

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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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: _____

FOREIGN PROFIT/NONPROFIT CORPORATION

Pandora Media, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$1,020.00

Electronic Filing Menu

Corporate Filing Menu

Help

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DIVISION OF CORPORATIONS
11 JUN 13 AM 9:31

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
11 JUN 13 PM 3:14

PS 6/4/11

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Pandora Media, 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:

Selwa Hussain
Name of Person

Pandora Media, Inc.
Firm/Company

2101 Webster Street, Suite 1650
Address

Oakland, CA 94612
City/State and Zip code

shussain@pandora.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sara Duncan at (510) 451-4100
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

**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. Pandora Media, 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

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

3. 94-3352630

(FBI number, if applicable)

4. 10/19/2010

(Date of incorporation)

5. Perpetual

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

6. 04/01/2008

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

7. 2101 Webster Street, Suite 1650, Oakland, CA 94612

(Principal office address)

same

(Current mailing address)

8. SEE ATTACHMENT

(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: 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.

C T Corporation System

By: _____

(Registered agent's signature)

Jennifer Quinn
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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DIVISION OF CORPORATIONS

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**Attachment to Florida
Purpose Clause**

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended.

Officers & Directors

1	Full Name:	Steven Cakebread
	Officer/Director:	Officer
	Officer's Title:	Chief Financial Officer

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

A. DIRECTORS SEE ATTACHMENT

Chairman: Joseph Kennedy

Address: c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
Oakland, CA 94612

Vice Chairman: _____

Address: _____

Director: Tim Westergren

Address: c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
Oakland, CA 94612

Director: Peter Chernin

Address: c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
Oakland, CA 94612

B. OFFICERS SEE ATTACHMENT

President: Joseph Kennedy

Address: c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
Oakland, CA 94612

Vice President: Peter Ekman

Address: 2101 Webster Street, Suite 1650
Oakland, CA 94612

Secretary: Delida Costin

Address: 2101 Webster Street, Suite 1650, Oakland, CA 94612

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

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 §.817.155, F.S.

14. _____

Joseph Kennedy, President

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

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	City:	Oakland
	State:	CA
	ZIP Code:	94612
5	Full Name:	Tim Westergren
	Officer/Director:	Officer, Director
	Officer's Title:	Chief Strategy Officer
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612
6	Full Name:	James M.P. Feuille
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612
7	Full Name:	Peter Golcher
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc. 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612
8	Full Name:	Robert Kavner
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650

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	City:	Oakland
	State:	CA
	ZIP Code:	94612
9	Full Name:	Larry Marcus
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612
10	Full Name:	Barry McCarthy
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	c/o Pandora Media, Inc., 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612
11	Full Name:	David Spe
	Officer/Director:	Director
	Officer's Title:	
	Director's Title:	Other Director
	Business Address:	Pandora Media, Inc., 2101 Webster Street, Suite 1650
	City:	Oakland
	State:	CA
	ZIP Code:	94612

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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 "PANDORA MEDIA, 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 NINTH DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PANDORA MEDIA, INC." WAS INCORPORATED ON THE NINETEENTH DAY OF OCTOBER, A.D. 2010.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 JUN 13 AM 9:32

4886734 8300

110708290

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8823605

DATE: 06-09-11