

## TRADEMARK ASSIGNMENT

Electronic Version v1.1  
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT		
NATURE OF CONVEYANCE:	MERGER		
EFFECTIVE DATE:	06/30/2011		
CONVEYING PARTY DATA			
	Name	Formerly	Execution Date
	Audience, Inc.		06/29/2011
			Entity Type
			CORPORATION: CALIFORNIA
RECEIVING PARTY DATA			
Name:	Audience, Inc.		
Street Address:	440 Clyde Avenue		
City:	Mountain View		
State/Country:	CALIFORNIA		
Postal Code:	94043		
Entity Type:	CORPORATION: DELAWARE		
PROPERTY NUMBERS Total: 9			
	Property Type	Number	Word Mark
	Serial Number:	85222682	HEAR AND BE HEARD
	Serial Number:	85215832	E
	Serial Number:	85183387	THE FUTURE OF VOICE IS HEAR
	Serial Number:	85136653	EARSMAST
	Registration Number:	3987084	HEAR AND BE HEARD
	Registration Number:	3987039	THE WORLD'S MOST INTELLIGENT VOICE PROCESSOR
	Registration Number:	3907648	AUDIENCE
	Registration Number:	2875755	FAST COCHLEA TRANSFORM
	Registration Number:	2854494	AUDIENCE
CORRESPONDENCE DATA			
Fax Number:	(415)268-7522		
Email:	kfraser@mofa.com		
<i>Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent</i>			

CH \$240.00 85222682

*via US Mail.*

Correspondent Name: Jennifer Lee Taylor  
Address Line 1: 425 Market Street  
Address Line 2: Morrison & Foerster LLP  
Address Line 4: San Francisco, CALIFORNIA 94105-2482

ATTORNEY DOCKET NUMBER:	52938-2400000
NAME OF SUBMITTER:	Jennifer Lee Taylor
Signature:	/Jennifer Lee Taylor/
Date:	02/07/2012

**Total Attachments: 13**

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**Delaware**

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**FILED** <sup>RD</sup>

in the office of the Secretary of State

PAGE 1 of the State of California

JUN 30 2011

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AGREEMENT OF MERGER, WHICH MERGES:

"AUDIENCE, INC.", A CALIFORNIA CORPORATION,

WITH AND INTO "AUDIENCE, INC." UNDER THE NAME OF "AUDIENCE, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE THIRTIETH DAY OF JUNE, A.D. 2011, AT 8:24 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



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110779206

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8874084

DATE: 06-30-11

TRADEMARK  
REEL: 004712 FRAME: 0621

AGREEMENT AND PLAN OF MERGER OF

AUDIENCE, INC.,  
A DELAWARE CORPORATION

AND

AUDIENCE, INC.,  
A CALIFORNIA CORPORATION

**THIS AGREEMENT AND PLAN OF MERGER**, dated this 29th day of June, 2011 (the "Agreement"), is made by and between Audience, Inc., a Delaware corporation ("Audience Delaware"), and Audience, Inc., a California corporation ("Audience California"). Audience Delaware and Audience California are collectively referred to hereinafter as the "Constituent Corporations."

RECITALS

A. Audience Delaware is a corporation duly organized and existing under the laws of the State of Delaware and has a total authorized capital stock of 1,000,424,913 shares. The number of shares of Common Stock of Audience Delaware authorized to be issued is 600,000,000, with par value of \$0.001 per share (the "Audience Delaware Common Stock"). The number of shares of Preferred Stock of Audience Delaware authorized to be issued is 400,424,913, with par value of \$0.001 per share (the "Audience Delaware Preferred Stock"), 1,168,966 of which have been designated Series A-1 Preferred Stock (the "Audience Delaware Series A-1 Preferred Stock"), 3,080,090 of which have been designated Series A-2 Preferred Stock (the "Audience Delaware Series A-2 Preferred Stock"), 466,668 of which have been designated Series A-3 Preferred Stock (the "Audience Delaware Series A-3 Preferred Stock"), 36,683,675 of which have been designated Series AA Preferred Stock (the "Audience Delaware Series AA Preferred Stock"), 10,391,770 of which have been designated Series AA-1 Preferred Stock (the "Audience Delaware Series AA-1 Preferred Stock"), 67,839,083 of which have been designated Series B Preferred Stock (the "Audience Delaware Series B Preferred Stock"), 23,396,131 of which have been designated Series B-1 Preferred Stock (the "Audience Delaware Series B-1 Preferred Stock"), 44,580,909 of which have been designated Series C Preferred Stock (the "Audience Delaware Series C Preferred Stock"), 88,668,030 of which have been designated Series D Preferred Stock (the "Audience Delaware Series D Preferred Stock"), and 124,149,591 of which have been designated Series E Preferred Stock (the "Audience Delaware Series E Preferred Stock," and, together with the Audience Delaware Common Stock, Audience Delaware Series A-1 Preferred Stock, the Audience Delaware Series A-2 Preferred Stock, the Audience Delaware Series A-3 Preferred Stock, the Audience Delaware Series AA Preferred Stock, the Audience Delaware Series AA-1 Preferred Stock, the Audience Delaware Series B Preferred Stock, the Audience Delaware Series B-1 Preferred Stock, the Audience Delaware Series C Preferred Stock and the Audience Delaware Series D Preferred Stock, the "Audience Delaware Stock"). As of the date hereof, and before giving effect to the transactions contemplated hereby, 1,000 shares of Audience Delaware Common Stock were issued and outstanding, all of which were held by Audience California.

