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Division of Corporations  
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FOREIGN PROFIT QUALIFICATION

ITERIS, INC.

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**TRANSMITTAL LETTER**

To: **Qualification/Tax Lien Section  
Division of Corporations**

SUBJECT: Iteris, 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:

Christopher D. Ivey, Esq.

(Name of Person)

Stradling Yocca Carlson & Rauch

(Firm/Company)

660 Newport Center Drive, Suite 1600

(Address)

Newport Beach, California 92660

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

Christopher D. Ivey, Esq.

(Name of Person)

at ( 949 ) 725-4000

(Area Code & Daytime Telephone Number)

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**STREET ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien 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

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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. Iteris, Inc.

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name as present.)

2. Delaware

(State or country under the law of which it is incorporated)

3. 95-2954623

(FEI number, if applicable)

4. 12/16/99

(Date of incorporation)

5. Perpetual

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

6. 08/31/2000

(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 1515 S. Manchester Avenue

Anaheim, California 92802

(Current mailing address)

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the state of Delaware and permitted to be carried out in the State of Florida.

8. in the State of Florida

(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 or Mail Drop Box **NOT** acceptable)

Name: NRAI SERVICES, INC.

Office Address:

526 E. Park Avenue

Tallahassee, FL, Florida, 32301

(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.*

By:

C. Baclit

(Registered agent's signature)

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 addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** )

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**A. DIRECTORS (Street address only - P.O. Box NOT acceptable)**

Chairman: See attached officers/directors rider

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS (Street address only - P.O. Box NOT acceptable)**

President: See attached officers/directors rider

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

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

13.   
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jack Johnson, President and Chief Executive Officer  
(Typed or printed name and capacity of person signing application)

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**ITERIS, INC.,**  
**a Delaware corporation**  
**as of September 13, 2000**

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Jack Johnson	1515 S. Manchester Avenue Anaheim, California 92802	President, Chief Executive Officer and Director
Victor Rumana	1515 S. Manchester Avenue Anaheim, California 92802	Chief Financial Officer and Secretary
Joel Slutzky	1515 S. Manchester Avenue Anaheim, California 92802	Chairman of the Board
S.E. (Ed) Rowe	1515 S. Manchester Avenue Anaheim, California 92802	Sr. Vice President
Abbas Mohaddes	1515 S. Manchester Avenue Anaheim, California 92802	Sr. Vice President
Gregory Miner	1515 S. Manchester Avenue Anaheim, California 92802	Director
Gary Hernandez	1515 S. Manchester Avenue Anaheim, California 92802	Director
Paul E. Wright	1515 S. Manchester Avenue Anaheim, California 92802	Director
Andrew H. Card, Jr.	1515 S. Manchester Avenue Anaheim, California 92802	Director
William M. Spritzer	1515 S. Manchester Avenue Anaheim, California 92802	Director

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*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ITERIS, 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 TWELFTH DAY OF SEPTEMBER, A.D. 2000.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ITERIS, INC." WAS INCORPORATED ON THE SIXTEENTH DAY OF DECEMBER, A.D. 1999.

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

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

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00 SEP 13 PM 4:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



*Edward J. Freel*

Edward J. Freel, Secretary of State  
AUTHENTICATION: H00000048483

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DATE: 09-12-00