

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM638191

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	AMALGAMATION		
CONVEYING PARTY DATA			
Name	Formerly	Execution Date	Entity Type
Ingenius Software Inc		01/01/2021	Corporation: CANADA
RECEIVING PARTY DATA			
Name:	UPLAND SOFTWARE INC.		
Street Address:	600 Armand-Frappier Blvd		
City:	Laval, Quebec		
State/Country:	CANADA		
Postal Code:	H7V4B4		
Entity Type:	Corporation: CANADA		
PROPERTY NUMBERS Total: 1			
Property Type	Number	Word Mark	
Registration Number:	4849463	INGENIUS	
CORRESPONDENCE DATA			
Fax Number:			
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.</i>			
Phone:	2319320411		
Email:	brianhall@traverselegal.com		
Correspondent Name:	Brian A. Hall		
Address Line 1:	810 Cottageview Drive, Suite G-20		
Address Line 4:	Traverse City, MICHIGAN 49684		
ATTORNEY DOCKET NUMBER:	Ingenius - Upland (CA)		
NAME OF SUBMITTER:	Brian A. Hall		
SIGNATURE:	/BAH/		
DATE SIGNED:	04/09/2021		
Total Attachments: 4			
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OP \$40.00 4849463



Certificate of Amalgamation

Canada Business Corporations Act

Certificat de fusion

Loi canadienne sur les sociétés par actions

UPLAND SOFTWARE INC.
LOGICIELS UPLAND INC.

Corporate name / Dénomination sociale

1161309-0

Corporation number / Numéro de société

I HEREBY CERTIFY that the above-named corporation resulted from an amalgamation, under section 185 of the *Canada Business Corporations Act*, of the corporations set out in the attached articles of amalgamation.

JE CERTIFIE que la société susmentionnée est issue d'une fusion, en vertu de l'article 185 de la *Loi canadienne sur les sociétés par actions*, des sociétés dont les dénominations apparaissent dans les statuts de fusion ci-joints.

Raymond Edwards

Director / Directeur

2021-01-01

Date of Amalgamation (YYYY-MM-DD)
Date de fusion (AAAA-MM-JJ)



**Canada Business Corporations Act (CBCA)
FORM 9
ARTICLES OF AMALGAMATION
(Section 185)**

1 - Corporate name of the amalgamated corporation

UPLAND SOFTWARE INC.
LOGICIELS UPLAND INC.

2 - The province or territory in Canada where the registered office is situated (do not indicate the full address)

Quebec

3 - The classes and any maximum number of shares that the corporation is authorized to issue

The Corporation is authorized to issue an unlimited number of Common shares.

4 - Restrictions, if any, on share transfers

The transfer of shares is subject to the restrictions on the transfer of securities set out in Section 7.

5 - Minimum and maximum number of directors (for a fixed number of directors, indicate the same number in both boxes)

Minimum number Maximum number

6 - Restrictions, if any, on the business the corporation may carry on

None.

7 - Other provisions, if any

See Schedule A attached.

8 - The amalgamation has been approved pursuant to that section or subsection of the Act which is indicated as follows:

<input type="radio"/> 183 - Long form: approved by special resolution of shareholders	<input checked="" type="radio"/> 184(1) - Vertical short-form: approved by resolution of directors	<input type="radio"/> 184(2) - Horizontal short-form: approved by resolution of directors
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9 - Declaration

I hereby certify that I am a director or an authorized officer of the following corporation:

Name of the amalgamating corporations	Corporation number	Signature
Upland Software Inc. / Logiciels Upland Inc.	0955984 - 1	<i>[Signature]</i>
Cimpl Inc.	0375077 - 9	<i>[Signature]</i>
11636243 Canada Inc.	1163624 - 3	<i>[Signature]</i>
InGenius Software Inc.	1161305-7	<i>[Signature]</i>

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5,000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).

SCHEDULE A

No securities (other than non-convertible debt securities) of the corporation shall at any time be transferred to any person without either (i) the consent of the directors to be signified by a resolution passed by the board or by an instrument or instruments in writing signed by a majority of the directors, or (ii) the consent of the shareholders of the corporation to be signified by a resolution passed by the shareholders or by an instrument or instruments in writing signed by the holders of shares of the corporation which shares represent a majority of the votes attributable to all of the issued and outstanding shares of the corporation carrying the right to vote.



**Canada Business Corporations Act (CBCA)
FORM 2
INITIAL REGISTERED OFFICE ADDRESS AND FIRST BOARD OF DIRECTORS
(Sections 19 and 106)
To be filed with Articles of Incorporation, Amalgamation or Continuance**

1 - Corporate name

UPLAND SOFTWARE INC.
LOGICIELS UPLAND INC.

2 - Address of registered office (must be a street address; a P.O. Box is not acceptable)

Number and street name : 2409, 46th Avenue

City : Lachine Province or territory : Quebec Postal code : H8T 3C9

3 - Additional address

Care of : _____

Number and street name _____

City : _____ Province or territory : _____ Postal code : _____

4 - Members of the board of directors

FIRST NAME	LAST NAME	ADDRESS (a P.O. Box is not acceptable)	CANADIAN RESIDENT (Yes / No)
Jay A.	Lefton	333 Bay Street West, Suite 2400, Toronto, Ontario, Canada, M5H 2T6	Yes
John T.	McDonald	401 Congress Avenue, 29th Floor, Austin, Texas, United States, 78701	No

5 - Declaration

I hereby certify that I am an incorporator of the new corporation, or that I am a director or an authorized officer of the corporation continuing into or amalgamating under the CBCA.

Signature:

Print name: Kin Gill Telephone number: 512-960-1036

Note: Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or to both (subsection 250(1) of the CBCA).