

F07000005395

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

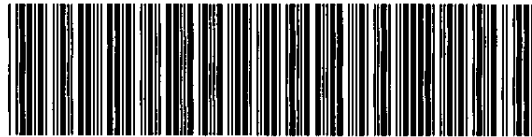
(Business Entity Name)

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2007 OCT 24 P 2:06
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TALLAHASSEE, FLORIDA

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W007-453570

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Under Armour, 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:

Loren Loudermilk

(Name of Person)

Under Armour, Inc & Subs

(Firm/Company)

1020 Hull Street, Suite 300

(Address)

Baltimore, MD 21230

(City/State and Zip code)

For further information concerning this matter, please call:

Loren Loudermilk

(Name of Person)

at (410) 454-6711

(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filing Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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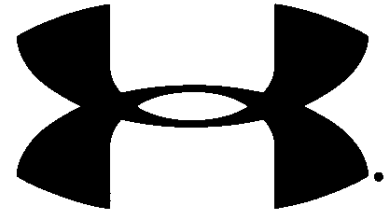
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Enclosed is a check for the following amount:

- ☒ \$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

October 8, 2007

Ms. Becky McKnight
Document Specialist
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314



RE: Under Armour, Inc.
1020 Hull Street
Baltimore, MD 21230
EIN: 52-1990078
Ref #: W07000045350
Letter #: 907A00054284

Ms. Becky McKnight:

I am writing in response to your letter dated September 17, 2007 (copy enclosed), communicating the assessment of penalties for the late filing of our Application for Authorization to Transact Business in Florida. We are respectfully requesting a waiver of the assessed penalties. As a basis for our requests we submit the following details that document the causes for the Company's previous noncompliance and the corrective actions that have been taken to insure that Under Armour, Inc. becomes a good corporate citizen.

Under Armour, Inc. was formed in 1996 and has experienced explosive year over year sales growth that continues today. At that time the company established nexus in Florida (2006), the Company's accounting group was stretched to its limits keeping pace with the Company's sales, customer, and employment growth. Neither the Company's accounting staff nor managers had any direct tax experience, and as a result, the Company relied heavily on outside tax consultants. As a result of the accounting group's lack of tax experience, tax advice was only sought when issues were brought to the Company's attention by external parties or governments.

During 2005, the Company began to recognize the need for an internal tax accountant that could attend to the mounting tax issues that had been brought to the Company's attention. In late 2005, the Company hired me to become its Tax Manager and to begin work on the most urgent Federal tax issues, in light of the Company's upcoming Initial Public Offering (IPO).

By the end of 2006, I was able to begin reviewing the Company's state tax filings and the activities of the Company's sales personnel. During the review, potential nexus creating activities were discovered and Management determined SC&H's State and Local Tax Consultants should be engaged to review our activities and determine our urgent sales & use tax matters. Through SC&H's work during the first half of 2007, it was determined that Under Armour, Inc. created sales tax nexus in Florida during 2006 and SC&H wrote to you in July 2007.

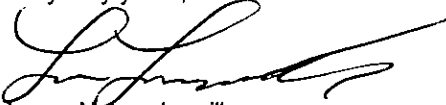
Subsequently, Under Armour, Inc. has registered to collect Florida sales tax and is attempting to register to transact business in Florida, in accordance with Florida law. The Company will file its 1st Florida quarterly sales tax return for the period ending September 31, 2007 and remit all tax due on or before the due date.

Under Armour, Inc. believes that it exercised ordinary care in correcting our delay in registration in the State of Florida. Moreover, there was not any willful neglect of responsibilities in becoming compliant with Florida law to transact business in Florida. The Company's Management feels that it has acted

prudently and with resolve in correcting the conditions that were responsible for its noncompliance. Under Armour, Inc. is now in a position where it can be a responsible taxpayer and a good corporate citizen. We, therefore, respectfully request a waiver of the penalties associated with the delay of registering with the State of Florida, based upon reasonable cause.

Thank you very much for your consideration of this request. Please contact me at (410) 454-6711 with any questions or if you wish to discuss the matter further.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Loren N. Loudermilk', with a stylized flourish extending to the right.

