F07000000155

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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TALLAHASSEE, FLORIDA

1-10-07

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: EthicsPoint, Inc.
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Amanda Mayhew
(Name of Person)

EthicsPoint, Inc.
(Firm/Company)

13221 SW 68th Parkway, Suite 120
(Address)

Portland, OR 97223
(City/State and Zip code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Amanda Mayhew at (971) 250-4100
(Name of Person) (Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:
New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- ☐ $70.00 Filing Fee
- ☐ $78.75 Filing Fee & Certificate of Status
- ☐ $78.75 Filing Fee & Certified Copy
- ☑ $87.50 Filing Fee, Certificate of Status & Certified Copy

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. EthicsPoint, 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. Washington
(State or country under the law of which it is incorporated)

3. _____
(FEI number, if applicable)

4. 1999
(Date of incorporation)

5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")

6. March 24, 2003
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 13221 SW 68th Parkway, Suite 120, Portland, OR 97223
(Principal office address)

13221 SW 68th Parkway, Suite 120, Portland, OR 97223
(Current mailing address)

8. Online governance, risk, and compliance reporting
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

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

Name: CT Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

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.

Kathleen C. Gariepy
(Registered agent's signature)
By: Kathleen C. Gariepy, Asst Secy

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: General Merrill A. McPeak

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Vice Chairman: Peter S. Christie

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Director: David Childers

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Director: Carl Liggio

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

B. OFFICERS

President: David Childers

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Vice President: John Hall

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Secretary: Amanda Mayhew

Address: 13221 SW 68th Parkway, Suite 120, Portland, OR 97223

Treasurer:

Address:

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

13. _____
(Signature of Director or Officer listed in number 12 of the application)

14. Amanda Mayhew, General Counsel and Corporate Secretary
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE
CORPORATION DIVISION

UNITED STATES OF AMERICA

The State of Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

ETHICSPOINT, INC.

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TALLAHASSEE, FLORIDA

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 9/29/2000.

I FURTHER CERTIFY that as of the date of this certificate, ETHICSPOINT, INC. remains active and has complied with the filing requirements of this office.

Date: December 22, 2006

UBI: 602-069-405

Given under my hand and the Seal of the State of Washington at Olympia, the State Capital

Sam Reed

Sam Reed, Secretary of State