

SECRETARY'S CERTIFICATE

20180328000102330 1/12 \$48.00  
Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT

I, the undersigned duly elected or appointed, and acting Secretary of DEX MEDIA, INC., a Delaware corporation, do hereby certify as follows:

1. YP ADVERTISING & PUBLISHING LLC, a Delaware limited liability company and YELLOWPAGES.COM LLC, a Delaware limited liability company, merged with and into YP LLC, a Delaware limited liability company, as evidenced by that certain Certificate of Merger dated December 28, 2017, and filed with the Secretary of State of Delaware but effective as of 11:57 p.m., December 31, 2017, a certified copy of which is attached hereto as Exhibit A.

2. The aforementioned YP LLC then merged with and into YP HOLDINGS LLC, a Delaware limited liability company, as evidenced by that certain Certificate of Merger dated December 28, 2017, and filed with the Secretary of State of Delaware but effective as of at 11:58 p.m., December 31, 2017, a certified copy of which is attached hereto as Exhibit B.

3. PRINT MEDIA LLC, a Delaware limited liability company and the aforementioned YP HOLDINGS LLC, then merged with and into DEX MEDIA, INC., a Delaware corporation, as evidenced by that certain Certificate of Merger dated December 28, 2017, and filed with the Secretary of State of Delaware but effective as of 11:59 p.m., December 31, 2017, a certified copy of which is attached hereto as Exhibit C.

4. This Secretary's Certificate is made and executed with the intent of giving record notice and confirmation of the foregoing mergers, and to further evidence that as of the date signed below, title to that certain Property more particularly described in Exhibit D attached, is now vested in DEX MEDIA INC., a Delaware corporation.

In Witness Whereof, Dex Media, Inc. has caused this Secretary's Certificate to be signed by Raymond R. Ferrell, its Executive Vice President - General Counsel & Corporate Secretary on this 22<sup>nd</sup> day of march, 2018.

