M17000002803

(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

900297130149

03/31/17--01009--021 **125.00

17 MAR 31 PM 2:25

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

legal@uplandsoftware.com
kganino@uplandsoftware.com

**COVER LETTER**

**TO:** **Registration Section**
**Division of Corporations**

**SUBJECT:** Vltriva, LLC
Name of Limited Liability Company

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 concerning this matter to the following:

Kaley Gunino
Name of Person

Upland Software, Inc
Firm/Company

401 Congress Ave, Suite 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:

Kaley Gunino at (512) 960-1007
Name of Contact Person | Area Code | Daytime Telephone Number

**MAILING ADDRESS:**
Division of Corporations
Registration Section
P.O. Box 6327
Tallahassee, FL 32314

**STREET ADDRESS:**
Division of Corporations
Registration Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Enclosed is a check for the following amount:

- ☒ $125.00 Filing Fee
- ☐ $130.00 Filing Fee & Certificate of Status
- ☐ $155.00 Filing Fee & Certified Copy
- ☐ $160.00 Filing Fee, Certificate of Status & Certified Copy

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

*IN COMPLIANCE WITH SECTION 605.0902, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN LIMITED LIABILITY COMPANY TO TRANSACT BUSINESS IN THE STATE OF FLORIDA:*

1. Ultriva, LLC
(Name of Foreign Limited Liability Company; must include "Limited Liability Company," "L.L.C.," or "LLC.")

(If name unavailable, enter alternate name adopted for the purpose of transacting business in Florida. The alternate name must include "Limited Liability Company," "L.L.C," or "LLC.")

2. CA
(Jurisdiction under the law of which foreign limited liability company is organized)

3. 77-0513796
(FEI number, if applicable)

4. 7/26/2010 (currently registered as Ultriva, Inc. - F10000003393)
(Date first transacted business in Florida, if prior to registration.)
(See sections 605.0904 & 605.0905, F.S. to determine penalty liability)

5. 401 Congress Ave., Suite 1850
Austin, TX 78701
(Street Address of Principal Office)

6. same as above

(Mailing Address)

7. 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)

**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:
John T. McDonald - President
Michael D. Hill - Secretary
Kirk 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. (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.

Kirk Larson
Typed or printed name of signee

17 MAR 31 PM 2:55

# State of California
## Secretary of State

CERTIFICATE OF STATUS

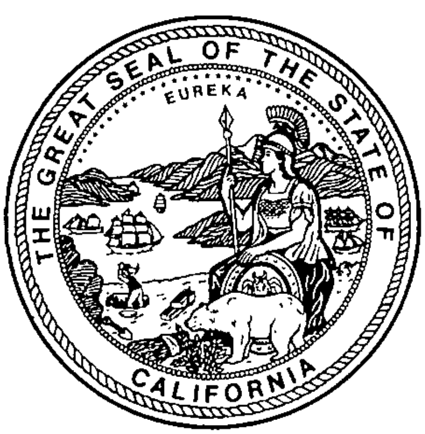
ENTITY NAME: ULTRIVA, LLC

| | |
|---|---|
| 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**

NSS

NP-25 (REV 01/2015)

D1378869

LLC-1A

File # 201700710140

# State of California
## Secretary of State

2127966 out

### Limited Liability Company
### Articles of Organization - Conversion

FILED
Secretary of State
State of California

DEC 27 2016

This Space For Filing Use Only

*IMPORTANT — Read all instructions before completing this form.*

**Converted Entity Information**

1. Name of Limited Liability Company (The name must include the words Limited Liability Company or the abbreviations LLC or L.L.C. The words Limited and Company may be abbreviated to Ltd. and Co., respectively.)
   Ultriva, LLC
2. The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.
3. *The limited liability company will be managed by (check only one):*
   - [✓] One Manager
   - [ ] More Than One Manager
   - [ ] All Limited Liability Company Member(s)
4. Initial Street Address of Limited Liability Company's Designated Office in CA — City — State — Zip Code
   1601 S. Deanza Blvd., Ste. 165 — Cupertino — CA — 95014
5. Initial Mailing Address of Limited Liability Company, if different from Item 4 — City — State — Zip Code
6. Initial Agent for Service of Process: Item 6a: List the name of an individual or a corporation registered in CA under California Corporations Code section 1505 that agrees to be your agent for service of process. You may not list the converted entity as the agent. Item 6b: If the agent is an individual, list the agent's CA business or residential street address. Item 6c: If the agent is an individual and the converting entity is a CA corporation, limited partnership or general partnership, list the the agent's mailing address. Do not list an address if the agent is a CA registered corporate agent as the address for service of process is already on file.
   a. Name of Agent For Service of Process
   Corporation Service Company which will do business in California as CSC-Lawyers Incorporating Service
   b. If an Individual, Street Address of Agent for Service of Process - *Do not list a P.O. Box* — City — State CA — Zip Code
   c. If an Individual, Mailing Address of Agent for Service of Process — City — State — Zip Code

**Converting Entity Information**

7. Name of Converting Entity
   Ultriva, Inc.

| 8. Form of Entity | 9. Jurisdiction | 10. CA Secretary of State File Number, if any |
|---|---|---|
| Corporation | California | C2127966 |

11. The principal terms of the plan of conversion were approved by a vote of the number of interests or shares of each class that equaled or exceeded the vote required. If a vote was required, the following was required for each class:

| The class and number of outstanding interests entitled to vote. | AND | The percentage vote required of each class. |
|---|---|---|
| Preferred Stock: None outstanding | | N/A |
| Common Stock: 1,000 | | 100% |

**Additional Information**

12. Additional information set forth on the attached pages, if any, is incorporated herein by this reference and made part of this certificate.
13. 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 execution is my act and deed.

John McDonald
Signature of Authorized Person — John T. McDonald, President
Type or Print Name and Title of Authorized Person

Signature of Authorized Person — Kirk Larson, Assistant Secretary
Type or Print Name and Title of Authorized Person

I hereby certify that the foregoing transcript of 7 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: ______________________

ALEX PADILLA, Secretary of State