B. Audience California is a corporation duly organized and existing under the laws of the State of California and has a total authorized capital stock of 1,000,424,913 shares. The number of shares of Common Stock of Audience California authorized to be issued is 600,000,000, with par value of \$0.001 per share (the "Audience California Common Stock"). The number of shares of Preferred Stock of Audience California authorized to be issued is 400,424,913, with no par value, 1,168,966 of which have been designated Series A-1 Preferred Stock (the "Audience California Series A-1 Preferred Stock"), 3,080,090 of which have been designated Series A-2 Preferred Stock (the "Audience California Series A-2 Preferred Stock"), 466,668 of which have been designated Series A-3 Preferred Stock (the "Audience California Series A-3 Preferred Stock"), 36,683,675 of which have been designated Series AA Preferred Stock (the "Audience California Series AA Preferred Stock"), 10,391,770 of which have been designated Series AA-1

Preferred Stock (the "Audience California Series AA-1 Preferred Stock"), 67,839,083 of which have been designated Series B Preferred Stock (the "Audience California Series B Preferred Stock"), 23,396,131 of which have been designated Series B-1 Preferred Stock (the "Audience California Series B-1 Preferred Stock"), 44,580,909 of which have been designated Series C Preferred Stock (the "Audience California Series C Preferred Stock"), 88,668,030 of which have been designated Series D Preferred Stock (the "Audience California Series D Preferred Stock"), and 124,149,591 of which have been designated Series E Preferred Stock (the "Audience California Series E Preferred Stock," and, together with the Audience California Common Stock, Audience California Series A-1 Preferred Stock, the Audience California Series A-2 Preferred Stock, the Audience California Series A-3 Preferred Stock, the Audience California Series AA Preferred Stock, the Audience California Series AA-1 Preferred Stock, the Audience California Series B Preferred Stock, the Audience California Series B-1 Preferred Stock, the Audience California Series C Preferred Stock and the Audience California Series D Preferred Stock, the "Audience California Stock"). As of the date hereof, and before giving effect to the transactions contemplated hereby, 27,970,198 shares of Audience California Common Stock, 1,168,966 shares of Audience California Series A-1 Preferred Stock, 3,080,090 shares of Audience California Series A-2 Preferred Stock, 466,668 shares of Audience California Series A-3 Preferred Stock, 33,375,528 shares of Audience California Series AA Preferred Stock, 10,391,770 shares of Audience California Series AA-1 Preferred Stock, 67,839,083 shares of Audience California Series B Preferred Stock, 23,396,131 shares of Audience California Series B-1 Preferred Stock, 44,580,909 shares of Audience California Series C Preferred Stock, 87,790,104 shares of Audience California Series D Preferred Stock, and 124,067,717 shares of Audience California Series E Preferred Stock were issued and outstanding.

C. The Board of Directors of each of the Constituent Corporations has determined that it is reasonable, advisable, fair and in the best interests of each of the Constituent Corporations and each of the Constituent Corporations' stockholders that Audience California merge with and into Audience Delaware upon the terms and conditions herein provided.

D. The respective Boards of Directors and stockholders of Audience Delaware and Audience California have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Audience Delaware and Audience California hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

## 1. MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the General Corporation Law of the State of Delaware and the California Corporations Code, Audience California shall be merged with and into Audience Delaware (the "Merger"), the separate existence of Audience California shall cease and Audience Delaware shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be Audience, Inc.