DEX MEDIA, INC.  
a Delaware corporation

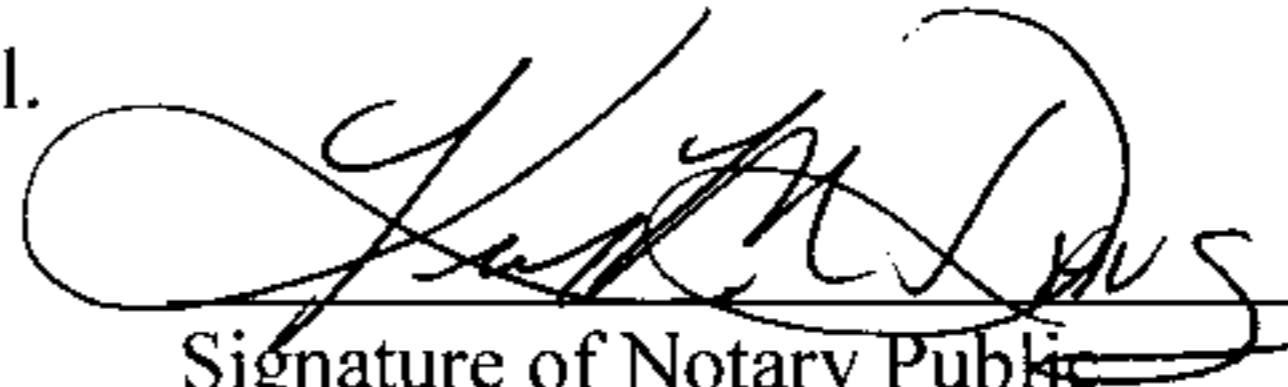
By:   
Raymond R. Ferrell, Secretary

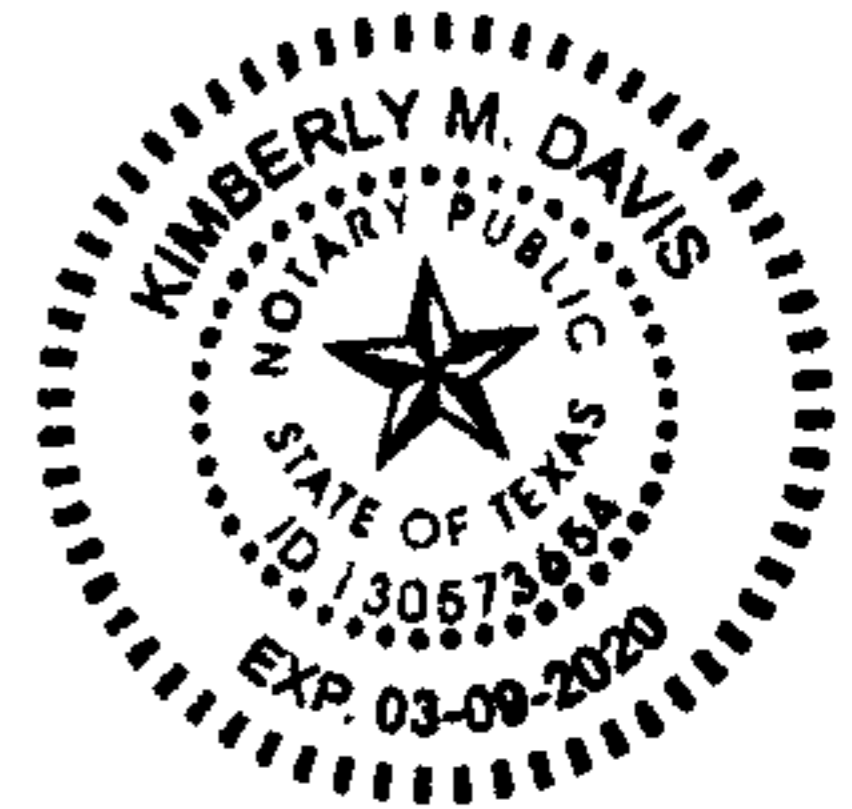
ACKNOWLEDGEMENT


STATE OF TEXAS       §  
                                  §  
COUNTY OF TARRANT   §

On March 22 2018 before me, the undersigned Notary Public, personally appeared RAYMOND R. FERRELL, Executive Vice President – General Counsel & Corporate Secretary of DEX MEDIA, INC., a Delaware corporation, personally known to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same in such capacity, and that by his signature on the instrument the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

  
\_\_\_\_\_  
Signature of Notary Public



  
20180328000102330 2/12 \$48.00  
Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT

Certificate – Delaware Secretary of State  
(dated December 28, 2017; Authentication No. 203851652)

# Delaware

The First State

Page 1

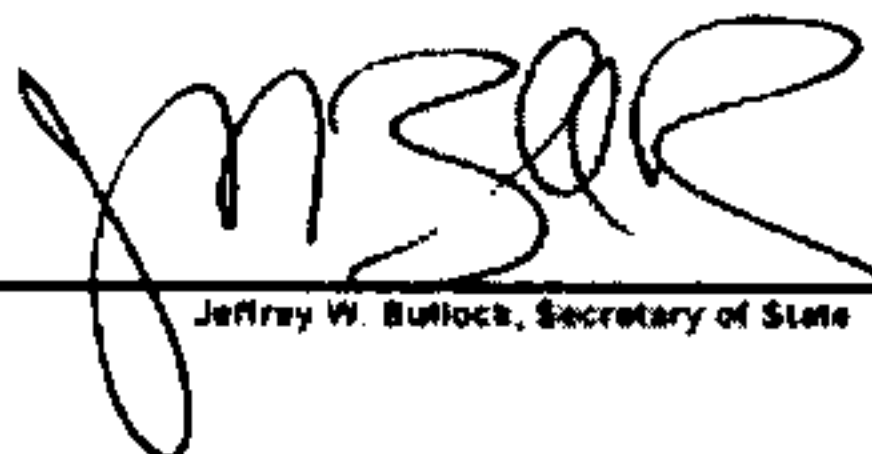
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF  
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT  
COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"YP ADVERTISING & PUBLISHING LLC", A DELAWARE LIMITED  
LIABILITY COMPANY,

"YELLOWPAGES.COM LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "YP LLC" UNDER THE NAME OF "YP LLC", A LIMITED  
LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE  
STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE  
TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017, AT 12:32 O'CLOCK P.M.  
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2017 AT 11:57 O'CLOCK P.M.

