



**STATE OF OKLAHOMA STATEWIDE CONTRACT WITH IMAGINE LEARNING
LLC (f/k/a Edgenuity Inc.)**

This is an Amendment to the Oklahoma Statewide Contract entered into between the State of Oklahoma by and through the Office of Management and Enterprise Services (State) and Imagine Learning LLC, ("Supplier") in connection with Oklahoma Statewide Contract 1023 ("Contract") and is effective as of the date of the last signature below.

Recitals

On March 27th, 2017, the State of Oklahoma and Edgenuity Inc. executed a Contract Addendum in connection with Solicitation No. 0900000216 to provide online Course Curriculum for K-12 Education as more particularly described in the Solicitation.

Effective as of December 31, 2021, Edgenuity, Inc. (“Edgenuity”) merged into Imagine Learning LLC (f/k/a Weld North Education LLC). Prior to the merger, Edgenuity was a wholly-owned subsidiary of Imagine Learning. Imagine Learning LLC is the surviving entity following the merger.

Attachment A: Letter of Notice and Certificate of Merger

Any reference to a Contract Document refers to such Contract Document as it may have been amended. If and to the extent any provision is in multiple documents and addresses the same or substantially the same subject matter but does not create an actual conflict, the more recent provision is deemed to supersede earlier versions.

STATE OF OKLAHOMA
by and through the
OFFICE OF MANAGEMENT AND
ENTERPRISE SERVICES

Imagine Learning LLC

By: 
Name: D. Jerry Moore
Title: Chief Information Officer
Date: Feb 24, 2022

By:  David Alderslade (Feb 24, 2022 11:29 MST)
Name: David Alderslade
Title: CFO
Date: Feb 24, 2022



Attachment A - Imagine Learning Letter and Cert of Merger.

January 1, 2022

Dear Customer,

Please be advised that as part of an internal corporate restructuring, effective as of December 31, 2021, Edgenuity, Inc. (“Edgenuity”) merged into Imagine Learning LLC (f/k/a Weld North Education LLC) (“Imagine Learning”). Prior to the merger, Edgenuity was a wholly-owned subsidiary of Imagine Learning. Imagine Learning LLC is the surviving entity following the merger.

For your reference, we have attached a copy of the State of Delaware Certificate of Merger.

As the surviving entity, Imagine Learning has assumed all of the assets and liabilities of Edgenuity, including Edgenuity Inc.’s contract with you, and is responsible for the performance of that contract.

We look forward to continuing to work with you.

Sincerely,

DocuSigned by:


6D02207302DE49E...
David Alderslade

Executive Vice President, CFO, Treasurer

Delaware

The First State

Page 1

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 MERGER, WHICH MERGES:

"IMAGINE LEARNING, INC.", AN UTAH CORPORATION,

"WELD NORTH ANALYTICS LLC", A DELAWARE LIMITED LIABILITY COMPANY,

"EDGENUITY INC.", A NEVADA CORPORATION,

WITH AND INTO "WELD NORTH EDUCATION LLC" UNDER THE NAME OF "IMAGINE LEARNING LLC", A LIMITED LIABILITY COMPANY ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE ON THE TWENTY-FIRST DAY OF DECEMBER, A.D. 2021, AT 10:33 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2021.




Jeffrey W. Bullock, Secretary of State

4965214 8100M
SR# 20214168983

Authentication: 205071194
Date: 12-23-21

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:33 AM 12/21/2021
FILED 10:33 AM 12/21/2021
SR 20214168983 - File Number 4965214

**STATE OF DELAWARE
CERTIFICATE OF MERGER**

Merger

**EDGENUITY INC., a Nevada corporation,
IMAGINE LEARNING, INC., a Utah corporation, and
WELD NORTH ANALYTICS LLC, a Delaware limited liability company**

with and into

WELD NORTH EDUCATION LLC, a Delaware limited liability company

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, the undersigned, being the surviving company, executed the following Certificate of Merger:

FIRST: The name of the surviving company is Weld North Education LLC, a Delaware limited liability company (the "Surviving Company"), and the names of the subsidiary companies being merged into the Surviving Company are Edgenuity Inc. ("Edgenuity"), a Nevada corporation, Imagine Learning, Inc. ("Imagine"), a Utah corporation and Weld North Analytics LLC ("WNA"), a Delaware limited liability company (each a "Subsidiary" and a "Merging Company" and collectively the "Merging Companies"). The merger of the Merging Companies was authorized in accordance with the Surviving Company's limited liability company agreement and the Delaware Limited Liability Company Act.