1.2 Filing and Effectiveness. The Merger shall be completed when the following actions shall have been completed:

(a) This Agreement shall have been adopted and approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the California General Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed copy of this Agreement shall have been filed with the Secretary of State of Delaware;

(d) An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the California General Corporation Law shall have been filed with the Secretary of State of California.

(e) The date and time when the Merger shall become effective shall be as prescribed by Section 252 of the Delaware General Corporation Law and Section 1108 of the California General Corporation Law, and is hereinafter called the "Effective Date".

1.3 Effect of the Merger. Upon the Effective Date, the separate existence of Audience California shall cease and Audience Delaware, as the Surviving Corporation: (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date; (ii) shall be subject to all actions previously taken by its and Audience California's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Audience California in the manner more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) shall continue to be subject to all of the debts, liabilities and obligations of Audience Delaware as constituted immediately prior to the Effective Date; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Audience California in the same manner as if Audience Delaware had itself incurred them, all as more fully provided under the applicable provisions of the General Corporation Law of the State of Delaware and the California General Corporation Law.

## II. CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of Audience Delaware as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Audience Delaware as in effect immediately prior to the Effective Date shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors of the Surviving Corporation shall be the directors of Audience California immediately prior to the Effective Date who shall serve until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation. The officers of Audience Delaware immediately prior to the Effective Date, Peter Santos, Lloyd Watts, James L. Lau, Sanjay Adkar, Andy Micallef, Robert Schoenfeld, Manish Singh, Tom Spade and John Fernandez, shall be the officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

## III. MANNER OF CONVERSION OF STOCK

3.1 Audience California Common Stock. Upon the Effective Date, each share of Audience California Common Stock issued and outstanding immediately prior thereto shall by virtue of the

Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Common Stock. No fractional shares interests of Audience Delaware Common Stock shall be issued upon such conversion, but shall, instead, be paid in cash by Audience Delaware to the holder of such shares.

3.2 Audience California Series A-1 Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series A-1 Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series A-1 Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.3 Audience California Series A-2 Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series A-2 Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series A-2 Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.4 Audience California Series A-3 Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series A-3 Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series A-3 Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.5 Audience California Series AA Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series AA Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series AA Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.6 Audience California Series AA-1 Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series AA-1 Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series AA-1 Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.7 Audience California Series B Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series B Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series B Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.8 Audience California Series B-1 Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series B-1 Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and

nonassessable share of Audience Delaware Series B-1 Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.9 Audience California Series C Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series C Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series C Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.10 Audience California Series D Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series D Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series D Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.11 Audience California Series E Preferred Stock. Upon the Effective Date of the Merger, each share of Audience California Series E Preferred Stock issued and outstanding immediately prior to the Merger shall by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for one (1) fully paid and nonassessable share of Audience Delaware Series E Preferred Stock, having such rights, preferences and privileges as set forth in the Certificate of Incorporation of the Surviving Corporation.

3.12 Audience Delaware Common Stock. Upon the Effective Date of the Merger, each share of Audience Delaware Common Stock issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Audience Delaware, or the holder of such shares or any other person, be cancelled and returned to the status of authorized and unissued shares of Audience Delaware Common Stock.

3.13 Cancellation of Physical Certificates; Issuance of Stock by Electronic Means.

(a) Each physical stock certificate representing issued and outstanding shares of Audience California Stock prior to the Effective Date will, as of and after the Effective Date, be cancelled and such certificate will cease to represent any shares of capital stock of Audience California (and such certificate will not represent any shares of capital stock of the Surviving Corporation) and, further, such certificate will cease to entitle the holder thereof to exercise any voting and other rights with respect to, or to receive dividends and other distributions upon, any shares of capital stock of Audience California (and such certificate will not entitle the holder thereof to exercise any voting and other rights with respect to, or to receive dividends and other distributions upon, any shares of capital stock of the Surviving Corporation).

(b) Each holder of a certificate representing issued and outstanding shares of Audience California Stock prior to the Effective Date shall, upon the cancellation of such certificate on the Effective Date, in lieu of receiving a physical certificate in exchange thereof, be registered in the Surviving Corporation's electronic book entry capitalization system as the holder of the number of shares of the Surviving Corporation's Common Stock or Preferred Stock, as the case may be, into which the shares represented by such cancelled certificate were converted as provided herein, which shares of Common Stock or Preferred Stock shall be issued and recorded by electronic means as of the Effective Date.

