

7/12/2019

Division of Corporations

Florida Department of State

Division of Corporations

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Division of Corporations
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JUL-15 2019

MERGER OR SHARE EXCHANGE

Vertafore, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$85.00

Merge

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Vertafore, Inc.	Delaware	Corporation P30266'
Vulcan Software, LLC	Florida	LLC L1300055807'
Vulcan International, LLC	Florida	LLC L1300000031'
_____	_____	_____

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Vertafore, Inc.	Delaware	Corporation
_____	_____	_____

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

2019 JUL 12 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FL

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic records are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss. 605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 9 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Verafore, Inc.	DocuSigned by: <i>Jayne Rothman</i> DBEF287257B34D3...	Jayne Rothman
Vulcan Software, LLC	DocuSigned by: <i>Jayne Rothman</i> DBEF287257B34D3...	Jayne Rothman
Vulcan International, LLC	DocuSigned by: <i>Jayne Rothman</i> DBEF287257B34D3...	Jayne Rothman

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

CERTIFICATE OF MERGER**OF****VULCAN SOFTWARE, LLC**
(a Florida limited liability company)**VULCAN INTERNATIONAL, LLC**
(a Florida limited liability company)**with and into****VERTAFORE, INC.**
(a Delaware corporation)

*Pursuant to Section 264(c) of the Delaware General Corporation Law and
Pursuant to Section 605-1025 of the Florida Revised Limited Liability Company Act and*

Vertafore, Inc., a Delaware corporation, does hereby certify:

FIRST: The names and states of the constituent entities to this merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Vertafore, Inc.	Delaware
Vulcan Software, LLC	Florida
Vulcan International, LLC	Florida

SECOND: An Agreement and Plan of Merger by and among each of Vulcan Software, LLC, a Florida limited liability company, and Vulcan International, LLC, a Florida limited liability company (the "Disappearing Companies"), and Vertafore, Inc., a Delaware corporation, has been approved, adopted, certified, executed and acknowledged by each of the constituent entities.

THIRD: The corporation surviving the merger is Vertafore, Inc., a Delaware corporation (the "Surviving Corporation").

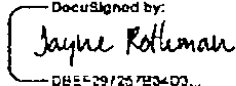
FOURTH: The Certificate of Incorporation of Vertafore, Inc. shall be the Certificate of Incorporation of the Surviving Corporation.

FIFTH: The merger shall become effective upon filing with the Secretary of State of the State of Delaware.

SIXTH: The executed Agreement and Plan of Merger between the aforesaid constituent entities is on file at the office of the Surviving Corporation at 999 18th Street, 4th Floor, Denver, CO 80202. A copy will be provided, upon request and without cost, to any stockholder of the Surviving Corporation or to any member of the Disappearing Companies.

IN WITNESS WHEREOF, the Surviving Corporation has caused this Certificate of Merger to be signed by an authorized officer this 12 day of July, 2019.

VERTAFORE, INC.

By:  085529725783403
Name: Jayne Rothman
Its: Senior Vice President