

CT CORPORATION SYSTEM

# FOI 0000000320

CORPORATION(S) NAME

Onyx Software Corporation

FILED  
JAN 18 PM 2:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

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DIVISION OF CORPORATIONS  
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Name \_\_\_\_\_ 1/18/01  
Availability \_\_\_\_\_  
Document \_\_\_\_\_ Melanie  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

Order#: 3512172

Ref#: \_\_\_\_\_

Amount: \$ \_\_\_\_\_

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-01/18/01--01045--003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

660 East Jefferson Street  
Tallahassee, FL 32301  
Tel. 850 222 1092  
Fax 850 222 7615

**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*

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1. ONYX SOFTWARE CORPORATION

(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 at present.)

2. WASHINGTON

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

3. 91-1629814

(FEI number, if applicable)

4. 2/23/94

(Date of incorporation)

5. perpetual

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

6. Dec 7, 2000

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

7. 3180 139th Ave. SE, Suite 500

Bellevue, WA 98005-4081

(Current mailing address)

8. Software development

(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation

Florida, 33324

(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.*

C T Corporation System

  
(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** acceptable)

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

Chairman: Please see attached list

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

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

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

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

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

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

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

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

President: Please see attached list

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 of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. \_\_\_\_\_

(Typed or printed name and capacity of person signing application)

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## ONYX SOFTWARE CORPORATION

### DIRECTORS AND OFFICERS

#### Directors

William Elmore  
Foundation Capital  
75 Willow Road, Suite 103  
Menlo Park, CA 94025

Daniel Santell  
Q Strategies  
421 Hudson Street, Apt. 313  
New York, NY 10014

Ray Bingham  
Cadence Design Systems, Inc.  
2655 Seely Avenue, Building D  
San Jose, CA 95134

Paul Koontz  
Foundation Capital  
75 Willow Road, Suite 103  
Menlo Park, CA 94025

Brent Frei  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Lee Roberts  
c/o FileNET Corporation  
3565 Harbor Boulevard  
Costa Mesa, CA 92629-1405

#### Officers

Brent Frei, President, Chief Executive  
Officer and Chairman of the Board  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Mark Mader, Vice President of Consulting  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Eben Frankenberg, Senior Vice President of  
Sales and Marketing  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Bill Bunker, Vice President of Marketing  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Michael Racine, Senior Vice President of  
Professional Services  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Amy Kelleran, Assistant Secretary  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Jill Maguire-Ward, Vice President of  
Human Resources  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Howard Hawk, Vice President of  
International Operations  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Mary Reeder, Vice President of Product  
Development  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Mark Upson, Vice President of North  
American Sales  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Daryl Orts, Vice President  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Paul Dauber, Secretary  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

Jim Beck, Treasurer  
3180 139<sup>th</sup> Avenue S.E.  
Suite 500  
Bellevue, WA 98005-4081

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TALLAHASSEE, FLORIDA

# STATE of WASHINGTON



## SECRETARY of STATE

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TALLAHASSEE, FLORIDA

I, **SAM REED**, Secretary of State of the State of Washington and custodian of its seal

hereby issue this

### CERTIFICATE OF EXISTENCE/AUTHORIZATION

OF

### ONYX SOFTWARE CORPORATION

**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 Washington and was issued a Certificate of Incorporation  
in Washington on February 23, 1994.

**I FURTHER CERTIFY** that as of the date of this certificate, no Articles of Dissolution  
have been filed, and that the corporation is duly authorized to  
transact business in the corporate form in the State of Washington.



Date: January 12, 2001

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

ek   
Sam Reed, Secretary of State