SECOND: The Surviving Company owns all of the outstanding shares of each class of capital stock of Edgenuity and Imagine and all of the membership interests of WNA.

THIRD: The Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Surviving Company and by the Merging Companies. The amendment to the Certificate of Formation of the Surviving Company has also been approved, adopted, certified, executed and acknowledged by the Surviving Company.

FOURTH: Article One of the Certificate of Formation of the Surviving Company shall be amended as follows:

First: The name of the limited liability company is Imagine Learning LLC.

FIFTH: The executed Agreement and Plan of Merger is on file with the Surviving Company at 2187 Atlantic Street, Suite 501, Stamford, CT 06902.

SIXTH: Pursuant to Section 18-209(c)(5) of the Delaware Limited Liability Company Act, the effective date and time of the merger herein provided for is December 31, 2021, 11:59 p.m. Eastern Standard Time.

SEVENTH: A copy of the Agreement and Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any member or stockholder of any constituent company.

IN WITNESS WHEREOF, the Surviving Company has caused this Certificate of Merger to be signed by an authorized officer, the 20th day of December, 2021.

WELD NORTH EDUCATION LLC
THE SURVIVING COMPANY

BY  _____
DocuSigned by:
D9C5D6301F9746B...
NAME: ADAM J. KLABER
TITLE: Vice President and Secretary

Certificate Of Completion

Envelope Id: 508CFB9B9FB8426ABCCBA37A7BEE624C

Status: Completed

Subject: Please DocuSign: Oklahoma OMES - SW1023E 2022 Renewal, Vendor form, W-9, Merger ltr 2022.0111.pdf

Source Envelope:

Document Pages: 15

Signatures: 2

Envelope Originator:

Certificate Pages: 5

Initials: 0

Diane M Wellhausen

AutoNav: Enabled

8860 E. Chaparral Rd. Suite 100

Envelope Stamping: Enabled

Scottsdale, AZ 85251

Time Zone: (UTC-08:00) Pacific Time (US & Canada)

diane.wellhausen@edgenuity.com

IP Address: 68.104.230.67

Record Tracking

Status: Original

Holder: Diane M Wellhausen

Location: DocuSign

1/11/2022 2:07:03 PM

diane.wellhausen@edgenuity.com

Signer Events**Signature****Timestamp**

David Alderslade

david.alderslade@imaginelearning.com

CFO

Security Level: Email, Account Authentication
(None)

DocuSigned by:



6D02207302DE49E...

Sent: 1/11/2022 2:15:11 PM

Viewed: 1/11/2022 2:17:04 PM

Signed: 1/11/2022 2:17:16 PM

Signature Adoption: Pre-selected Style

Using IP Address: 67.133.165.2

Electronic Record and Signature Disclosure:

Accepted: 1/11/2022 2:17:04 PM

ID: 4187a1f5-7aa3-41d4-aab8-95058620b537

In Person Signer Events**Signature****Timestamp****Editor Delivery Events****Status****Timestamp****Agent Delivery Events****Status****Timestamp****Intermediary Delivery Events****Status****Timestamp****Certified Delivery Events****Status****Timestamp****Carbon Copy Events****Status****Timestamp**

Lynette McVay

bids@imaginelearning.com

Security Level: Email, Account Authentication
(None)**COPIED**

Sent: 1/11/2022 2:17:19 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Erin Langan

erin.langan@imaginelearning.com

Security Level: Email, Account Authentication
(None)**COPIED**

Sent: 1/11/2022 2:17:20 PM

Viewed: 1/17/2022 6:02:52 PM

Electronic Record and Signature Disclosure:

Not Offered via DocuSign

Witness Events**Signature****Timestamp****Notary Events****Signature****Timestamp****Envelope Summary Events****Status****Timestamps**

