

**State of Rhode Island
Office of the Secretary of State**

Fee: \$310.00

Division Of Business Services
148 W. River Street
Providence RI 02904-2615
(401) 222-3040**Foreign Corporation****Application for Certificate of Authority**

(Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended)

SECTION IThe name of the corporation is Upland Software, Inc.**SECTION II**It is incorporated under the laws of State: DE Country: USA

This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing

SECTION III

The name, if different, which it elects to use in Rhode Island:

(a) *If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation thereof, add one of these corporate endings for use in Rhode Island OR*(b) *if the corporation proposes to qualify and transact business under a different name, list that name:**Note: If option (b) is elected, a Fictitious Business Name Statement (FORM 624A) is required to be filed with this application***SECTION IV**The date of its incorporation is 7/7/2010and the period of its duration is ☒ Perpetual ☐**SECTION V**

The location of its principal office is

No. and Street: 900 S. CAPITAL OF TEXAS HWY
LAS CIMAS IV, SUITE 300City or Town: AUSTINState: TXZip: 78746Country: USA**SECTION VI**

The address of its proposed registered office in Rhode Island is

No. and Street: 222 JEFFERSON BLVD
SUITE 200City or Town: WARWICK

State: RI

Zip: 02888and the name of its proposed registered agent in Rhode Island at that address is CORPORATION SERVICE COMPANY**SECTION VII**

The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

SOFTWARE SALES AND SERVICE**SECTION VIII**

(a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
-------	--	--

PRESIDENT	JOHN T. MCDONALD	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
TREASURER	MICHAEL D. HILL	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
SECRETARY	MICHAEL D. HILL	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	JOHN T. MCDONALD	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	DAVID CHUNG	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	STEPHEN E. COUTER	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	TIMOTHY W. MATTOX	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	DAVID D. MAY	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	TERESA MILES WALSH	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
PRESIDENT	JOHN T. MCDONALD	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
TREASURER	MICHAEL D. HILL	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
SECRETARY	MICHAEL D. HILL	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	JOHN T. MCDONALD	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	DAVID CHUNG	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	STEPHEN E. COUTER	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	TIMOTHY W. MATTOX	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	DAVID D. MAY	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA
DIRECTOR	TERESA MILES WALSH	900 S. CAPITAL OF TEXAS HWY, LAS CIMAS IV, SUITE 300 AUSTIN, TX 78746 USA

SECTION IX

The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Num of Shares</i>	
CWP			\$0.0001	75,000,000.00
PWP		A	\$0.0001	5,000,000.00

individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.

By MICHAEL D. HILL

Signature of Authorized Officer of the Corporation

Form No. 150
Revised 09/07

© 2007 - 2025 State of Rhode Island
All Rights Reserved

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPLAND SOFTWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPLAND SOFTWARE, INC." WAS INCORPORATED ON THE SEVENTH DAY OF JULY, A.D. 2010.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4845215 8300

SR# 20254014727

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in cursive script, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204791550

Date: 09-18-25



State of Rhode Island

Department of State | Office of the Secretary of State

Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,

hereby certify that this document, duly executed in accordance with the provisions

of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this

office on this day:

September 19, 2025 02:37 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each name being capitalized and prominent.

Gregg M. Amore
Secretary of State