20180328000102330 3/12 \$48.00  
Shelby Cnty Judge of Probate, AL  
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Jeffrey W. Bullock, Secretary of State

5134765 8100M  
SR# 20177819361

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


Authentication: 203851652  
Date: 12-28-17

## STATE OF DELAWARE CERTIFICATE OF MERGER

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger.

1. The name of the surviving limited company is YP LLC, and the name of the limited liability companies being merged into this surviving limited liability company are YellowPages.com LLC and YP Advertising & Publishing LLC.
2. The Agreement and Plans of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.
3. The name of the surviving limited liability company is YP LLC.
4. The merger is to become effective at 11:57 p.m. EST on December 31, 2017.
5. The Agreement and Plans of Merger is on file at 2200 West Airfield Drive, Grapevine, TX 75261, the place of business of the surviving limited liability company.
6. A copy of the Agreement and Plans of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

*[Signature page follows.]*

  
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IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be signed by an authorized person as of the 28th day of December, 2017.

YP LLC



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

Name: Raymond R. Ferrell

Title: Vice President, General Counsel and  
Secretary



20180328000102330 5/12 \$48.00  
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Certificate – Delaware Secretary of State  
(dated December 28, 2017; Authentication No. 203851658)

# Delaware


The First State

Page 1

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:

"YP LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "YP HOLDINGS LLC" UNDER THE NAME OF "YP  
HOLDINGS LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND  
EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED  
AND FILED IN THIS OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER,  
A.D. 2017, AT 12:33 O'CLOCK P.M.

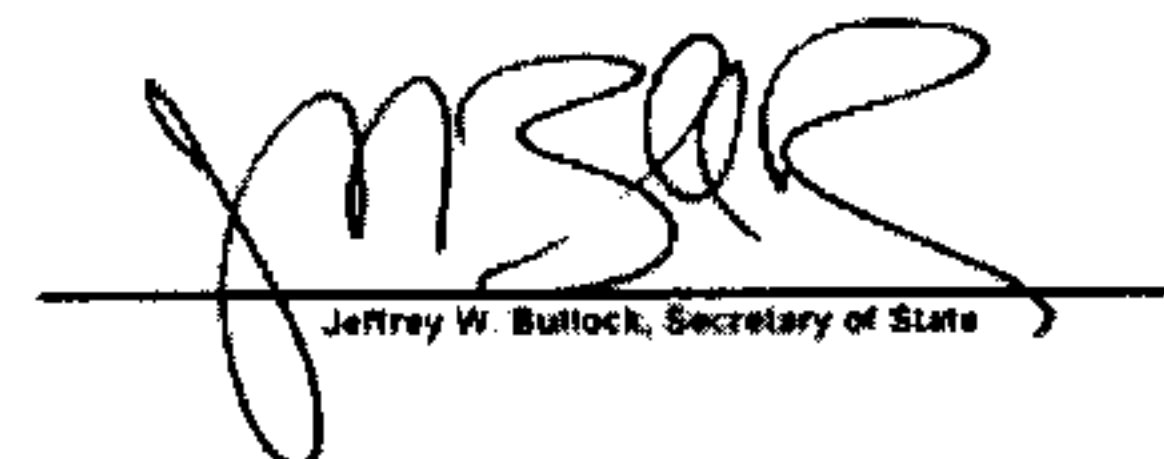
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2017 AT 11:58 O'CLOCK P.M.

  
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Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT



5134762 8100M  
SR# 20177819363

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Jeffrey W. Bullock, Secretary of State

Authentication: 203851658  
Date: 12-28-17

## STATE OF DELAWARE CERTIFICATE OF MERGER

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned limited liability company executed the following Certificate of Merger.

