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**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: See cover sheet

FOREIGN PROFIT/NONPROFIT CORPORATION

Zywave, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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09 DEC -2 PM 12:37

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1.0000 DEC 3 2009

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Zywave, 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," or "Certificate of Good Standing" 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:

Name of Person

Firm/Company

Address

City/State and Zip code

dana.serrano@zywave.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Name of Person

at ()

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee ☐ \$78.75 Filing Fee & Certificate of Status ☐ \$78.75 Filing Fee & Certified Cop ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**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.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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1. Zywave, 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. Wisconsin

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

3. 39-1810743

(FEI number, if applicable)

4. 01/05/1995

(Date of incorporation)

5. Perpetual

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

6. _____

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

7. 10700 W. Research Ave, Suite 400, Milwaukee, WI 53226

(Principal office address)

58110

(Current mailing address)

8. Sale of software and related services

(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: C T Corporation System

Office Address: 1300 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.

C T Corporation System

By: _____

(Registered agent's signature)

Chris McNeal
Assistant Secretary

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 SEE ATTACHMENT

Chairman: Robert Smith

Address: 150 California Street, 19th Flr

San Francisco, CA 94111

Vice Chairman: _____

Address: _____

Director: William Haack

Address: 10700 W. Research Ave, Suite 400

Milwaukee, WI 53226

Director: Brian Sheth

Address: 150 California Street, 19th Flr

San Francisco, CA 94111

B. OFFICERS SEE ATTACHMENT

President: James M. Emling

Address: 10700 W. Research Ave, Suite 400

Milwaukee, WI 53226

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 Director or Officer listed in number 12 of the application)

14. James M. Emling, President

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

**Attachment to Florida
Officers & Directors**

- 1 Full Name: William Haack ✓
Officer/Director: Officer, Director
Officer's Title: Chief Executive Officer
Director's Title: Other Director
Business Address: 10700 W. Research Ave, Suite 400
City: Milwaukee
State: WI
ZIP Code: 53226
- 2 Full Name: Christian Sowul
Officer/Director: Director
Officer's Title:
Director's Title: Other Director ✓
Business Address: 180 N. Stetson Ave, Ste 4000
City: Chicago
State: IL
ZIP Code: 60601
- 3 Full Name: Martin Taylor
Officer/Director: Director
Officer's Title:
Director's Title: Other Director ✓
Business Address: 150 California Street, 19th Flr
City: San Francisco
State: CA
ZIP Code: 94111
- 4 Full Name: James Hickey
Officer/Director: Director
Officer's Title:
Director's Title: Other Director
Business Address: 180 N. Stetson Ave, Ste 4000
City: Chicago
State: IL
ZIP Code: 60601

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

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United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

ZYWAVE, INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is January 5, 1995.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on December 2, 2009.

A handwritten signature in black ink, appearing to read "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfl.org/apps/ccs/verify/>

Enter this code: 72097-86F4C3B0