

GOVERNANCE AND FORMATION DOCUMENTS - TALKSPACE, LLC

Submitted with the Oregon Health Care Market Oversight Notice Filing

Talkspace, LLC

Governance and Formation Documents

Partially Redacted Version

Submitted pursuant to ORS 415.500 et seq. and applicable Oregon Health Authority Health Care
Market Oversight requirements.

Certain confidential, proprietary, and/or trade secret information has been redacted from the enclosed
materials.

Delaware

The First State

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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:

"GROOP INTERNET PLATFORM, INC.", A DELAWARE CORPORATION, WITH AND INTO "TAILWIND MERGER SUB II, LLC" UNDER THE NAME OF "TALKSPACE 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-SECOND DAY OF JUNE, A.D. 2021, AT 9 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

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SR# 20212511195

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

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Authentication: 203498311
Date: 06-22-21

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**CERTIFICATE OF MERGER
OF
GROOP INTERNET PLATFORM, INC.
INTO
TAILWIND MERGER SUB II, LLC**

June 22, 2021

In accordance with Section 18-209 of the Limited Liability Company Act of the State of Delaware (the “DLLCA”) and Section 264 of the General Corporation Law of the State of Delaware (the “DGCL”), the undersigned, Tailwind Merger Sub II, LLC, a Delaware limited liability company (the “Company”), does hereby certify in connection with the merger of Groop Internet Platform, Inc., a Delaware corporation, with and into the Company (the “Merger”) as follows:

FIRST: The name of each of the constituent entities (the “Constituent Entities”) of the Merger and the laws under which each such entity was organized are:

<u>Name of Entity</u>	<u>State of Incorporation or Formation</u>
Tailwind Merger Sub II, LLC	Delaware
Groop Internet Platform, Inc.	Delaware

SECOND: An Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the Constituent Entities in accordance with Section 264(c) of the DGCL and Section 18-209 of the DLLCA, as applicable.

THIRD: The Company shall be the surviving entity (the “Surviving Entity”).

FOURTH: The certificate of formation of the Company shall be the certificate of formation of the Surviving Entity.

FIFTH: The certificate of formation of the Surviving Entity shall be amended as follows:

“FIRST: The name of the limited liability company is Talkspace LLC.

SECOND: The address of its registered office in the State of Delaware is Allstate Corporate Services Corp., 9 E. Loockerman Street, Suite 311, in the City of Dover, County of Kent, 19901.

THIRD: The name of its registered agent at such address is Allstate Corporate Services Corp.”

SIXTH: An executed copy of the Agreement and Plan of Merger is on file at the offices of the Surviving Entity at 2578 Broadway #607, New York, New York 10025, and a copy thereof will be furnished by the Surviving Entity, on request and without cost, to any stockholder or member, as applicable, of the Constituent Entities.

SEVENTH: This Certificate of Merger and the Merger shall become effective at the time this Certificate of Merger is filed with the Secretary of State of the State of Delaware.