1. The name of the surviving limited company is YP Holdings LLC, and the name of the limited liability company being merged into this surviving limited liability company is YP LLC.
2. The Agreement and Plans of Merger has been approved, adopted, certified, executed and acknowledged by each of the constituent limited liability companies.
3. The name of the surviving limited liability company is YP Holdings LLC.
4. The merger is to become effective at 11:58 p.m. EST on December 31, 2017.
5. The Agreement and Plans of Merger is on file at 2200 West Airfield Drive, Grapevine, TX 75261, the place of business of the surviving limited liability company.
6. A copy of the Agreement and Plans of Merger will be furnished by the surviving limited liability company on request, without cost, to any member of the constituent limited liability companies.

*[Signature page follows.]*



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Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT


IN WITNESS WHEREOF, the surviving limited liability company has caused this certificate to be signed by an authorized person, as of the 28th day of December, 2017.

**YP HOLDINGS LLC**

By: 

Name: Raymond R. Ferrell

Title: Vice President, General Counsel and  
Secretary

  
20180328000102330 8/12 \$48.00  
Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT

Certificate – Delaware Secretary of State  
(dated December 28, 2017; Authentication No. 203851663)

# Delaware

The First State

Page 1

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:

"PRINT MEDIA LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
"YP HOLDINGS LLC", A DELAWARE LIMITED LIABILITY COMPANY,  
WITH AND INTO "DEX MEDIA, INC." UNDER THE NAME OF "DEX  
MEDIA, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE  
LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS  
OFFICE ON THE TWENTY-EIGHTH DAY OF DECEMBER, A.D. 2017, AT 12:34  
O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF  
THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF  
DECEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.

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

20180328000102330 9/12 \$48.00  
Shelby Cnty Judge of Probate: AL  
03/28/2018 12:44:26 PM FILED/CERT



  
Jeffrey W. Bullock, Secretary of State

571219 8100M  
SR# 20177819366

Authentication: 203851663  
Date: 12-28-17


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

## STATE OF DELAWARE CERTIFICATE OF MERGER

Pursuant to Title 8, Section 264(c) of the Delaware General Corporation Law and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, the undersigned corporation executed the following Certificate of Merger.

1. The name of the surviving corporation is Dex Media, Inc. and the name of the limited liability companies being merged into this surviving corporation are YP Holdings LLC and Print Media LLC.
2. The Agreement and Plans of Merger has been approved, adopted, certified, executed and acknowledged by the surviving corporation and the merging limited liability companies.
3. The name of the surviving corporation is Dex Media, Inc.
4. The merger is to become effective at 11:59 p.m. EST on December 31, 2017.
5. The Agreement and Plans of Merger is on file at 2200 West Airfield Drive, Grapevine, TX 75261, the place of business of the surviving corporation.
6. A copy of the Agreement and Plans of Merger will be furnished by the surviving corporation on request, without cost, to any stockholder of the surviving corporation or any member of any domestic limited liability company.
7. The Certificate of Incorporation of the surviving corporation, as in effect immediately prior to the merger, shall be the Certificate of Incorporation of the surviving corporation.

*[Signature page follows.]*

  
20180328000102330 10/12 \$48.00  
Shelby Cnty Judge of Probate, AL  
03/28/2018 12:44:26 PM FILED/CERT

IN WITNESS WHEREOF, the surviving corporation has caused this certificate to be signed by a duly authorized officer, as of the 28th day of December, 2017.

**Dex Media, Inc.**

By: 

Name: Raymond R. Ferrell

Title: Vice President, General Counsel and  
Secretary



  
20180328000102330 11/12 \$48.00  
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03/28/2018 12:44:26 PM FILED/CERT

Exhibit D

Legal Description

Lot 2, according to the Survey of The Meadows Business Center First Sector, as recorded in Map Book 8, page 115 A and B. in the Probate Office of Shelby County, Alabama.

  
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