

F110000001729

Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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(((H11000100646 3)))

RECEIVED APR 20 2011



H110001006463ABCT

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

From: Account Name : GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

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

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SECRETARY OF STATE
TALLAHASSEE
FLORIDA

11 APR 15 PM 1:11

APPROVED
AND
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FOREIGN PROFIT/NONPROFIT CORPORATION Bankrate, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Bankrate, 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:

David G. Bates, Esq.

Name of Person

GUNSTER, YOAKLEY & STEWART, P.A.

Firm/Company

777 South Flagler Drive, Suite 500 East

Address

West Palm Beach, FL 33401

City/State and Zip code

mcramer-scharlatt@gunster.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mary E. Cramer-Scharlatt, C.P., FRP at (561) 650-0728

Name of Person

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 Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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April 20, 2011

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

SUBJECT: BANKRATE, INC.
REF: W11000022168

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000100646
Letter Number: 211A00009587

H11000100646 3



STREET ADDRESS: 101 East Gaines Street, Suite 636 • PHONE (850) 410-9800 • FAX (850) 410-9848
 MAILING ADDRESS: Division of Financial Institutions, 200 East Gaines Street, Tallahassee, FL 92308-0371
 VISIT US ON THE WEB: WWW.FLORIDA.FIN • Toll Free: (800) 648-3702

J. THOMAS CARDWELL
 COMMISSIONER

April 18, 2011

David G. Bates, Esq.
 Gunster Attorneys at Law
 777 South Flagler Drive, Suite 500 East
 West Palm Beach, FL 33401

Re: Bankrate, Inc.

Dear Mr. Bates:

Thank you for your recent letter/fax requesting approval for use of the above-referenced name.

It is the opinion of this Office that the above-referenced corporate name is definitive enough to differentiate the business being conducted from that of a commercial bank or trust company. Therefore, the Office does not object to your use of the above-referenced name being registered to conduct business in the state of Florida. However, this does not give one the authority to act in any licensed capacity until all licensing requirements have been met within this state.

Sincerely,

Linda B. Charity
 Director

LBC:bk

cc: Karon Beyer, Chief, Bureau of Commercial Recordings, Division of Corporations,
 Department of State

SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

11 APR 15 PM 1:11

APPROVED
 AND
 FILED



GUNSTER
Florida's law firm for business

Phillips Point, Suite 500 East
777 South Flagler Drive
West Palm Beach, Florida 33401
www.gunster.com

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FAX COVER SHEET

Phone: 561-655-1980

Fax: 561-655-5677

DATE: April 21, 2011

TO:
FIRM:

Valerie Herring
Florida Division of
Corporation

FAX NO: 850-245-3804

FROM:

Mary E. Cramer-Scharlatt, FRP, C.P.
*Florida Bar Registered, Certified
Paralegal*

PHONE NO: (561) 650-0728
FAX NO: (561) 671-2527E-MAIL: mcramer-scharlatt@gunster.com

CLIENT NO:

11 PAGES INCLUDING COVER

MESSAGE:**Dear Valerie:**

Please see the attached Letter and filing documents for Bankrate, Inc. Please may we have the original file date of April 15, 2011. Thank you so much for your assistance with this filing. M

Gunster, Yoakley & Stewart, P.A., 777 South Flagler Drive, Suite 500 East, West Palm Beach, FL 33401

H11000100646 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. Bankrate, 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. Delaware 3. 65-0423422 (State or country under the law of which it is incorporated) (FEI number, if applicable)

4. July 16, 1993 5. Perpetual (Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. April 15, 2011 (conducted business as a Florida entity since 1993 prior to merger to DE corp) (Date first transacted business in Florida, if prior to registration) (SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 11760 U.S. Highway 1, Suite 200 North Palm Beach, FL 33408 (Principal office address)

Same as above. (Current mailing address)

8. Any and all lawful purpose. (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: Hyunjin Lerner

Office Address: 11760 U.S. Highway 1, Suite 200 North Palm Beach, Florida 33408 (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.

(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.

11 APR 15 PM 1:11 APPROVED AND FILED SECRETARY OF STATE TALLAHASSEE FLORIDA

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AND
FILED

11 APR 15 PM 1:11:06
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: Peter C. Morse

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Vice Chairman: Thomas R. Evans

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Director: Jeffrey H. Boyd

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Director: Seth Brody

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

B. OFFICERS

President: Thomas R. Evans

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408

Vice President: Edward J. DiMaria

Address: 11760 U.S. Highway 1, Suite 200

North Palm Beach, FL 33408


Secretary: Edward J. DiMaria

Address: 11760 U.S. Highway 1, Suite 200, North Palm Beach, FL 33408

Treasurer: Donaldson M. Ross (Chief Revenue Officer)

Address: 11760 U.S. Highway 1, Suite 200, North Palm Beach, FL 33408

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

13. 

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Edward J. DiMaria - Senior Vice President, Chief Financial Officer

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

Additional Officers and Directors attached.

APPROVED
AND
FILED

11 APR 15 PM 1:11
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

(Additional Officers and Directors)

A. DIRECTORS

Director: Christian Stahl
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

Director: Mitch Truwit
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

B. OFFICERS

Chief Financial Officer: Edward J. DiMaria
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

Sr. VP, Chief Technology Officer: Daniel P. Hoogterp
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

Sr. VP Business Development and Consumer Marketing: Michael J. Ricciardelli
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

Sr. VP: Donaldson M. Ross
Address: 11760 U.S. Highway 1, Suite 200
North Palm Beach, FL 33408

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Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BANKRATE, INC." 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 TWENTIETH DAY OF APRIL, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BANKRATE, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF APRIL, A.D. 2011.

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

APPROVED
AND
FILED

11 APR 19 PM 1:12

SECRETARY OF STATE
TALLAHASSEE, FLORIDA



4968550 8300

110437098

You may verify this certificate online at corp.delaware.gov/authver.shtml

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8707510

DATE: 04-20-11

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