

# Delaware

The First State

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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 MERGER, WHICH MERGES:

"LEAP ACQUISITION CORP.", A DELAWARE CORPORATION,  
WITH AND INTO "SPRINGPATH, INC." UNDER THE NAME OF  
"SPRINGPATH, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER  
THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE TWENTY-SECOND DAY OF SEPTEMBER, A.D. 2017, AT 5:46  
O`CLOCK P.M.

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



A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

5149049 8100M  
SR# 20176302124

Authentication: 203277405  
Date: 09-22-17

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

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 05:46 PM 09/22/2017  
FILED 05:46 PM 09/22/2017  
SR 20176302124 - File Number 5149049

**CERTIFICATE OF MERGER  
FOR THE MERGER OF LEAP ACQUISITION CORP.  
WITH AND INTO  
SPRINGPATH, INC.**

Pursuant to Section 251(c) of the  
General Corporation Law of the State of Delaware

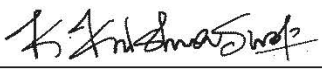
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Springpath, Inc., a Delaware corporation (the “*Company*”), does hereby certify to the following facts relating to the merger (the “*Merger*”) of Leap Acquisition Corp., a Delaware corporation (“*Sub*”), with and into the Company, with the Company continuing as the surviving corporation of the Merger:

- FIRST: The Company and Sub are the constituent corporations in the Merger, and each is a corporation incorporated pursuant to the laws of the State of Delaware.
- SECOND: An Agreement and Plan of Merger, dated as of August 19, 2017 (the “*Merger Agreement*”), has been approved, adopted, certified, executed and acknowledged by the Company and by Sub in accordance with the provisions of Section 228 and Section 251(c) of the Delaware General Corporation Law (the “*DGCL*”).
- THIRD: The surviving corporation of the Merger shall be “Springpath, Inc.” (the “*Surviving Corporation*”).
- FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Attachment A attached hereto.
- FIFTH: The executed Merger Agreement is on file at the principal place of business of the Surviving Corporation at 640 West California Ave., Suite 110, Sunnyvale, CA 94086.
- SIXTH: A copy of the executed Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of any constituent corporation of the Merger.
- SEVENTH: The Merger shall become effective upon filing with the Secretary of State of the State of Delaware in accordance with Section 103 and Section 251(c) of the DGCL.

**IN WITNESS WHEREOF**, Springpath, Inc. has caused this Certificate of Merger to be executed by its duly authorized officer as of September 22, 2017.

**SPRINGPATH, INC.**

By: 

Name: Kittu Kolluri

Title: Chief Executive Officer

**AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
SPRINGPATH, INC.**

**ARTICLE I**

The name of the corporation is Springpath, Inc.

**ARTICLE II**

The address of the registered office of the corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, New Castle County, 19808-1674. The name of its registered agent at that address is Corporation Service Company.

**ARTICLE III**

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

**ARTICLE IV**

The total number of shares of stock which the corporation has authority to issue is One Thousand (1,000) shares, all of which shall be Common Stock, \$0.001 par value per share.

**ARTICLE V**

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

**ARTICLE VI**

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

**ARTICLE VII**

To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

The corporation may indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he or she or his or her testator or intestate is or was a director, officer or employee of the corporation or any predecessor of the corporation or serves or served any other enterprise as a director, officer or employee at the request of the corporation or any predecessor to the corporation.

Neither any amendment nor repeal of this Article VII, nor the adoption of any provision of this Certificate of Incorporation inconsistent with this Article VII, shall eliminate, reduce or otherwise adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

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