

09-03-2003

RM COVER SHEET
TS ONLY

U.S. DEPARTMENT OF COMMERCE

PATENT AND TRADEMARK OFFICE

TO THE HONORABLE DIRECTOR, 102540045
ORIGINAL DOCUMENTS OR COPY THEREOF.

AND TRADEMARK OFFICE. PLEASE RECORD THE ATTACHED

1. Name of conveying party:

(a) BroadJump, Inc.

(b)

(c)

Additional name(s) of conveying party(ies) attached?

☐ Yes☒ No

3. Nature of Conveyance:

☐ Assignment☒ Merger☐ Security Agreement☐ Change of Name☐ OtherExecution Date: May 5, 2003

2. Name and address of receiving party:

Name: Motive Communications, Inc.

Street Address: 12515 Research Blvd., Building 5

City: Austin TX 78759

Country: USA

2003 AUG 29 AM 7:20
OPR/FINANCE

4. Application number(s) or patent number(s):

If this document is being filed together with a new application, the execution date of the application is: _____

A. Patent Application No.(s) - 09/542,273Title: Distributed Services Architecture Through Use Of A
Dynamic Service Point Map

B. Patent No.(s)

Additional numbers attached?

☐

Yes

☒

No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: D'Ann Naylor RifaiFirm: CAMPBELL STEPHENSON ASCOLESE LLPAddress: 4807 Spicewood Springs Rd.Address: Bldg. 4, Suite 201City Austin State TX Zip 787596. Total number of applications and patents involved: 1

7. Total fee (37 CFR 3.41): \$40.00

☒

Authorized to be charged to Deposit Account 502306

☒

Charge Deposit Account 502306 for any additional fees required for this conveyance and credit deposit account 502306 any amounts overpaid

DO NOT USE THIS SPACE

8. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

D'Ann Naylor Rifai

Reg. # 47,026

Name of Person Signing

09/02/2003 LNWELLER 00000068 502306 09542273

Signature

Date

Total number of pages including cover sheet, attachments, and documents: 13

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40.00 IN

CERTIFICATE OF OWNERSHIP AND MERGER

merging

BROADJUMP, INC.
(a Texas corporation)

with and into

MOTIVE COMMUNICATIONS, INC.
(a Delaware corporation)

Pursuant to the provisions of Section 253 of the Delaware General Corporation Law (the "General Corporation Law"), Motive Communications, Inc., a Delaware corporation (the "Corporation"), adopts the following Certificate of Ownership and Merger for the purpose of effecting the merger of BroadJump, Inc., a Texas corporation of which the Corporation owns at least 90% of all outstanding shares of each class of capital stock (the "Subsidiary"), with and into the Corporation.

The Corporation does hereby certify that:

FIRST: The Corporation owns at least 90% of the outstanding shares of common stock, par value \$.01 per share, of the Subsidiary, which is the only outstanding class of capital stock of the Subsidiary.

SECOND: The Board of Directors of the Corporation has duly adopted, by written consent in lieu of a meeting, dated March 3, 2003, certain resolutions (the "Board Resolutions") authorizing the merger of the Subsidiary with and into the Corporation (the "Merger") pursuant to the provisions of Section 253 of the General Corporation Law. A true and correct copy of the Board Resolutions is attached hereto as Exhibit A. The Board Resolutions have not been modified and are in full force and effect on the date hereof.

THIRD: The Corporation shall be the corporation surviving the Merger (the "Surviving Corporation").

FOURTH: The Merger shall be effective as of the date this Certificate of Ownership and Merger is filed with the Secretary of State of the State of Delaware.

[Signature Page Follows]

AUS01.306255.1

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:39 PM 05/05/2003
FILED 08:41 PM 05/05/2003
SRV 030291072 - 2736302 FILE

MAY-05-2003 16:13

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P.02

PATENT
REEL: 014436 FRAME: 0161

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Ownership and Merger to be executed in its corporate name this 28th day of April, 2003.

MOTIVE COMMUNICATIONS, INC.

