

**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING**

**LONGBOARD MEDIA, INC.  
(a Delaware corporation),**

**And**

**FEEDMAGNET, INC.  
(a Delaware corporation)**

**Into**

**BAZAARVOICE, INC.  
(a Delaware corporation)**

**December 21, 2015**

Pursuant to Section 253 of the General Corporation Law of the State of Delaware (the “**DGCL**”), Bazaarvoice, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Company**”), hereby certifies that:

**FIRST:** The Company was originally incorporated on May 25, 2005, pursuant to the DGCL.

**SECOND:** The Company is the owner of one hundred percent (100%) of the outstanding shares of each class of capital stock of each of (i) Longboard Media, Inc., a corporation duly incorporated in the State of Delaware and (ii) FeedMagnet Inc., a corporation duly incorporated in the State of Delaware (together, the “**Subsidiaries**”).

**THIRD:** The Company, by resolutions adopted by the Company’s Board of Directors on December 16, 2015, attached hereto as Exhibit A, authorized and directed the merger of the Subsidiaries into the Company, on the conditions set forth in Exhibit A.

**FOURTH:** The merger shall become effective as of December 21, 2015.

\* \* \*

**IN WITNESS WHEREOF**, the Company has caused this Certificate of Ownership and Merger to be signed as of the date first written above.

**BAZAARVOICE, INC.**

/s/ Kin Gill  
Kin Gill  
Chief Legal Officer, General Counsel and  
Secretary

## **EXHIBIT A**

### **RESOLUTIONS OF THE BOARD OF DIRECTORS**

**WHEREAS**, it is in the best interest of the Company and its stockholders to merge Longboard Media, Inc., a Delaware corporation and FeedMagnet Inc., a Delaware corporation, each a wholly owned subsidiary of the Company (each, a “*Subsidiary*”), with and into the Company, with the Company being the surviving entity, pursuant to Section 253 of the Delaware General Corporation Law (the “*Merger*”).

**NOW, THEREFORE, BE IT RESOLVED**, that the Merger, and the assumption of all of the liabilities and obligations of each Subsidiary by the Company in connection therewith, be, and it hereby is, authorized, approved and adopted in all respects.

**RESOLVED FURTHER**, that the officers of the Company be, and they each hereby are, authorized and directed to file such certificates of merger or other documents or information as such officers shall deem necessary or advisable to consummate and effect the Merger.

**RESOLVED FURTHER**, that to the extent that any of the Subsidiaries are party to any agreement, contract or understanding (“*Agreement*”), the transfer of which to the Company shall not occur automatically by operation of law but shall instead require notice, consent or separate assignment, such transfer be, and it hereby is, authorized, approved and adopted in all respects and the officers of the Company be, and they hereby are, authorized and directed, for and on behalf of the Company, to deliver such notices, obtain such consents and enter into such assignment agreements and other instruments as such officers shall deem necessary or advisable to assign any such Agreement to the Company.

**RESOLVED FURTHER**, that the officers of the Company be, and each of them hereby is, authorized in the name and on behalf of the Company, to take all such further actions, including, but not limited to, (i) the negotiation of such additional agreements, amendments, supplements, reports, documents, instruments, applications, or certificates not now known but which may be required, (ii) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, or certificates currently existing, (iii) the execution, delivery, filing and/or recordation (if applicable) of any of the foregoing and (iv) the payment of all fees, consent payments, taxes and other expenses as any such officer, in his sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, filings, recordations and payments to be conclusive evidence of such approval or that such officer deemed the same to be so necessary, appropriate or advisable; and that all such actions, executions, deliveries, filings, recordations and payments taken or made at any time in connection with the transactions contemplated by the foregoing resolutions be, and they hereby are, approved, adopted, ratified and confirmed in all respects as the true acts and deeds of the Company as if specifically set out in these resolutions.