(c) If any shares of the Surviving Corporation's stock are to be electronically issued and recorded in a name other than that in which the stock certificate cancelled in exchange therefor is registered, it



shall be a condition to the issuance and recordation thereof that such transfer be properly documented to the satisfaction of the Surviving Corporation and otherwise in compliance with applicable securities laws and, further, that the person requesting such transfer pay any transfer or other taxes payable by reason of such electronic issuance and recordation of shares in a name other than that of the registered holder of the certificate cancelled or otherwise establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

#### IV. GENERAL

5.1 Covenants of Audience Delaware. Audience Delaware covenants and agrees that it will, on or before the Effective Date:

(a) Qualify to do business as a foreign corporation in the State of California and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of Section 2105 of the California General Corporation Law.

(b) File any and all documents with the California Franchise Tax Board necessary for the assumption by Audience Delaware of all of the franchise tax liabilities of Audience California.

(c) Take such other action as may be required by the California General Corporation Law.

5.2 Further Assurances. From time to time, as and when required by Audience Delaware or by its successors or assigns, there shall be executed and delivered on behalf of Audience California such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other actions as shall be appropriate or necessary to vest or perfect in or conform of record or otherwise by Audience Delaware the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Audience California and otherwise to carry out the purposes of this Agreement, and the officers and directors of Audience Delaware are fully authorized in the name and on behalf of Audience California or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

5.3 Abandonment. At any time before the Effective Date, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Audience California or of Audience Delaware, or of both, notwithstanding the approval of this Agreement by the shareholders of Audience California or the sole stockholder of Audience Delaware. In the event of the termination of this Agreement, the Agreement shall become void and of no effect and there shall be no obligations on either Constituent Corporation or their respective Board of Directors or stockholders with respect thereto.

5.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretary of State of the State of Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the stockholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation; (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger; or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class or series of capital stock of any Constituent Corporation.

5.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is 1209 Orange Street, City of Wilmington, County of New Castle, Delaware 19801 and The Corporation Trust Company is the registered agent of the Surviving Corporation at such address.

5.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 440 Clyde Avenue, Mountain View, California 94043, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

5.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, so far as applicable, the merger provisions of the California General Corporation Law.

5.8 Counterparts. To facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

*[Remainder of Page Left Blank Intentionally]*

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Audience, Inc., a Delaware corporation, and the Board of Directors of Audience, Inc., a California corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

AUDIENCE, INC.,  
a Delaware corporation

By: 

Peter Santos,  
President and Chief Executive Officer

By: 

James Lau,  
Secretary

AUDIENCE, INC.,  
a California corporation

By: 

Peter Santos,  
President and Chief Executive Officer

By: \_\_\_\_\_

Michael Danaher,  
Secretary

[AUDIENCE, INC. AGREEMENT AND PLAN OF MERGER]

IN WITNESS WHEREOF, this Agreement having first been approved by the resolutions of the Board of Directors of Audience, Inc., a Delaware corporation, and the Board of Directors of Audience, Inc., a California corporation, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

AUDIENCE, INC.,  
a Delaware corporation

By: \_\_\_\_\_  
Peter Santos,  
President and Chief Executive Officer

By: \_\_\_\_\_  
James Lau,  
Secretary

AUDIENCE, INC.,  
a California corporation

By: \_\_\_\_\_  
Peter Santos,  
President and Chief Executive Officer

By: Michael Danaher  
Michael Danaher,  
Secretary

[AUDIENCE, INC. AGREEMENT AND PLAN OF MERGER]

**AUDIENCE, INC.**  
**A Delaware corporation**  
**OFFICERS' CERTIFICATE**

Peter Santos and James L. Lau hereby certify that:

1. They are the President and Secretary, respectively, of Audience, Inc., a corporation organized under the laws of the State of Delaware.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively. There is authorized ten (10) series of Preferred Stock, designated "Series A-1 Preferred Stock," "Series A-2 Preferred Stock," "Series A-3 Preferred Stock," "Series AA Preferred Stock," "Series AA-1 Preferred Stock," "Series B Preferred Stock," "Series B-1 Preferred Stock," "Series C Preferred Stock," "Series D Preferred Stock," and "Series E Preferred Stock."

3. There are 1,000 shares of Common Stock outstanding as of the record date (the "Record Date") and entitled to vote by written consent of the sole stockholder whereby the Agreement and Plan of Merger attached hereto was approved. In connection with the Agreement and Plan of Merger, such shares shall be cancelled without consideration.

4. The principal terms of the Agreement and Plan of Merger were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

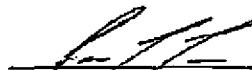
5. The percentage vote required was 100% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date.

