

**FILED**

JUL 28 2016

WA SECRETARY OF STATE

ARTICLES OF MERGER OF  
AVALARA, INC.  
AND  
TAXCIENT, INC.

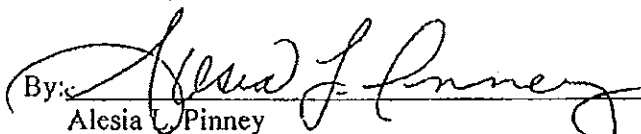
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Pursuant to the provisions of Section 23B.11.050 of the Revised Code of Washington ("RCW"), the undersigned corporation hereby executes the following Articles of Merger:

1. The names of the corporations involved in the merger are Taxcient, Inc., a California corporation ("*Subsidiary*"), and Avalara, Inc., a Washington corporation ("*Company*").
2. Attached hereto as Exhibit A is the Plan of Merger, which sets forth the terms of the merger of Subsidiary with and into Company. Company shall be the surviving corporation (the "*Surviving Corporation*"), and the name of the Surviving Corporation shall remain Avalara, Inc.
3. Approval of the Plan of Merger by the sole shareholder of Subsidiary and the shareholders of Company was not required pursuant to RCW 23B.11.040.
4. The merger shall be effective upon the filing of these Articles of Merger with the Secretary of State of the State of Washington.

DATED: July 28, 2016

AVALARA, INC.

By:   
Alesia L. Pinney  
Executive Vice President, General Counsel and  
Secretary

**EXHIBIT A**

**PLAN OF MERGER**

**(See Attached)**

## **PLAN OF MERGER**

This Plan of Merger (the "*Plan of Merger*") sets forth the terms and conditions of the merger of Taxcient, Inc., a California corporation ("*Taxcient*"), with and into Avalara, Inc., a Washington corporation ("*Avalara*"). Avalara and Taxcient are sometimes collectively referred to in the Plan of Merger as the "*Constituent Corporations*."

### **1. Merger**

Taxcient, a wholly owned subsidiary of Avalara, shall be merged with and into Avalara (hereinafter sometimes called the "*Surviving Corporation*") pursuant to the applicable provisions of the Washington Business Corporation Act and the California Corporations Code and in accordance with the terms and conditions of the Plan of Merger (the "*Merger*").

### **2. Effectiveness**

The Merger shall become effective upon the filing of Articles of Merger, which incorporate the Plan of Merger (the "*Articles of Merger*"), with the Secretary of State of the State of Washington (the "*Effective Time of the Merger*").

### **3. Articles of Incorporation**

The Articles of Incorporation of Avalara shall, at the Effective Time of the Merger, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

### **4. Bylaws**

The Bylaws of Avalara in effect at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the Bylaws of the Surviving Corporation.

### **5. Directors and Officers**

The directors and officers of Avalara in office at the Effective Time of the Merger shall, at the Effective Time of the Merger, be and remain the directors and officers of the Surviving Corporation and shall hold such offices in accordance with and subject to the Articles of Incorporation and Bylaws of the Surviving Corporation, as in effect immediately after the Effective Time of the Merger.

### **6. Conversion of Shares**

At the Effective Time of the Merger, by virtue of the Merger, all of the outstanding stock of Taxcient will be cancelled.

**7. Rights, Duties, Powers, Liabilities, Etc.**

At the Effective Time of the Merger, the separate existence of Taxcient shall cease, and Taxcient shall be merged in accordance with the provisions of the Plan of Merger with and into the Surviving Corporation, which shall possess all the properties and assets, and all the rights, privileges, powers, immunities and franchises, of whatever nature and description, and shall be subject to all restrictions, duties and liabilities of each of the Constituent Corporations, and all such things shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to any real estate, or any interest therein, vested by deed or otherwise in either of the Constituent Corporations, shall be vested in the Surviving Corporation without reversion or impairment. Any claim existing or action or proceeding, whether civil, criminal or administrative, pending by or against either Constituent Corporation, may be prosecuted to judgment or decree as if the Merger had not taken place, and the Surviving Corporation may be substituted in any such action or proceeding.

**8. Implementation**

Each of the Constituent Corporations shall take, or cause to be taken, all action or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Washington and the State of California to consummate and make effective the Merger.

**9. Termination**

The Plan of Merger may be terminated for any reason at any time before the filing of the Articles of Merger with the Secretary of State of the State of Washington.