

DEC. 4. 2006 2:58PM

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NO. 397

P. 1

**F06000007490**

Florida Department of State  
Division of Corporations  
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To:

Division of Corporations  
Fax Number : (850)205-0381

From:

Account Name : CORPORATION SERVICE COMPANY  
Account Number : I20000000195  
Phone : (850)521-1000  
Fax Number : (850)558-1575

**FOREIGN PROFIT/NONPROFIT CORPORATION**

**LENDINGCLUB CORPORATION**

Certificate of Status	0
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06 DEC -4 AM 10:31  
STATE OF FLORIDA  
DIVISION OF CORPORATIONS

John Shivers DEC 05 2006

H06000287508 3

**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. LendingClub Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

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

2. Delaware 3. 51-0605731  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. October 02, 2006 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

- c/o Renaud Laplanche, 16712 Sheldon Road  
7. Los Gatos, CA 95030  
(Principal office address)

16712 Sheldon Road, 95030, CA 95030  
(Current mailing address)

See Attached Rider 1

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 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.

Corporation Service Company

By: [Signature]  
(Registered agent's signature)

Assistant Vice President

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.

H06000287508 3

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06 DEC -4 AM 10:31  
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H06000287508 3

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. R Laplanche

(Signature of Director or Officer listed in number 12 of the application)

14. Renaud Laplanche, President

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

H06000287508 3

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NO. 397 P. 4

H06000287508 3

**OFFICERS/DIRECTORS RIDER**

FL-Application by Foreign Corporation for Authorization

LendingClub Corporation

**List of Officers**

Name: Renaud Laplanche Title: President and CEO  
Bus. Addr.: 16712 Sheldon Road, Los Gatos, CA 95030

Name: Natalia Dmitrieva Title: Secretary  
Bus. Addr.: 16712 Sheldon Road, Los Gatos, CA 95030

**List of Directors**

Name: Renaud Laplanche Term: Oct 02, 2007  
Bus. Addr.: 16712 Sheldon Road, Los Gatos, CA 95030

H06000287508 3

DEC. 4. 2006 2:59PM C S C

NO. 397 P. 5

H06000287508 3

**RIDER 1**

Application for Certificate of Authority

LendingClub Corporation

To engage in any act or activity for which corporations may be organized,  
and more specifically: to operate a "person-to-person" lending website  
that allows individuals to extend small loans to other individuals and  
small businesses.

H06000287508 3

# Delaware

PAGE H06000287508 3

## *The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LENDINGCLUB 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 FOURTH DAY OF DECEMBER, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LENDINGCLUB CORPORATION" WAS INCORPORATED ON THE SECOND DAY OF OCTOBER, A.D. 2006.



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*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 5243626

DATE: 12-04-06

H06000287508 3