

P96000002563

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

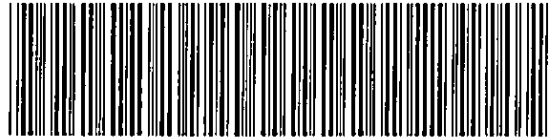
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



2006 12 27
TECHNICAL

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

ACCOUNT NO. : I20000000195

REFERENCE : 117627 7843598

AUTHORIZATION :

COST LIMIT : \$ 70.00



ORDER DATE : December 30, 2019

ORDER TIME : 3:08 PM

ORDER NO. : 117627-005

CUSTOMER NO: 7843598

ARTICLES OF MERGER

ADVANCED PROCESSING & IMAGING,
INC.

INTO

UPLAND SOFTWARE, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Upland Software, Inc.

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Kin Gill

Contact 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:

Kin Gill

Name of Contact Person

At (512) 960-1036

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

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

ARTICLES OF MERGER**(Profit Corporations)**

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Upland Software, Inc.	Delaware	4845215

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Advanced Processing & Imaging, Inc.	Florida	P96000002563

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Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2019 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/20/2019 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 12/30/2019 and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

[illegible]

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②

AGREEMENT AND PLAN OF LIQUIDATION AND REORGANIZATION

This Agreement and Plan of Liquidation and Reorganization (the "**Agreement**") is made as of December 30, 2019, by and among Upland Software, Inc., a Delaware corporation ("**Upland**"), and Advanced Processing & Imaging, Inc., a Florida corporation and a wholly owned subsidiary of Upland (the "**Subsidiary**").

WITNESSETH:

WHEREAS, it is the intention of the parties that the Subsidiary be merged with and into Upland in a transaction intended to qualify as a reorganization and/or liquidation within the meaning of Sections 368 and 332 of the Code (the "**Merger**"); and

WHEREAS, it is the intention of the parties that this Agreement shall constitute, and is hereby adopted as, a plan of reorganization pursuant to and in accordance with Section 368 of the Code and the regulations thereunder and a plan of liquidation pursuant to and in accordance with Section 332 of the Code.

NOW, THEREFORE, BE IT: the parties hereto hereby agree as follows:

1. **The Merger.** In connection with the Merger, pursuant to Section 253 of the Delaware General Corporation Law, the Subsidiary, as the wholly owned subsidiary of Upland, shall be merged with and into its parent, Upland, such that, after consummation of the Merger, the separate existence of the Subsidiary shall cease and Upland shall be the surviving entity of the Merger.

2. **Plan of Liquidation and Reorganization.** The parties hereto agree to do or cause to be done any and all further acts and things as they may deem necessary or proper in order to carry out and fully to effectuate the purposes of this Agreement, including the filing by Upland of a Certificate Merger with the Secretary of State of the State of Delaware, in connection with the Merger.


3. **Tax-Free Reorganization.** The Merger is intended to qualify as a reorganization within the meaning of Section 368 of the Code and/or liquidation within the meaning of Section 332 of the Code. This Agreement is intended to constitute a plan of reorganization within the meaning of Section 368 of the Code and the regulations promulgated thereunder and a plan of liquidation within the meaning of Section 332 of the Code.

[Signature Page Follows]


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IN WITNESS WHEREOF, the undersigned have executed this Agreement by their duly authorized officers as of the date and year first above written.

UPLAND SOFTWARE, INC., a Delaware corporation

By  _____
Name: Kin Gill
Title: SVP, General Counsel and Secretary

ADVANCED PROCESSING & IMAGING, INC., a Florida corporation

By  _____
Name: Kin Gill
Title: SVP, General Counsel and Secretary

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