

F00000000949

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

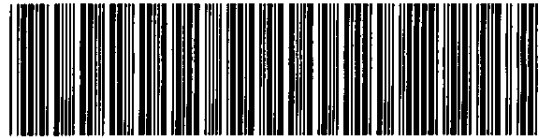
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FILED
07 MAR 21 PM 12:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Roberts MAR 23 2007



Blackboard Inc.
1899 L Street, NW
5th Floor
Washington, DC 20036

(202) 463-4860 (main)
(202) 463-4863 (fax)

Blackboard

March 20, 2007

Florida Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: WebCT, Inc.;

File #: F00000000949

Dear Document Examiner:

WebCT, Inc., ("WebCT") merged with and into Blackboard Corp (DE) ("Blackboard") with WebCT being the survivor of the merger. In the merger, WebCT, Inc. changed its name to Blackboard USA Inc.

In connection with the above merger transaction, please find the following enclosed documents:

- Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida
- Payment of \$35.00
- Cert re: name change

We believe that the filing of the above documents and payment, allows the following:

- WebCT to change its name to Blackboard USA Inc.

Please update your records and send to me the evidence.

Should you have any questions, please don't hesitate to contact me directly at: 202-463-4860, ext 2449.
Or email me at aanderson@blackboard.com

Sincerely,

April Anderson
Paralegal

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WebCT, Inc.

(Name of Corporation)

DOCUMENT NUMBER: F00000000949

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

April Anderson

(Name of Contact Person)

Blackboard Inc.

(Firm/Company)

1899 L Street, NW 5th Floor

(Address)

Washington, DC 20036

(City/State and Zip Code)

For further information concerning this matter, please call:

April Anderson

(Name of Contact Person)

at (202)

463-4860 x2449

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
07 MAR 21 PM 12:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

F00000000949

(Document number of corporation (if known))

1. WebCT, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. February 22, 2000
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? January 1, 2007

5. Blackboard USA Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Matthew Small

(Typed or printed name of person signing)

Secretary/V-P
(Title of person signing)

Delaware

PAGE 1

The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE CERTIFICATE OF MERGER, WHICH MERGES:

"BLACKBOARD CORP. (DE)", A DELAWARE CORPORATION,
WITH AND INTO "WEBCT, INC." UNDER THE NAME OF "BLACKBOARD USA INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, WAS RECEIVED AND FILED IN THIS OFFICE THE TWENTY-SEVENTH DAY OF DECEMBER, A.D. 2006, AT 3:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION SHALL BE GOVERNED BY THE LAWS OF THE STATE OF DELAWARE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF MERGER IS THE FIRST DAY OF JANUARY, A.D. 2007.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT



3087236 8330

070167096

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5432450

DATE: 02-14-07

Delaware

PAGE 2

The First State

BUSINESS.

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

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



3087236 8330

070167096

Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5432450

DATE: 02-14-07