

F01000005585

TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: VIGNETTE CORPORATION
(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:

300004573529--8

-09/07/01--01004--001

*****70.00 *****70.00

RITA SOVINE

(Name of Person)

VIGNETTE CORPORATION

(Firm/Company)

901 S. MO PAC Bldg III

(Address)

W01-20928

AUSTIN, TEXAS 78746

(City/State and Zip code)

For further information concerning this matter, please call:

300004573529--8

-09/07/01--01004--002

***2300.00 ***2300.00

RITA SOVINE

(Name of Person)

at (512) 741-6427

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Registration 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

01 OCT 26 PM 12:01

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

LL 10/26

FF \$70.00
? PF \$2000.00
? UBL Fees 300.00



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

September 10, 2001

RITA SOVINE
VIGNETTE CORPORATION
901 S. MOPAC BLDG III
AUSTIN, TX 78746

SUBJECT: VIGNETTE CORPORATION
Ref. Number: W01000020928

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DIVISION OF CORPORATIONS
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We have received your document for VIGNETTE CORPORATION and your check(s) totaling \$2370.00. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Pursuant to section 607.1502(4), 617.1502(4) or 608.502(4), Florida Statutes, this office collects a civil penalty of \$1000 for each year this entity transacted business or conducted its affairs in Florida prior to qualification and the appropriate annual report/uniform business report fees that would have been due this office had the entity qualified the year it began operations in this state. The amount due this office to cover both annual report/uniform business report and penalty fees is \$4,600.

Enclosed please find a copy of section 607.1501, 617.1501, or 608.502, Florida Statutes, which lists those activities that do not constitute transacting business in this state. If after reviewing this section you determine erroneous information was inserted on the application, a notarized affidavit containing the following information must be submitted: 1.) a statement indicating erroneous information was listed on the application; and 2.) the correct date the corporation began transacting business in Florida prior to the year the application was submitted did not constitute transacting business pursuant to section 607.1501, 617.1501 or 608.502, Florida Statutes.

Please return your name resolution with the additional \$2,300 due. Please note that the adopted name is for use in Florida only and does not affect your filing in Delaware. Please also note that you may wish to call the number below to check the availability of any name you wish to adopt, and please note that you cannot form a name by adding "Florida" or "of Florida" to your name.

If you have any questions concerning the filing of your document, please call (850) 245-6958.

Lee Rivers
Document Specialist

Letter Number: 101A00050678

901 South Mo Pac Expressway
Building III
Austin, Texas 78746-5776
Phone: 512.306.4300
Fax: 512.306.4500



VIGNETTE™

September 27, 2001

Florida Department of State
Division of Corporations
P.O. box 6327
Tallahassee, Florida 32314

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DIVISION OF CORPORATIONS
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To Whom It May Concern:

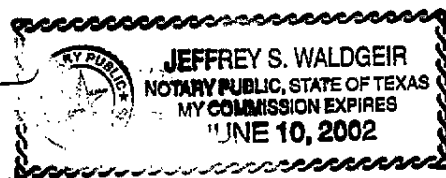
Please accept our affidavit correcting erroneous information listed on our Application By Foreign Corporation For Authorization To Transact Business In Florida. The first date business was transacted in Florida was listed as November 1, 1997. After review, we determined that the first date business was transacted in Florida was July 1, 1999. This information was given to our registered agent CT Corporation, but they mistakenly sent out the application without noting the change.

By correcting the starting date, our check in the amount of \$2,370.00, which has been retained by the Florida Department of State, should be the correct amount needed to register with the State of Florida.

Signed

David Brodsky, Vice President

Notary



RESOLUTION OF BOARD OF DIRECTORS

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DIVISION OF CORPORATIONS

01 OCT 25 PM 12:01

I, the undersigned Bryce Johnson, Secretary of Vignette Corporation, do hereby certify

that this Resolution of the Board of Directors of Vignette Corporation

a corporation duly organized and existing under the laws of the State of Delaware,

was duly adopted on October 10th, 2001

Be it resolved, that Vignette Corporation

organized and existing in the State of Delaware, hereby adopts the name

Vignette Software Corporation for use in Florida.

Dated: 10-23-01



Signature of Corporate Officer

BRYCE JOHNSON

Type or Print Name

**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. Vignette 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. Delaware 3. 74-2769415
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 12/19/1995 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. 11/01/1997
(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.)

7. 901 S Mo Pac Expressway, Building 3, Austin, TX 78746
(Principal office address)

same
(Current mailing address)

software development/software sales
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: C T 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.

BY: Howard L. Volz
(Registered agent's signature)

Howard L. Volz
Asst. Secretary

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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: SEE ATTACHMENT

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

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B. OFFICERS

President: SEE ATTACHMENT

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

14. Joel Katz, Vice President
(Typed or printed name and capacity of person signing application)

OFFICERS AND DIRECTORS OF VIGNETTE CORPORATION

<u>Name of Officer/Director</u>	<u>Position Held</u>	<u>Business Address</u>
Gregory A. Peters	CEO, Chairman of the Board & Director	901 S. MoPac Bldg III Austin, Texas 78746
Thomas Hogan	President, COO & Director	901 S. MoPac Bldg III Austin, Texas 78746
William R. Daniel	Sr VP, Products	901 S. MoPac Bldg III Austin, Texas 78746
Joel G. Katz	Sr VP & CFO	901 S. MoPac Bldg III Austin, Texas 78746
Philip C. Powers	SrVP, Professional Svcs	901 S. MoPac Bldg III Austin, Texas 78746
Michael J. Vollman	SrVP, Sales & Service	901 S. MoPac Bldg III Austin, Texas 78746
Charles Sansbury	SrVP, Corporate Dev.	901 S. MoPac Bldg III Austin, Texas 78746
Dave Shirk	SrVP, Business App.	901 S. MoPac Bldg III Austin, Texas 78746
Bryce Johnson	SrVP, Secretary, & General Counsel	901 S. MoPac Bldg III Austin, Texas 78746
Dan Lautenbach	SrVP, Global Sales-Ops	901 S. MoPac Bldg III Austin, Texas 78746
Robert E. Davoli	Director	901 S. MoPac Bldg III Austin, Texas 78746
Joseph A. Marengi	Director	901 S. MoPac Bldg III Austin, Texas 78746
Steven G. Papermaster	Director	901 S. MoPac Bldg III Austin, Texas 78746
John D. Thornton	Director	901 S. MoPac Bldg III Austin, Texas 78746

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State of Delaware
Office of the Secretary of State

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I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VIGNETTE CORPORATION" 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 THIRTIETH DAY OF MAY, A.D. 2001.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
01 OCT 26 PM 12:01



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 1158929

2573386 8300

010248516

DATE: 05-30-01