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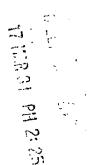
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APR 03 2017 S. YOUNG



#### Young, Sheila H.

From:

Legal < legal@uplandsoftware.com>

Sent:

Monday, April 03, 2017 2:26 PM

To:

Young, Sheila H.

Cc:

Legal

Subject:

Ultriva, Inc. / Ultriva, LLC (subsidiary of Upland Software, Inc.)

Hi Sheila,

Per our conversation, I am sending you this email to authorize Ultriva, LLC to use the name "Ultriva" as we are in the process of withdrawing Ultriva, Inc. from Florida. Please let me know if you need anything further.

Kaley Ganino Corporate Paralegal Phone: 512-960-1007

upland

legal@uplandsoftware.com kganino@uplandsoftware.com

#### **COVER LETTER**

TO:

Registration Section

Division of Corporations								
SUBJECT: VITI	/ U, LUC Name of L	imited Liability Con	npany	_				
The enclosed "Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida," Certificate of Existence, and check are submitted to register the above referenced foreign limited liability company to transact business in Florida								
Please return all correspondence con	cerning this matter to the fo	ollowing:						
	YN Waa	GUNINO me of Person		_				
	upland s	Oftwure, 1	MC:	-				
	401 CON	Address	; Svite 1850					
	PVST City/Sta	M X The and Zip Code	19701					
E	E-mail address to be used	for fliture annual rep	oort notification)	- 723				
For further information concerning the	his matter, please call:							
Name of C	Contact Person	at (S\2 Area Code)	Daytime Telephone Number	_				
MAILING ADDRESS: Division of Corporations Registration Section P.O. Box 6327 Tallahassee, FL 32314		Di Re Cl 26	ivision of Corporations egistration Section lifton Building 661 Executive Center Circle allahassee, FL 32301					
-	g amount: 3 \$130.00 Filing Fee & Certificate of Status	☐ \$155.00 Filing F Certified Copy	Fee & \$\Bigsquare\$ \$160.00 Filing Fee, Coof Status & Certified Co					

# APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

1. Ultriva UV  Name of Persign Limited Liability Company; must include "Limited Liability Company," "LLC.," or "LLC."  (If name unwailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "LLC.," or "LLC."  CA  (Grand Company," "LLC.," or "LLC.")  (Grand Company, "LLC.," or "LLC.")  (Grand Compa	IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED HABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:
(City)  Registered agent's acceptance:  Having been made at explicited agent and to accept service of process for the above stated limited limitity company at the place disgranded in this applications of all statutes relative to the proper and complete per formance of my duties, and I am familiar with and accept the obligations of my peacing the processor of the person(s) who hashave authority to manage is/are:  Michael D. Hill - Peliel Agent and so accept service of process for the above stated limited limiting that place designated in this application. I hereby accept the uppointment as registered agent and agree to act in this capacity. There agree to complying the provisions of only the provisions of only the provisions as referred agent.  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complyivith 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 referred agent.  Chelsey Martline  Stepshere of an authorized by the official having custody of records in the jurisdiction under the law of which it is organized. If the pertitorist is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  This document is executed in accordance, with section 603.003 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Doparticallot Staff constitutes a finite degree felony as provided for in a 817.155, F.S.	1. Ultriva, LLC
Labbility Company, "T.L.C," or "L.C."  Out of the law of which foreign limited liability company is organized.  A 7 2 0 20 10 (Arryantly Tractory of Mitrival, Inc F 180000 33,43)  (See sections 605,000 44, 605,0005; Fs. to determine penalty liability)  Street Address of Finicipal Office)  (Mailing Address)  7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  Name: (Ox POX Attorn Street)  (City Orrival Le Covy Policy  Office Address: 120 Hay Street  (City Orrival Le Covy Policy  (Zip code)  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this application, thereby accept the spontaneous are registered agent and agree to act to this capacity. I further agree to complywith 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.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  Asst Vice President  Signature of an authorized person  This document is executed in accordance with section 65,0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Dopartporal of State constitutes a third degree felony as provided for in s.817,155, F.S.	(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")
2. CA    Justicidado under the law of which foreign limited liability   Company to organized    1 2 0 20 0	(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company" "L.C." or "L.C."
Considerion under the law of which foreign limited liability company to spanized)   A	77-75127910
4. 720/2010 (arryintly registered on Mitrim, Inc Flootion 33,93) (Date finishmassed business in Florida, if prior to registration.) (See sections 60,50% & 650,00%, 85.10 determine penalty liability)  5. 40 (confired No. 1	(Jurisdiction under the law of which foreign limited liability (FEI number, if applicable)
(Mailing Address)  7. Name and street address of Florida registered agent (P.O. Box NOT acceptable)  Name: (OY POY AT IN SEY VILE (OYN POW)  Office Address: 1201 Hays Street  I all ahose (City)  Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complying the provisions of all statutes relative to the proper and complete performance of my datles, and I am familiar with and accept the obligations of my position as registered agent a signature)  8. The name, title or capacity and address of the person(e) who has have authority to manage is/are:  NIM T. Mt DMAIL - PLICETAM  9. Attached is a certificate of existence, no more that 90-days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized lift the feetificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  This document is executed in accordance with section 605.0203 (I) (b), Florida Statutes. I am aware that any false information submitted in a document to the Dopartheniof State constitutes a third degree felony as provided for in s.817.155, F.S.	4. 7/26/2010 (curvently redictored on Ultriva, Inc F1000000 3393)
7. Name and street address of Florida registered agent. (P.O. Box NOT acceptable)  Name: (IV PGY ATTERN SEV Lee COVY POLICY Office Address: 120 Hay Street  (City) (City) (Zip code)  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith the provisions of all statutes relative to the proper and complete performance of my dutles, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  NIMATERIAL PRESIDENT  MICHAEL D. Hill - Secretary  VIVE UNION - ASST. Secretary  VIVE UNION - ASST. Secretary  9. Attached is a certificate of existence, no more than 90-days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized fif the pertitivate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Departmentor State constitutes a fluired degree felony as provided for in s.817.155, F.S.	
7. Name and street address of Florida registered agent. (P.O. Box NOT acceptable)  Name: (IV PGY ATTERN SEV Lee COVY POLICY Office Address: 120 Hay Street  (City) (City) (Zip code)  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith the provisions of all statutes relative to the proper and complete performance of my dutles, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  NIMATERIAL PRESIDENT  MICHAEL D. Hill - Secretary  VIVE UNION - ASST. Secretary  VIVE UNION - ASST. Secretary  9. Attached is a certificate of existence, no more than 90-days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized fif the pertitivate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Departmentor State constitutes a fluired degree felony as provided for in s.817.155, F.S.	Austin, TX 79701
7. Name and street address of Florida registered agent. (P.O. Box NOT acceptable)  Name: (IV PGY ATTERN SEV Lee COVY POLICY Office Address: 120 Hay Street  (City) (City) (Zip code)  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith the provisions of all statutes relative to the proper and complete performance of my dutles, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  NIMATERIAL PRESIDENT  MICHAEL D. Hill - Secretary  VIVE UNION - ASST. Secretary  VIVE UNION - ASST. Secretary  9. Attached is a certificate of existence, no more than 90-days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized fif the pertitivate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Departmentor State constitutes a fluired degree felony as provided for in s.817.155, F.S.	6. "LAM & OL APONE
7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  Name: COY POWATEN SET VILL COYN POWA  Office Address: 120 Hay Street  (City) , Florida 3230 (Zip code)  Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith the provisions of all statutes relative to the proper and complete performance of my dutles, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  NIMITED - HILL - PELITARY  VIYE LATION - HIST. SECULTARY  9. Attached is a certificate of existence, no more than 90-days old; duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized lift the pertificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	
Name:  Office Address:    120   Hay Struck   City   City   City   City   City	(Mailing Address)
Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complyith the provisions of all statutes relative to the proper and complete performance of my duttes, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  MINDY D. HII - PERIODAL  YIVE LATION - MSS. PERIODAL  9. Attached is a certificate of existence, no more than 90 days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized if the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	7. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith 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.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  MINDLE D. Hill - SELVETAY  9. Attached is a certificate of existence, no more than 90 days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized lift the pertituate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Dopartocniof State constitutes a third degree felony as provided for in s.817.155, F.S.	Name: COX poration Service Corribation
Registered agent's acceptance:  Having been named as registered agent and to accept service of process for the above stated limited liability company 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.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:    http://www.lufle.com/limited/limite	Office Address: 1201 Hay Street
Registered agent's acceptance: Having been named as registered agent and to accept service of process for the above stated limited liability company 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 complywith 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.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:    MCHAPL D. Hill - Secretary	
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to complywith the provisions of all statutes relative to the proper and complete performance of my dutles, and I am familiar with and accept the obligations of my position as registered agent.  Chelsey Martine  Asst Vice President  (Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:  MINDIA - PLIMENT  9. Attached is a certificate of existence, no more than 90 days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized if the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Dopartment of State constitutes a third degree felony as provided for in s.817.155, F.S.	Registered agent's acceptance:
Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:    MC DMMI - PLICENT   CONSIDER - HOLD	designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree
Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:    Donn T. Mc Donald - President	to complywith 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.
(Registered agent's signature)  8. The name, title or capacity and address of the person(s) who has/have authority to manage is/are:    Donn T. McDMMIA - President	Asst Vice President
MCNAY D. Hill - Secretary  Wirk Larson - Asst. Secretary  9. Attached is a certificate of existence, no more than 90 days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized lift the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	(Registered agent's signature)
Minage D. Hill - Secretary  9. Attached is a certificate of existence, no more than 90 days old duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized lift the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any false information submitted in a document to the Dopartment of State constitutes a flirid degree felony as provided for in s.817.155, F.S.	
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9. Attached is a certificate of existence, no more than 90 days olds duly authenticated by the official having custody of records in the jurisdiction under the law of which it is organized. If the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted.  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	Michael D. Hill- Secretary
jurisdiction under the law of which it is organized lift the certificate is in a foreign language, a translation of the certificate under oath of the translator must be submitted)  Signature of an authorized person  This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	Kirk Larson - Asst. Secretary
This document is executed in accordance with section 605.0203 (1) (b), Florida Statutes. I am aware that any 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.	jurisdiction under the law of which it is organized if the certificate is in a foreign language, a translation of the certificate under oath
submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.	Signature of an authorized person
	submitted in a document to the Department of State constitutes a fhird degree felony as provided for in s.817.155, F.S.

