

CERTIFICATE OF OWNERSHIP AND MERGER

Pursuant to Section 253 of the General Corporation Law of the State of Delaware, Automattic Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Company"), does hereby certify that:

FIRST: The Company owns all of the outstanding shares of Cloudup, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware.

SECOND: That the Company, by the following recitals and resolutions of its Board of Directors, duly adopted at a meeting of the Board of Directors held on November 19, 2013, determined to merge Cloudup, Inc. into itself on the terms and conditions set forth in such recitals and resolutions:

WHEREAS, the Company owns all of the outstanding stock of Cloudup, Inc., a Delaware corporation; and

WHEREAS, the Board has determined that it is in the best interests of the Company and its stockholders to merge Cloudup, Inc. with and into the Company pursuant to Section 253 of the DGCL.

NOW, THEREFORE, BE IT, RESOLVED, that effective upon the filing of a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, or at such later time as set forth in such Certificate of Ownership and Merger, the Company shall merge Cloudup, Inc. into the Company pursuant to Section 253 of the DGCL and shall thereby assume all of the obligations of Cloudup, Inc.; and

RESOLVED FURTHER, that the proper officers of the Company be, and they hereby are, authorized and directed (i) to make, execute and file with the Secretary of State of the State of Delaware a Certificate of Ownership and Merger setting forth a copy of the resolutions to merge Cloudup, Inc. into the Company and to assume the obligations of Cloudup, Inc. and setting forth the date of adoption of such resolutions, (ii) to determine the effective time of such merger and Certificate of Ownership and Merger, and (iii) to do all acts and things whatsoever, whether within or without the State of Delaware, which may be necessary or proper to effect such merger.

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:56 PM 12/04/2013
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IN WITNESS WHEREOF, said Automattic Inc. has caused this certificate to be signed by Matthew Mullenweg, its President, and attested to by Toni Schneider, its Secretary, this 19th day of November, 2013.

AUTOMATTIC INC.

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Matthew Mullenweg
By: Matthew Mullenweg, President
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DocuSigned by:
Toni Schneider
By: Toni Schneider, Secretary
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