Peter Santos and James L. Lau further certify under the laws of the State of Delaware that they have read the foregoing certificate and know the contents thereof and that the same is true and correct of their own knowledge.

Executed in Mountain View, California on June 29, 2011.



Peter Santos  
President and Chief Executive Officer

  
James L. Lau  
Secretary

**AUDIENCE, INC.**

**A California corporation**

**OFFICERS' CERTIFICATE**

Peter Santos and Michael Danaher hereby certify that:

1. They are the President and Secretary, respectively, of Audience, Inc., a corporation organized under the laws of the State of California.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively. There is authorized ten (10) series of Preferred Stock, designated "Series A-1 Preferred Stock," "Series A-2 Preferred Stock," "Series A-3 Preferred Stock," "Series AA Preferred Stock," "Series AA-1 Preferred Stock," "Series B Preferred Stock," "Series B-1 Preferred Stock," "Series C Preferred Stock," "Series D Preferred Stock" and "Series E Preferred Stock."

3. There were 27,970,198 shares of Common Stock, 1,168,966 shares of Series A-1 Preferred Stock, 3,080,090 shares of Series A-2 Preferred Stock, 466,668 shares of Series A-3 Preferred Stock, 33,375,528 shares of Series AA Preferred Stock, 10,391,770 shares of Series AA-1 Preferred Stock, 67,839,083 shares of Series B Preferred Stock, 23,396,131 shares of Series B-1 Preferred Stock, 44,580,909 shares of Series C Preferred Stock, 87,790,104 shares of Series D Preferred Stock, and 124,067,717 shares of Series E Preferred Stock outstanding as of the record date (the "Record Date") and entitled to vote by written consent of the shareholders whereby the Agreement and Plan of Merger attached hereto was approved.

4. The principal terms of the Agreement and Plan of Merger were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date, and more than 60% of the votes entitled to be cast by holders of Preferred Stock outstanding as of the Record Date, each voting as a single class.

Peter Santos and Michael Danaher further certify under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true and correct of their own knowledge.

Executed in Mountain View, California on June 14, 2011.



Peter Santos  
President and Chief Executive Officer

Michael Danaher  
Secretary

**AUDIENCE, INC.**

**A California corporation**

**OFFICERS' CERTIFICATE**

Peter Santos and Michael Danaher hereby certify that:

1. They are the President and Secretary, respectively, of Audience, Inc., a corporation organized under the laws of the State of California.

2. The corporation has authorized two classes of stock, designated "Common Stock" and "Preferred Stock," respectively. There is authorized ten (10) series of Preferred Stock, designated "Series A-1 Preferred Stock," "Series A-2 Preferred Stock," "Series A-3 Preferred Stock," "Series AA Preferred Stock," "Series AA-1 Preferred Stock," "Series B Preferred Stock," "Series B-1 Preferred Stock," "Series C Preferred Stock," "Series D Preferred Stock" and "Series E Preferred Stock."

3. There were 27,970,198 shares of Common Stock, 1,168,966 shares of Series A-1 Preferred Stock, 3,080,090 shares of Series A-2 Preferred Stock, 466,668 shares of Series A-3 Preferred Stock, 33,375,528 shares of Series AA Preferred Stock, 10,391,770 shares of Series AA-1 Preferred Stock, 67,839,083 shares of Series B Preferred Stock, 23,396,131 shares of Series B-1 Preferred Stock, 44,580,909 shares of Series C Preferred Stock, 87,790,104 shares of Series D Preferred Stock, and 124,067,717 shares of Series E Preferred Stock outstanding as of the record date (the "Record Date") and entitled to vote by written consent of the shareholders whereby the Agreement and Plan of Merger attached hereto was approved.

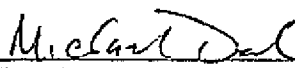
4. The principal terms of the Agreement and Plan of Merger were approved by the Board of Directors and by the vote of a number of shares of each class and series of stock which equaled or exceeded the vote required.

5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of Common Stock outstanding as of the Record Date, and more than 60% of the votes entitled to be cast by holders of Preferred Stock outstanding as of the Record Date, each voting as a single class.

Peter Santos and Michael Danaher further certify under the laws of the State of California that they have read the foregoing certificate and know the contents thereof and that the same is true and correct of their own knowledge.

Executed in Mountain View, California on June , 2011.

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Peter Santos  
President and Chief Executive Officer

  
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Michael Danaher  
Secretary