the surviving entity that are in the public record are attached.

☐ The formation documents remain unchanged.

THE EFFECTIVE TIME AND DATE OF THE MERGER HEREIN PROVIDED FOR SHALL BE 11:59PM ON JUNE 30, 2016 EDT.

Under GRAMA (63-1-201), all registration information maintained by the Division is classified as public record. For confidentiality purposes, you may use the business entity physical address rather than the residential or private address of any individual affiliated with the entity.

Date: 06/29/2016
Receipt Number: 6480263
Amount Paid: \$340.20

**Fifth: Mailing Address for Service of Process pursuant to Subsections 48-3a-1026(5) and 16-17-301(2)
(for Non-registered Foreign Surviving Entities ONLY)**

Address: _____

City: _____ State: _____ Zip: _____

Sixth: Required Signatures

Surviving Entity: Assessment, LLC

Name: Steven J. Berger Title: Vice President

Signature: [Signature] Date: 6/29/2016

Non-surviving Entity: WN PM Holdings LLC

Name: Steven J. Berger Title: Chief Financial Officer

Signature: [Signature] Date: 6/29/2016

Non-surviving Entity: Performance Matters, LLC

Name: Steven J. Berger Title: Secretary

Signature: [Signature] Date: 6/29/2016

Non-surviving Entity: _____

Name: _____ Title: _____

Signature: _____ Date: _____

Non-surviving Entity: _____

Name: _____ Title: _____

Signature: _____ Date: _____

Non-surviving Entity: _____

Name: _____ Title: _____

Signature: _____ Date: _____

Include complete signatures for any additional Business Entities that have been named in an attached Exhibit.

AMENDED AND RESTATED
CERTIFICATE OF ORGANIZATION
OF
iASSESSMENT, LLC

1. Name. The name of the Company is Performance Matters LLC.
2. Period of Duration. The period of duration of the Company shall commence as of the date of the filing of the original Articles of Organization with the Division, which was January 25, 2000, and shall continue for a term of ninety-nine (99) years from that date, unless sooner terminated pursuant to law or the provisions of the Company's Limited Liability Company Agreement, as the same may be amended from time to time.
3. Business Purpose. The Company is organized to conduct or promote any lawful business for which a limited liability company may be organized under the Utah Revised Uniform Limited Liability Company Act.
4. Principal Office. The street and mailing address of the Company's designated office is 7730 South Union Park Avenue, Suite 500, Sandy, Utah 84047.
5. Registered Agent. The name and street address of the Company's registered agent are as follows:

United Corporate Services, Inc.
1111 Brickyard Road, Suite 206
Salt Lake City, Utah 84106-2597
6. Liability of Members. No member shall be personally liable for any of the losses of the Company beyond his, her or its capital interest in the Company.



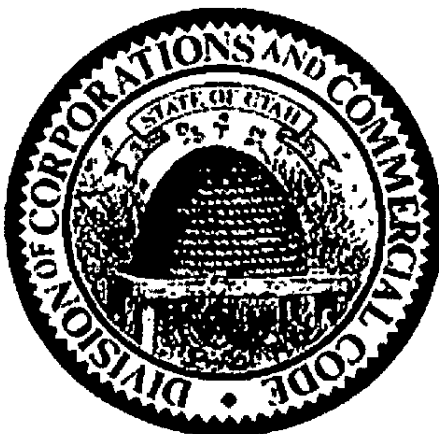
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

07/06/2016
3099428-016007062016-2213458

CERTIFICATE OF EXISTENCE

Registration Number:	3099428-0160
Business Name:	PERFORMANCE MATTERS LLC
Registered Date:	January 25, 2000
Entity Type:	LLC - Domestic
Current Status:	Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg
Director
Division of Corporations and Commercial Code