Envelope Summary Events	Status	Timestamps
Envelope Sent	Hashed/Encrypted	1/11/2022 2:15:11 PM
Certified Delivered	Security Checked	1/11/2022 2:17:04 PM
Signing Complete	Security Checked	1/11/2022 2:17:16 PM
Completed	Security Checked	1/11/2022 2:17:20 PM

Payment Events	Status	Timestamps
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Electronic Record and Signature Disclosure

ELECTRONIC RECORD AND SIGNATURE DISCLOSURE

From time to time, Edgenuity (we, us or Company) may be required by law to provide to you certain written notices or disclosures. Described below are the terms and conditions for providing to you such notices and disclosures electronically through your DocuSign, Inc. (DocuSign) Express user account. Please read the information below carefully and thoroughly, and if you can access this information electronically to your satisfaction and agree to these terms and conditions, please confirm your agreement by clicking the 'I agree' button at the bottom of this document.

Getting paper copies

At any time, you may request from us a paper copy of any record provided or made available electronically to you by us. For such copies, as long as you are an authorized user of the DocuSign system you will have the ability to download and print any documents we send to you through your DocuSign user account for a limited period of time (usually 30 days) after such documents are first sent to you. After such time, if you wish for us to send you paper copies of any such documents from our office to you, you will be charged a \$0.00 per-page fee. You may request delivery of such paper copies from us by following the procedure described below.

Withdrawing your consent

If you decide to receive notices and disclosures from us electronically, you may at any time change your mind and tell us that thereafter you want to receive required notices and disclosures only in paper format. How you must inform us of your decision to receive future notices and disclosure in paper format and withdraw your consent to receive notices and disclosures electronically is described below.

Consequences of changing your mind

If you elect to receive required notices and disclosures only in paper format, it will slow the speed at which we can complete certain steps in transactions with you and delivering services to you because we will need first to send the required notices or disclosures to you in paper format, and then wait until we receive back from you your acknowledgment of your receipt of such paper notices or disclosures. To indicate to us that you are changing your mind, you must withdraw your consent using the DocuSign 'Withdraw Consent' form on the signing page of your DocuSign account. This will indicate to us that you have withdrawn your consent to receive required notices and disclosures electronically from us and you will no longer be able to use your DocuSign Express user account to receive required notices and consents electronically from us or to sign electronically documents from us.

All notices and disclosures will be sent to you electronically

Unless you tell us otherwise in accordance with the procedures described herein, we will provide electronically to you through your DocuSign user account all required notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to you during the course of our relationship with you. To reduce the chance of you inadvertently not receiving any notice or disclosure, we prefer to provide all of the required notices and disclosures to you by the same method and to the same address that you have given us. Thus, you can receive all the disclosures and notices electronically or in paper format through the paper mail delivery system. If you do not agree with this process, please let us know as described below. Please also see the paragraph immediately above that describes the consequences of your electing not to receive delivery of the notices and disclosures electronically from us.

How to contact Edgenuity:

You may contact us to let us know of your changes as to how we may contact you electronically, to request paper copies of certain information from us, and to withdraw your prior consent to receive notices and disclosures electronically as follows:

To contact us by email send messages to: humanresources@edgenuity.com

To advise Edgenuity of your new e-mail address

To let us know of a change in your e-mail address where we should send notices and disclosures electronically to you, you must send an email message to us at humanresources@edgenuity.com and in the body of such request you must state: your previous e-mail address, your new e-mail address. We do not require any other information from you to change your email address..

In addition, you must notify DocuSign, Inc to arrange for your new email address to be reflected in your DocuSign account by following the process for changing e-mail in DocuSign.

To request paper copies from Edgenuity

To request delivery from us of paper copies of the notices and disclosures previously provided by us to you electronically, you must send us an e-mail to humanresources@edgenuity.com and in the body of such request you must state your e-mail address, full name, US Postal address, and telephone number. We will bill you for any fees at that time, if any.

