



# F01000002543

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REFERENCE : 087217 4302710

AUTHORIZATION : *Patricia Pigute*

COST LIMIT : \$ 1220.00

MAILED  
MAY 11 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ORDER DATE : March 21, 2001

ORDER TIME : 8:16 AM

ORDER NO. : 087217-015

CUSTOMER NO: 4302710

CUSTOMER: Ms. Rose Standifer  
Cooley Godward LLP  
One Maritime Plaza  
20th Floor Law Department  
San Francisco, CA 94111

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2001 MAY 11 AM 10:02  
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TO ACOMPLISH THE  
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FOREIGN FILINGS

NAME: RIGHTWORKS CORPORATION

XXXX QUALIFICATION (TYPE: CO)

300004211583--9

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull -- EXT# 1115

EXAMINER: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

*nn 5/1*

**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. RightWorks Corporation

(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" 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. California

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

3. 770384604

(FEI number, if applicable)

4. September 20, 1994

(Date of incorporation)

5. Perpetual

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

6. MARCH 26, 2000

(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")

(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

c/o Bill Feichtmann, 1075 E. Brokaw Road

7. San Jose, CA 95131

(Principal office address)

1075 E. Brokaw Road, San Jose, CA 95131

(Current mailing address)

To conduct sales of the Company's services. To engage in any act or activity for which corporations may be organized.

8. \_\_\_\_\_

(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: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301

(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.*

By: \_\_\_\_\_

(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.

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TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached officers/directors rider

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

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

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

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

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

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

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

B. OFFICERS

President: See attached officers/directors rider

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. Mary Coleman, CEO & Secretary

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## OFFICERS/DIRECTORS RIDER

FL-Application by Foreign Corporation for Authorization

RightWorks Corporation

### LIST OF OFFICERS

**Name:** Jeffrey Carr **Title:** President  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Mary Coleman **Title:** CEO & Secretary  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Ramesh Patil **Title:** Chief Technical Officer  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Reza Sadeghian **Title:** Chief Information Officer  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Richard Gerould **Title:** VP of Business Development  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** John West **Title:** VP of Engineering  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Larry Butler **Title:** VP of Human Resources  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

### LIST OF DIRECTORS

**Name:** Mary Coleman **Term:** Perpetual  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Sam Jadhalla **Term:** Perpetual  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

**Name:** Joe Prang **Term:** Perpetual  
**Bus. Addr.:** 19863 Douglas Lane, Saratoga, CA 95070

**Name:** Doug Leone **Term:** Perpetual  
**Bus. Addr.:** 3000 Sand Hill Rd, Bldg 4-280, Menlo Park, CA 94025

**Name:** Ken Fox **Term:** Perpetual  
**Bus. Addr.:** c/o RightWorks Corporation, 1075 E. Brokaw Road, San Jose, CA 95131

# State of California



## SECRETARY OF STATE CERTIFICATE OF STATUS DOMESTIC CORPORATION

FILED  
01 MAY 11 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the **20th day of September, 1994**, **RIGHTWORKS CORPORATION** became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

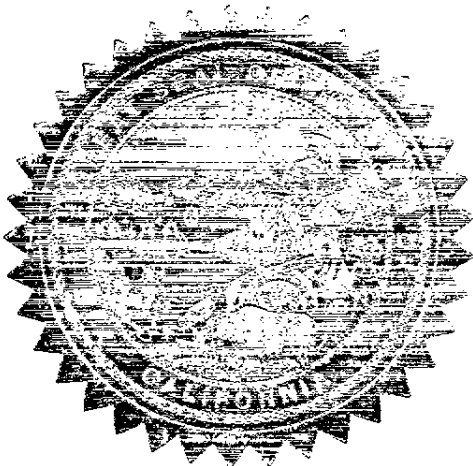
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 3, 2001.



*Bill Jones*  
BILL JONES  
Secretary of State

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