# State of California Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME: ULTRIVA, LLC

FILE NUMBER:

201700710140

FORMATION DATE:

12/27/2016

TYPE:

DOMESTIC LIMITED LIABILITY COMPANY

JURISDICTION:

CALIFORNIA

STATUS:

ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of March 21, 2017.

ALEX PADILLA Secretary of State

## D1378869



### State of California Secretary of State

2127966 out

Limited Liability Company Articles of Organization - Conversion

IMPORTANT - Read all instructions before completing this form.

File# 201700710140

FILED & Secretary of State W State of California

DEC 2 7 2016

This Space For Filing Use Only

С	onverted Entity Information					
1.		e name must include the words ed to Ltd. and Co., respectively.)	Limiled Liability	Company or the	abbreviations LLC	or L.L.C. The words
	Ultriva, LLC					
2.	The purpose of the Ilmited itability compunder the California Revised Uniform Lin	pany is to engage in any lawful nited Liability Company Act.	act or activity	for which a limite	d liability company	y may be organized
3.	The limited liability company will be manu	aged by (check only one):			· <u>·</u>	<del></del> .
	✓ One Manager	More Than One Manager		All Limited	Liabilily Compan	y Member(s)-
4.	Initial Street Address of Limited Liability (	Company's Designated Office in	CA	City	Slate	Zip Code
	1601 S. Deanza Blvd., Ste. 16			ertino	CA	95014 📆
5.	Initial Mailing Address of Limited Liability	Company, if different from Item	4	City	State	Zlp Code
6.	Initial Agent for Service of Process: Ite section 1505 that agrees to be your agent for list the agent's CA business or residential partnership or general partnership, list the address for service of process is already on	or service of process.' You may no street address, item 6c: If the ag the agent's mailing address. Do	t list the convert jent is an Indivi	led entity as the ago dual and the conve	eni, item 6b: if the erting entity is a C	agent is an Individual, A corporation, limited
	a. Name of Agent For Service of Process					
(	Corporation Service Company which	will do business in Californi	la as CSC-La	wyers Incorpora	iting Service	j
	b. If an Individual, Street Address of Age	nt for Service of Process - Do no	ot list a P.O. Bo	X City	Slate CA	Zip Code
	c. If an Individual, Mailing Address of Age	ent for Service of Process		City	State	Zip Code
Cor	verting Entity Information					
r-	Name of Converting Entity Jitriva, Inc.					
Į_	Form of Entity	9. Jurisdiction		10 CA Coordina	e of Ciple Cile Name	hus II and
, ,	Corporation	California			of State File Num	
	<del></del>	<u> </u>			C212796	
7.	The principal terms of the plan of conver exceeded the vote required, if a vote was	sion were approved by a vote required, the following was requi	of the number Ired <u>for each cl</u>	of Interests or sh ass:	ares of each clas	s that equaled or
	The class and number of outstanding	<u>interests entitled to vote.</u>	AND	The percents	ige vote required o	of each class.
	Preferred Stock: None outstanding		N/A			
.1.11	Common Stock: 1,000				100%	
	itional Information					
2. <i>p</i>	additional information set forth on the attac	hed pages, if any, is incorporate	d herein by this	reference and ma	ade part of this cer	tificate.
3. I certify under penalty of perjury that the contents of this document are true. I declare I am the person who executed this instrument, which executions my act and deed.  John T. McDonald, President						
			ype or Print Name and Title of Authorized Person			
				1		
Signification Signification Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification Signification State of Authorized Person Signification Signification Signification State of Authorized Person Signification S						
C=14	(REV 01/2016)			<del>-</del>	· · · · · · · · · · · · · · · · · · ·	
1/2	COLF UNEVIU				APPROVED BY SECI	RETARY OF STATE

LLC-1A



I hereby certify that the foregoing transcript of \_\_\_\_\_\_\_ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 07 2017

Date:\_\_\_\_\_

Oly Zoll
ALEX PADILLA, Secretary of State