To withdraw your consent with Edgenuity

To inform us that you no longer want to receive future notices and disclosures in electronic format you may:

- i. decline to sign a document from within your DocuSign account, and on the subsequent page, select the check-box indicating you wish to withdraw your consent, or you may;
- ii. send us an e-mail to humanresources@edgenuity.com and in the body of such request you must state your e-mail, full name, IS Postal Address, telephone number, and account number. We do not need any other information from you to withdraw consent.. The consequences of your withdrawing consent for online documents will be that transactions may take a longer time to process..

Required hardware and software

Operating Systems:	Windows2000? or WindowsXP?
Browsers (for SENDERS):	Internet Explorer 6.0? or above
Browsers (for SIGNERS):	Internet Explorer 6.0?, Mozilla FireFox 1.0, NetScape 7.2 (or above)
Email:	Access to a valid email account
Screen Resolution:	800 x 600 minimum
Enabled Security Settings:	<ul style="list-style-type: none"> •Allow per session cookies •Users accessing the internet behind a Proxy Server must enable HTTP 1.1 settings via proxy connection

** These minimum requirements are subject to change. If these requirements change, we will provide you with an email message at the email address we have on file for you at that time providing you with the revised hardware and software requirements, at which time you will have the right to withdraw your consent.

Acknowledging your access and consent to receive materials electronically

To confirm to us that you can access this information electronically, which will be similar to other electronic notices and disclosures that we will provide to you, please verify that you were able to read this electronic disclosure and that you also were able to print on paper or electronically save this page for your future reference and access or that you were able to e-mail this disclosure and consent to an address where you will be able to print on paper or save it for your future reference and access. Further, if you consent to receiving notices and disclosures exclusively in electronic format on the terms and conditions described above, please let us know by clicking the 'I agree' button below.

By checking the 'I Agree' box, I confirm that:

- I can access and read this Electronic CONSENT TO ELECTRONIC RECEIPT OF ELECTRONIC RECORD AND SIGNATURE DISCLOSURES document; and
- I can print on paper the disclosure or save or send the disclosure to a place where I can print it, for future reference and access; and
- Until or unless I notify Edgenuity as described above, I consent to receive from exclusively through electronic means all notices, disclosures, authorizations, acknowledgements, and other documents that are required to be provided or made available to me by Edgenuity during the course of my relationship with you.

EXECUTION VERSION - SW1023 Name Change Edgenuity to Imagine Learning LLC

Final Audit Report

2022-02-24

Created:	2022-02-16
By:	Sean Tolbert (Sean.Tolbert@omes.ok.gov)
Status:	Signed
Transaction ID:	CBJCHBCAABAAvb0cO3Tyn2IkynZ0cRukxuv2dGaWKKCJ

"EXECUTION VERSION - SW1023 Name Change Edgenuity to Imagine Learning LLC" History

-  Document created by Sean Tolbert (Sean.Tolbert@omes.ok.gov)
2022-02-16 - 3:18:23 PM GMT- IP address: 165.225.216.99
-  Document emailed to David Alderslade (lynette.mcvay@imaginelearning.com) for signature
2022-02-16 - 3:19:15 PM GMT
-  Email viewed by David Alderslade (lynette.mcvay@imaginelearning.com)
2022-02-16 - 3:30:19 PM GMT- IP address: 73.137.7.141
-  Email viewed by David Alderslade (lynette.mcvay@imaginelearning.com)
2022-02-18 - 4:27:44 PM GMT- IP address: 172.225.215.144
-  Email viewed by David Alderslade (lynette.mcvay@imaginelearning.com)
2022-02-24 - 0:04:21 AM GMT- IP address: 208.77.60.192
-  Document e-signed by David Alderslade (lynette.mcvay@imaginelearning.com)
Signature Date: 2022-02-24 - 6:29:29 PM GMT - Time Source: server- IP address: 174.72.15.185
-  Document emailed to Jerry Moore (jerry.moore@omes.ok.gov) for signature
2022-02-24 - 6:29:33 PM GMT
-  Document e-signed by Jerry Moore (jerry.moore@omes.ok.gov)
Signature Date: 2022-02-24 - 8:48:48 PM GMT - Time Source: server- IP address: 165.225.216.89
-  Agreement completed.
2022-02-24 - 8:48:48 PM GMT