



## Foreign Limited Liability Company

See attached detailed instructions

☐ Filing Fee \$180.00

☒ Filing Fee with Expedited Service \$230.00

This Box For Office Use Only

12/02/11 2076286-  
001  
\$272.60 K #184043  
tid: 2218629

FILED  
SECRETARY OF STATE  
SAM REED

December 2, 2011

STATE OF WASHINGTON

UBI Number: ~~601448418~~

**601 448 418**

# FOREIGN LIMITED LIABILITY COMPANY REGISTRATION

Chapter 25.15 RCW

## SECTION 1

**NAME OF LIMITED LIABILITY COMPANY:** *(As recorded in the state/country of formation)*

Election Systems & Software, LLC

**NAME TO BE USED IN WASHINGTON STATE:**

*(Must contain one of the following designations: Limited Liability Company, Limited Liability Co or one of these abbreviations: L.L.C. or LLC. If the designation is omitted, it will default to LLC when processed)*

~~Election Systems & Software, LLC~~

## SECTION 2

**STATE OR COUNTRY WHERE ORIGINALLY FORMED:** DE

**DATE OF ORIGINAL FORMATION:** 10/1/2011

*(Certificate of Existence or similar import (not more than 60 days old) from original state must be attached)*

## SECTION 3

**ADDRESS OF THE PRINCIPAL PLACE OF BUSINESS:**

Street Address 11208 John Galt Blvd City Omaha State/Country NE Zip 68137

PO Box \_\_\_\_\_ City \_\_\_\_\_ State/Country \_\_\_\_\_ Zip \_\_\_\_\_

## SECTION 4

**EFFECTIVE DATE OF REGISTRATION:** *(Please check one of the following)*

☒ Upon filing by the Secretary of State

☐ Specific Date: \_\_\_\_\_ *(Specified effective date must be within 90 days AFTER the Certificate of Registration has been filed by the Office of the Secretary of State)*

**SECTION 5****TENURE:** (Please check one of the following and indicate the date if applicable)

- ☒ Perpetual existence
- ☐ Specific term of existence \_\_\_\_\_ (Number of years or date of termination)

**SECTION 6****DATE THE LLC BEGAN DOING BUSINESS IN WASHINGTON STATE:** LIX 4/30/2011**SECTION 7****NATURE OF BUSINESS IN WASHINGTON STATE:** sales of electronic election equipment**SECTION 8****NAME AND ADDRESS OF THE WASHINGTON STATE REGISTERED AGENT:****Name:** National Registered Agents, Inc.**Physical Location Address (required):**1780 Barnes Blvd., S.W. Bldg. G**City** Tumwater **WA Zip Code** 98512-0410**Mailing or Postal Address (optional):****City** \_\_\_\_\_ **WA Zip Code** \_\_\_\_\_**CONSENT TO SERVE AS REGISTERED AGENT:**

I consent to serve as Registered Agent in the State of Washington for the above named Limited Liability Company. I understand it will be my responsibility to accept Service of Process on behalf of the Limited Liability Company; to forward mail to the Limited Liability Company; and to immediately notify the Office of the Secretary of State if I resign or change the Registered Office Address.

National Registered Agents, Inc.

X Norine Nagel **Signature of Registered Agent** Norine Nagel-Asst. Secretary **Printed Name** 11/30/2011 **Date**

**SECTION 9****NAME, ADDRESS AND SIGNATURE OF MEMBER OR MANAGER:**

(If necessary, attach additional names, addresses and signatures)

**Name:** Richard J. Jablonski**Address:** 11208 John Galt Blvd **City** Omaha **State** NE **Zip Code** 68137*This document is hereby executed under penalties of perjury, and is, to the best of my knowledge, true and correct.*

X Richard J. Jablonski **Signature** Richard J. Jablonski/VP of Finance **Printed Name/Title** 11/30/2011 **Date** 402-970-1100 **Phone**

*Notice: The Washington Secretary of State will be appointed the agent of the foreign limited liability company for service of process under the circumstances set forth in RCW 25.15.355(2)*

# Delaware

PAGE 1

*The First State*

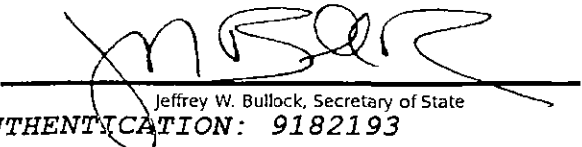
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ELECTION SYSTEMS & SOFTWARE, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-EIGHTH DAY OF NOVEMBER, A.D. 2011.

2158739 8300

111229483

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



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9182193

DATE: 11-28-11

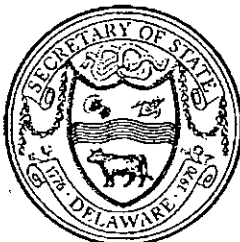
# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE DO HEREBY CERTIFY THAT THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CONVERSION OF A DELAWARE CORPORATION UNDER THE NAME OF "ELECTION SYSTEMS & SOFTWARE, INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "ELECTION SYSTEMS & SOFTWARE, INC." TO "ELECTION SYSTEMS & SOFTWARE, LLC", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF SEPTEMBER, A.D. 2011, AT 2:05 O'CLOCK P.M.

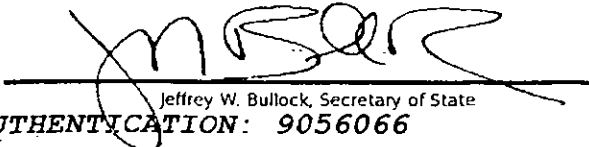
AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE FIRST DAY OF OCTOBER, A.D. 2011, AT 12:01 O'CLOCK A.M.



2158739 8100V

111041821

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


  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9056066

DATE: 09-27-11

**CERTIFICATE OF CONVERSION  
FROM A CORPORATION TO A  
LIMITED LIABILITY COMPANY PURSUANT TO  
SECTION 18-214 OF THE LIMITED LIABILITY ACT**

1. The jurisdiction where the Corporation first formed is Delaware.
2. The jurisdiction immediately prior to filing this Certificate is Delaware.
3. The date the Corporation first formed is April 25, 1988.
4. The name of the Corporation immediately prior to filing this Certificate is Election Systems & Software, Inc.
5. The name of the Limited Liability Company as set forth in the Certificate of Formation is Election Systems & Software, LLC.
6. The effective date and time of this Certificate is October 1, 2011 at 12:01 a.m. Eastern Daylight Time.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on the  
13<sup>th</sup> day of September, 2011.

  
\_\_\_\_\_  
Thomas F. O'Brien      Treasurer/CFO