By: 

Scott L. Harmon
President

EXHIBIT A

Resolutions

AUS01.306255.1

MOTIVE COMMUNICATIONS, INC.
a Delaware corporation

Written Consent of Directors
in Lieu of a Meeting

March 3, 2003

Pursuant to the provisions of Section 141(f) of the of the General Corporation Law of the State of Delaware ("DGCL"), the undersigned, being all of the members of the Board of Directors (the "Board") of Motive Communications, Inc., a Delaware corporation (the "Corporation"), do hereby consent in writing to the adoption of the resolutions set forth below, which resolutions shall have the same force and effect as if adopted at a meeting of the Board that was duly called and held and at which all members of the Board were present and acting throughout:

Approval of Merger

WHEREAS, the Corporation owns at least 90% of the outstanding shares of common stock, par value \$.01 per share, of BroadJump, Inc., a Texas corporation (the "Subsidiary");

WHEREAS, the Board of Directors desires that the Subsidiary merge with and into the Corporation; and

WHEREAS, it is proposed that the merger (the "Merger") of the Subsidiary with and into the Corporation be effected pursuant to Section 253 of the DGCL and Article 5.16.B of the Texas Business Corporation Act;

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines that it is advisable and in the best interests of the Corporation to effect the Merger; and further

RESOLVED, that the terms and conditions of the Merger shall be as follows:

1. At the effective time of the Merger, (a) the Subsidiary shall be merged with and into the Corporation, (b) the Subsidiary shall cease to exist as a separate legal entity and (c) the Corporation shall continue in existence as the sole surviving corporation in the Merger (the "Surviving Corporation").

2. At the effective time of the Merger, the certificate of incorporation of the Surviving Corporation shall be identical to the certificate of incorporation of the Corporation immediately prior to such effective time.

3. At the effective time of the Merger, the Bylaws of the Surviving Corporation shall be identical to the Bylaws of the Corporation immediately prior to such effective time.

RESOLVED, that the Board hereby adopts and approves the terms and conditions for the Merger set forth above; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to execute and file with the Secretary of State of the State of Delaware, a Certificate of Ownership and Merger with respect to the Merger (which shall be in such form as the officers executing the same shall approve, such approval to be conclusively evidenced by the execution thereof by said officers) in the name of, and on behalf of, the Corporation; and further

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed to execute and file with the Secretary of State of the State of Texas, an Articles of Merger with respect to the Merger (which shall be in such form as the officers executing the same shall approve, such approval to be conclusively evidenced by the execution thereof by said officers) in the name of, and on behalf of, the Corporation; and further

Miscellaneous

RESOLVED, that the appropriate officers of the Corporation are hereby authorized, empowered and directed, for and on behalf of the Corporation, to do and perform all such acts and things and to enter into, execute and deliver all such certificates, agreements, acknowledgements, instruments, contracts, statements and other documents that, in the judgment of the officer taking such action, are necessary or appropriate to effectuate and carry out the purposes and intent of the foregoing resolutions; and further

RESOLVED, that all actions heretofore taken by the officers of the Corporation for and on behalf of the Corporation and in its name and in connection with the matters described in these resolutions are hereby ratified, confirmed and approved in all respects as the actions of the Corporation.


AUS01306257.1

03/20/2003 09:37 5125864592

MOTIVE

PAGE 05/36

IN WITNESS WHEREOF, the undersigned has executed this written
consent to be effective as of the date first above written.



Kip McClanahan_____
Scott L. Harmon_____
Eric L. Jones_____
Michael J. Maples, Sr._____
David Sikora_____
John D. Thornton

AUS01:308257.1

03/20/2003 09:37

5125054592

MOTIVE

PAGE 06/36

IN WITNESS WHEREOF, the undersigned: has executed this written
consent to be effective as of the date first above written.


Kip McClanahan
Scott L. Harrison

Eric L. Jones

Michael J. Naples, Sr.

David Sikora

John D. Thornton

AUS01:506257.1

03/20/2003 09:37

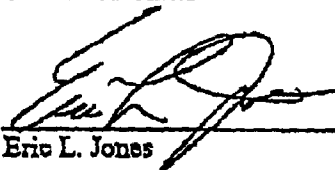
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MOTIVE

PAGE 07/36

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Kip McClanahan

Scott L. Harmon

Eric L. Jones

Michael J. Maples, Sr.

David Sikora

John D. Thornton

AUS01:306257.1

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Kip McClanahan

Scott L. Harmon

Eric L. Jones



Michael J. Maples, Sr.

David Sikora

John D. Thornton

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David Sikora



John D. Thornton

Delaware

PAGE 1

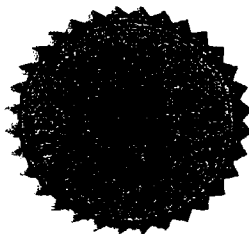
The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BROADJUMP, INC.", A TEXAS CORPORATION,

WITH AND INTO "MOTIVE COMMUNICATIONS, INC." UNDER THE NAME OF "MOTIVE COMMUNICATIONS, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTH DAY OF MAY, A.D. 2003, AT 8:41 O'CLOCK P.M.

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



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

2736302 8100M

AUTHENTICATION: 2400463

030291072

DATE: 05-06-03

RECORDED: 08/29/2003

T 1 PATENT

REEL: 014436 FRAME: 0172