




Notice of Material Change to the Vendor Contract

Pursuant to the terms of your awarded vendor contract, all vendors must notify Region 4 Education Service Center ("Region 4") when any material change in operations, that may adversely affect members, (i.e. assignment, bankruptcy, change of ownership, merger, etc.) is made. No material change may be made to the contract without the prior written approval of Region 4. Region 4 reserves the right to accept or reject any new party.

Dude Solutions, Inc. (vendor company name) hereby provides notice of the following material change to contract number: R210702 on this date March 8, 2022.

Instructions: (Vendors must check all that may apply and provide supporting documentation. Place your initials next to each item to confirm that documents are, indeed, included. Be sure to sign the signature page with all require signatures, prior to submitting your notice to Region 4 for approval).

- | | |
|---|--|
| <input type="checkbox"/> Assignment | <input type="checkbox"/> Change in ownership (<i>sale/purchase</i>) |
| <input type="checkbox"/> Indicate if you are assigning to your own subsidiary | <input type="checkbox"/> Asset Purchase Agreement |
| <input type="checkbox"/> Assumption Agreement | <input type="checkbox"/> Other supporting documentation |
| <input type="checkbox"/> Other supporting documentation | |
| <input type="checkbox"/> Bankruptcy | <input type="checkbox"/> Acquisition |
| <input type="checkbox"/> Official legal Notice of Bankruptcy Proceedings | <input type="checkbox"/> Asset Purchase Agreement |
| <input type="checkbox"/> Other supporting documentation | <input type="checkbox"/> Other supporting documentation |
| <input type="checkbox"/> Merger | <input checked="" type="checkbox"/> Other |
| <input type="checkbox"/> Share Exchange Agreement |  Supporting documentation |
| <input type="checkbox"/> Merger and Acquisition Agreement | |
| <input type="checkbox"/> Asset Purchase Agreement | |
| <input type="checkbox"/> Other supporting documentation | |

Notes: Vendor may include any other notes regarding the material change here: (attach another page if necessary).

Change of name of awarded contract holder from Dude Solutions, Inc. to Brightly Software, Inc. per attached documentation.

Upon approval of this notice, the awarded contract holder and/or subsequent assignee agree to and understand the following principles:

- i. **Contract holder reference.** If the contract holder undergoes a merger, acquisition, or partial assignment, in which case they still maintain the contract, then all transactions made under the existing contract number (including purchase orders) must reference the name of the awarded contract holder. The exception to this requirement is if the contract holder no longer holds the contract or if the company has been acquired by another company and undergone a name change. Notice of the authorized name change, to the existing contract, must be provided and approved by Region 4.



In instances where the contract holder has acquired a separate and distinct company, and it is necessary to designate those certain purchases facilitated by the non-contract holder, then this designation may be made if, and only if, the contract holder is also referenced on the transaction.

ii. **Maintenance of records.** Both the awarded contract holder and subsequent assignee agree to remain responsible for maintaining all auditable records, including documents kept in the ordinary course of business and sales invoices, related to OMNIA Partners, Public Sector and/or contract number pursuant to the statutory requirements identified in the vendor contract.

iii. **Payments.** Both the awarded contract holder and subsequent assignee agree that all payments made by participating entities must be made directly to the contract holder, unless otherwise approved by Region 4. Accordingly, both parties acknowledge that in instances where it is necessary to designate the purchases facilitated by assignee, that the contract holder must also be referenced on the purchase order.

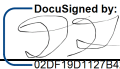
iv. **Handling of Proprietary and/or Confidential Information.** In accord with the terms of the contract, both awarded vendor and assignee agree that at all times it will hold in strict confidence and not disclose to any third party Confidential and/or Proprietary information of Region 4, except as approved in writing by Region 4, and will use the Confidential Information for no purpose other than providing services under the contract. Both awarded vendor and assignee shall only permit access to Confidential Information to those of its employees or authorized representatives having a need to know and who have signed confidentiality agreements or are otherwise bound by confidentiality obligations at least as restrictive as those contained herein.

This document is to be construed in strict accordance with the terms and conditions outlined in the Region 4/vendor master agreement referenced herein. Both awarded vendor and assignee agree to uphold the vendor obligations set forth in the vendor agreement. This Agreement will become effective when signed by all parties.

AGREED AND ACCEPTED AS OF THE DATE FIRST SET FORTH ABOVE:

Company name of awarded vendor
Brightly Software, Inc. formerly known
as Dude Solutions, Inc.

Official name of assigned or added company

BY: 
DocuSigned by:
02DF19D1127B429...

BY: _____

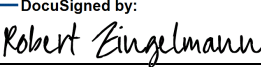
NAME: Dan Graham

NAME: _____

TITLE: CFO

TITLE: _____

Region 4 Education Service Center

BY: 
DocuSigned by:
0B1D33BB0130490...

NAME: Robert Zingelmann

TITLE: Chief Financial Officer, Finance
and Operations Services

DATE: 3/11/2022 | 12:46 PM CST

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 AMENDMENT OF "DUDE SOLUTIONS, INC.", CHANGING ITS NAME FROM "DUDE SOLUTIONS, INC." TO "BRIGHTLY SOFTWARE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF MARCH, A.D. 2022, AT 8:04 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

5473758 8100
SR# 20220912063

Authentication: 202848857
Date: 03-08-22

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:04 AM 03/08/2022
FILED 08:04 AM 03/08/2022
SR 20220912063 - File Number 5473758

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
DUDE SOLUTIONS, INC.**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

Dude Solutions, Inc., a corporation organized and existing under and by virtue of the
General Corporation Law of the State of Delaware (the “**DGCL**”),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Dude Solutions, Inc.
2. That this corporation was originally formed as a North Carolina corporation on
January 6, 2000, under the name Dude Solutions, Inc. and was converted to a Delaware corporation
of the same name pursuant to Section of 265 of the DGCL on January 29, 2014.
3. That the board of directors of this corporation duly adopted resolutions setting
forth a proposed amendment to the Certificate of Incorporation of this corporation, declaring said
amendment to be advisable and in the best interests of this corporation and its stockholders, which
resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article I of the Certificate of Incorporation of this corporation is
amended to read, in its entirety, as follows:

The name of the corporation (the “Corporation”) is: “Brightly Software, Inc.”.

4. That the foregoing amendment has been duly adopted in accordance with the
provisions of Section 242 of the DGCL.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, this Certificate of Amendment to the Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 8th day of March, 2022.

DocuSigned by:
Kevin Kemmerer
By: _____
Name: Kevin Kemmerer
Title: Chief Executive Officer