

FIA000001609

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

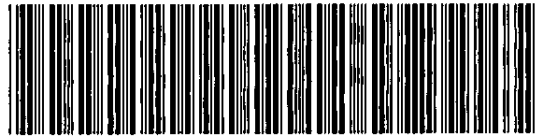
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE FLORIDA

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 091564 7647244

AUTHORIZATION

Lyndell Coleman

COST LIMIT : \$ 70.00

ORDER DATE : April 11, 2014

ORDER TIME : 9:15 AM

ORDER NO. : 091564-005

CUSTOMER NO: 7647244

FOREIGN FILINGS

NAME: SHUTTERFLY, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

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APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Shutterfly, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. _____
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. April 23, 1999 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. February 15, 2014
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 2800 Bridge Parkway, Redwood City, CA 94065
(Principal office address)

2800 Bridge Parkway, Redwood City, CA 94065
(Current mailing address)

8. Any lawful purpose
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company
BY Sue G. Knight Sue G. Knight
(Registered agent's signature) Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: see attachment

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attachment

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. [Signature]

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in s.817.155, F.S.

14. Charlotte Falla VP, Legal, General Counsel and Secretary
(Typed or printed name and capacity of person signing application)

Shutterfly, Inc.

DIRECTORS:

Name	Address
Jeffrey Housenbold	2800 Bridge Pkwy., Redwood City, CA 94065
Eric Keller	2800 Bridge Pkwy., Redwood City, CA 94065
Stephen Killeen	2800 Bridge Pkwy., Redwood City, CA 94065
Phil Marineau (Chairman)	2800 Bridge Pkwy., Redwood City, CA 94065
Ann Mather	2800 Bridge Pkwy., Redwood City, CA 94065
Nancy Schoendorf	2800 Bridge Pkwy., Redwood City, CA 94065
Brian Swette	2800 Bridge Pkwy., Redwood City, CA 94065
James White	2800 Bridge Pkwy., Redwood City, CA 94065
Michael Zeisser	2800 Bridge Pkwy., Redwood City, CA 94065

OFFICERS:

Name	Title	Address
Jeffrey Housenbold	President & CEO	2800 Bridge Pkwy., Redwood City, CA 94065
Brian Regan	SVP & CFO	2800 Bridge Pkwy., Redwood City, CA 94065
Charlotte Falla	VP & Secretary	2800 Bridge Pkwy., Redwood City, CA 94065
Michael Look	VP & Treasurer	2800 Bridge Pkwy., Redwood City, CA 94065
Brian Manca	VP & CAO	2800 Bridge Pkwy., Redwood City, CA 94065

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHUTTERFLY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE ELEVENTH DAY OF APRIL, A.D. 2014.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHUTTERFLY, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF APRIL, A.D. 1999.

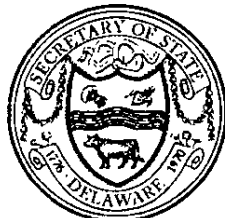
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

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TALLAHASSEE FLORIDA

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1285552

DATE: 04-11-14