Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 1 of 8

Delaware

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 "GOOGLE INC." TO A DELAWARE LIMITED LIABILITY COMPANY, CHANGING ITS NAME FROM "GOOGLE INC." TO "GOOGLE LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2017, AT 12:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF CONVERSION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

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JAN 16 2018

3582691 8100V
SR# 20180271350

Authentication: 201974251
Date: 01-16-18

Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 2 of 8

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:42 PM 09/29/2017
FILED 12:42 PM 09/29/2017
SR 20176403570 - File Number 3582691

CERTIFICATE OF CONVERSION
OF
GOOGLE INC.
(a Delaware corporation)
TO
GOOGLE LLC
(a Delaware limited liability company)

This Certificate of Conversion is being filed in accordance with the provisions of 6 Del. C. § 18-214 to convert Google Inc., a Delaware corporation (the "**Corporation**"), to Google LLC, a Delaware limited liability company, and the undersigned does hereby certify as follows:

1. The jurisdiction where the Corporation was first incorporated is the State of Delaware.

2. The Corporation was first incorporated in the State of Delaware on October 22, 2002.

3. The name of the Corporation immediately prior to the filing of this Certificate of Conversion was Google Inc.

4. The name of the limited liability company as set forth in the attached Certificate of Formation is Google LLC.

5. The effective time of the conversion of the Corporation into a Delaware limited liability company pursuant to and in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act is 11:59 PM EDT on September 30, 2017 (the "**Effective Time**").

IN WITNESS WHEREOF, the undersigned, as an authorized officer, has executed this Certificate of Conversion.

GOOGLE INC.

By: /s/ Kenneth H. Yi
Name: Kenneth H. Yi
Title: Assistant Secretary

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Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 3 of 8

Delaware

The First State

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 FORMATION OF "GOOGLE LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF SEPTEMBER, A.D. 2017, AT 12:42 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF FORMATION IS THE THIRTIETH DAY OF SEPTEMBER, A.D. 2017 AT 11:59 O'CLOCK P.M.

Jeffrey W. Bullock, Secretary of State

3582691 8100
SR# 20180271350

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 201974252
Date: 01-16-18

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JAN 16 2018

Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 4 of 8

CERTIFICATE OF FORMATION

OF

GOOGLE LLC

The undersigned, desiring to form a limited liability company pursuant to the Delaware Limited Liability Company Act, 6 Delaware Code, Chapter 18, does hereby certify as follows:

I. The name of the limited liability company is Google LLC (the "**Company**").

II. The address of its registered office in the State of Delaware is 251 Little Falls Drive, Wilmington, County of New Castle, Delaware 19808. The name of the registered agent at such address is Corporation Service Company.

III. The effective time of the formation of the Company into a Delaware limited liability company pursuant to and in accordance with Section 266 of the General Corporation Law of the State of Delaware and Section 18-214 of the Delaware Limited Liability Company Act is 11:59 PM EDT on September 30, 2017 (the "**Effective Time**").

IN WITNESS WHEREOF, the undersigned, as an authorized person, has executed this Certificate of Formation of Google LLC.

By: /s/ Kenneth H. Yi
Name: Kenneth H. Yi
Title: Authorized Person

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:42 PM 09/29/2017
FILED 12:42 PM 09/29/2017
SR 20176403570 - File Number 3582691

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JAN 16 2018

Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 5 of 8

New Mexico
Secretary of State

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SUBMIT ORIGINAL AND A COPY
TYPE OR PRINT LEGIBLY

Foreign Limited Liability Company
APPLICATION FOR REGISTRATION

The undersigned limited liability company, in order to apply for a Certificate of Registration to transact business in New Mexico under the Limited Liability Company Act, submits the following statement to the Secretary of State:

1. The name of the limited liability company is: Google LLC

2. If it proposes to transact business in New Mexico under a different name, the name it elects for use in New Mexico is:

3. It is organized under the laws of:
Delaware

4. The date of organization in its domestic state is:
10-22-2002

5. If so required by the laws of the domestic state, the address of the office required to be maintained in the domestic state is:
CSC, 251 Little Falls Drive, Wilmington, DE 19808

6. If the laws of the domestic state do not require an address to be maintained in that state, then the address of the principal office of the limited liability company is:
1600 Amphitheatre Parkway, Mountain View, CA 94043

7. The street address of the registered office in New Mexico is:
123 East Marcy Street, Suite 101, Santa Fe, NM 87501
(P.O. Box is not acceptable. Provide a description of the geographical location if a street address does not exist)

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JAN 16 2018

Office of the New Mexico Secretary of State
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Total Number of Pages: 6 of 8

New Mexico
Secretary of State

a Fe, NM 87501
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The name of the registered agent at the address of the New Mexico registered office is:

Corporation Service Company

8. The names of the persons in whom management of the limited liability company is vested are:

Sundar Pichai - CEO; Kent Walker - General Counsel and Secretary; Ruth M. Porat - SVP and CFO Shubhi Rao - Treasurer; Robert Andreatta - Controller and Assistant Secretary, Thomas Hutchinson - Assistant Secretary Kenneth H. Yi - Assistant Secretary; Matthew Sucherman - Assistant Secretary; Tony Altobelli - Assistant Treasurer

The company is a foreign limited liability company as defined in Section 2 of the New Mexico Limited Liability Company Act. The Secretary of State is appointed the agent of the foreign limited liability company for service of process if, upon resignation of the appointed registered agent no agent has been appointed, or, if appointed, the agent's authority has been revoked or the agent cannot be found or served in the exercise of reasonable diligence.