Loren N. Loudermilk
Tax Manager

Enclosure

October 19, 2007

Ms. Diane Cushing
Document Specialist Supervisor
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

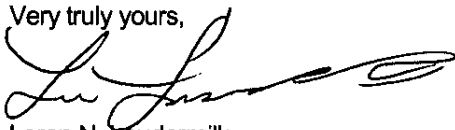
RE: Under Armour, Inc.
1020 Hull Street
Baltimore, MD 21230
EIN: 52-1990078
Ref #: W07000045350
Letter #: 007A00060119

Ms. Diane Cushing:

In response to the above mentioned letter, which is enclosed, please find our check in the amount of \$650.00 for the penalty fee of \$500 plus the annual report fees.

Please contact me at (410) 454-6711 with any questions or if you wish to discuss the matter further.

Very truly yours,



Loren N. Loudermilk
Tax Manager

Enclosure



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 13, 2007

LOREN LOUDERMILK
1020 HULL STREET SUITE 300
BALTIMORE, MD 21230

SUBJECT: UNDER ARMOUR, INC.
Ref. Number: W07000045350

We have received your document for UNDER ARMOUR, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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 \$1150.00.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6931.

Becky McKnight
Document Specialist
New Filing Section

Letter Number: 907A00054284



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2007

LOREN LOUDERMILK
1020 HULL STREET SUITE 300
BALTIMORE, MD 21230

SUBJECT: UNDER ARMOUR, INC.
Ref. Number: W07000045350

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

I'm sorry but we can not waive the penalty fee. What we can do is lower it to \$500.00 per year plus annual report fees. It is the responsibility of the corporation to find out what the requirements are for transacting business in Florida before they start doing business. We will need a total penalty fee of \$650.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6913.

Diane Cushing
Document Specialist Supervisor

Letter Number: 007A00060119

**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. Under Armour, Inc

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

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

2. Maryland

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

3. 52-1990078

(FEI number, if applicable)

4. 08/05/1996

(Date of incorporation)

5. perpetual

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

6. 03/06/2006

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 1020 Hull Street, Baltimore, MD 21230

(Principal office address)

1020 Hull Street, Baltimore, MD 21230

(Current mailing address)

8. Wholesale of athletic apparel, footwear, and accessories

(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: **CT Corporation System**

Office Address: **1200 South Pine Island Road**

Plantation

(City)

, Florida **33324**

(Zip code)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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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.

Kathryn D. Wilkins, Assistant Secretary
(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 business addresses of officers and/or directors:

A. DIRECTORS

Chairman: See Attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Kevin Plank

Address: 1020 Hull Street

Baltimore, MD 21230

Vice President: John S. Plank

Address: 1020 Hull Street

Baltimore, MD 21230

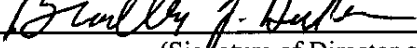
Secretary: Kevin Haley

Address: 1020 Hull Street, Baltimore, MD 21230

Treasurer: Wayne Marino

Address: 1020 Hull Street, Baltimore, MD 21230

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

13. 

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

14. BRADLEY S. DILKERSON, ASST. TREASURER

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Under Armour, Inc.

A. List of Directors

Bryon Adams

Rosewood Capital
Suite 1401
One Maritime Plaza
San Francisco, CA 94111

Douglas Coltharp

750 Lakeshore Parkway
Birmingham, AL 35211

A.B. Krongard

1400 West Seminary Ave.
Lutherville, MD 21093

William McDermott

1200 Farview Road
Villanova, PA 19085

Harvey Sanders

35 Wheatly Road
Old Westbury, NY 11568

Thomas Sippel

14601 Gallant Fox Lane
North Potomac, MD 20878

B. Additional Officers

Bradley J. Dickerson

Assistant Treasurer
1020 Hull Street
Baltimore, MD 21230

John Stanton

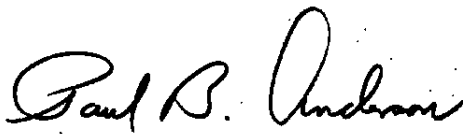
Assistant Secretary
1020 Hull Street
Baltimore, MD 21230

STATE OF MARYLAND
Department of Assessments and Taxation

I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT UNDER ARMOUR, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JULY 06, 2007.



Paul B. Anderson
Charter Division



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097