Dated: 10/02/2017

Google LLC
Name of Limited Liability Company

By Kenneth H. Yi, Assistant Secretary of Google LLC
Signature of Authorized Person

THIS APPLICATION MUST BE ACCOMPANIED BY A CERTIFICATE OF GOOD STANDING / EXISTENCE, ISSUED BY THE APPROPRIATE OFFICIAL CUSTODIAN OF LIMITED LIABILITY COMPANY RECORDS FOR THE STATE OR COUNTRY UNDER THE LAWS OF WHICH THE COMPANY IS ORGANIZED. THIS CERTIFICATE MUST BE ORIGINAL OR ELECTRONICALLY ISSUED, AND MUST BE CURRENT WITHIN THIRTY DAYS OR HAS NOT EXPIRED, UPON SUBMISSION TO THE SECRETARY OF STATE.

Form FLLC
(revised 06/13)

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JAN 16 2018

Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 7 of 8

New Mexico
Secretary of State

87501

STATEMENT OF ACCEPTANCE OF APPOINTMENT
BY DESIGNATED INITIAL REGISTERED AGENT

I, Staci DiFenno ,an authorized officer of Corporation Service Company, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial

Registered Agent of Google LLC, the limited liability company which is named in the annexed Application for Registration of Foreign Limited Liability Company.

_____

(Sign on this line if the registered agent named in the application is an individual.
If this line is signed, the two lines below do not apply and must be left blank.)

(If the following lines are used, the signature line above does not apply and must be left blank)

Corporation Service Company

_____

(If the registered agent named in the application is a corporation, limited liability Company, or partnership, type or print the name of that entity here.)

By Staci DiFenno

(An authorized person of the entity being appointed as registered agent must sign here)

Staci DiFenno
Assistant Vice President

Form FLLC-STMNT
(revised 06/13)

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JAN 16 2018

Office of the New Mexico Secretary of State
Filing Number: 0001804749
Filed On: 1/16/2018
Total Number of Pages: 8 of 8

Delaware

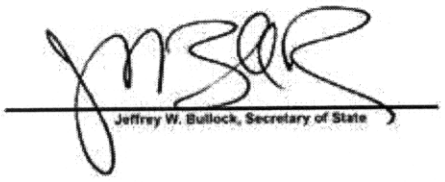
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GOOGLE 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-SIXTH DAY OF DECEMBER, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "GOOGLE LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF OCTOBER, A.D. 2002.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE BEEN PAID TO DATE.





3582691 8300

SR# 20177771514

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203830231

Date: 12-26-17

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Corporation Bureau
JAN 16 2018

OFFICE OF THE SECRETARY OF STATE
NEW MEXICO

January 16, 2018

CORPORATION SERVICE COMPANY
P.O. BOX 9315
SANTA FE, NM 87504

RE: Google LLC
Business ID #: 4667387

The Office of the Secretary of State has approved and filed the Certificate of Conversion and Application for Registration for a Foreign Limited Liability Company for the above captioned organization effective January 16, 2018. The enclosed Certificate of Conversion is evidence of filing, and should become a permanent document of the organization's records.

Please be advised that although the Certificate of Registration has been approved, you must also comply with all other federal or state laws applicable to your organization. This includes, but is not limited to state licensing requirements. It is the organization's sole responsibility to obtain such compliance with all legal requirements applicable thereto prior to engaging in the business for which it has obtained approval of the referenced document.

If you have any questions, please contact the Corporations Bureau at (505) 827-3600 or toll free at 1-800-477-3632 for assistance.

Corporations Bureau

OFFICE OF THE SECRETARY OF STATE

NEW MEXICO

Certificate of Registration by Conversion

OF

Google LLC

4667387

CONVERTED FROM

GOOGLE INC.

4667387

Delaware

The Office of the Secretary of State certifies that the evidence of Conversion and Application for Registration for a Foreign Limited Liability Company, duly signed and verified pursuant to the provisions of the

Business Corporation Act	53-11-1 to 53-18-12 NMSA 1978
Limited Liability Company Act	53-19-1 to 53-19-74 NMSA 1978

have been received and are found to conform to law. Accordingly, by virtue of the authority vested in it by law, the Office of the Secretary of State issues this Certificate of Registration by Conversion and attaches hereto, a duplicate of the Application for Registration for a Foreign Limited Liability Company Company.

Dated: January 16, 2018

In testimony whereof, the Office of the Secretary of State has caused this certificate to be signed on this day in the City of Santa Fe, and the seal of said office to be affixed hereto.

Maggie Toulouse Oliver
Secretary of State