

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

RWS, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RE-SUBMIT

Please retain original filing
date of submission 10/5

TALLAHASSEE, FLORIDA

11 OCT -5 PM 12:01

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 OCT -6 PM 3:06



October 6, 2011

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CT

SUBJECT: ROGUE WAVE SOFTWARE
REF: W11000051615

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.

The name must contain a word that will clearly indicate that it is a corporation. Such words include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

If you have any further questions concerning your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

FAX Aud. #: H11000242131
Letter Number: 911A00023011

RE-SUBMIT
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date of submission 10/5

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. RWS, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
Rogue Wave Software, Inc.
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 2680560
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. November 6, 1996 5. perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. 10/1/2011
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301
(Principal office address)
c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301
(Current mailing address)
8. Sales of software (development and distribution)
(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: Tammy Tofteroo
(Registered agent's signature) 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.

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Brian N. Pierce

Address: c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301

Director: _____

Address: _____

B. OFFICERS

President: Brian N. Pierce

Address: c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301

Vice President: _____

Address: _____

Secretary: David Goossen

Address: c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301

Treasurer: Zaid Haddad

Address: c/o Rogue Wave Software, Inc., 5500 Flatiron Parkway, Suite 200, Boulder, CO 80301

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. Zaid Haddad, Treasurer

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

11 OCT -51 PM 12:04
ALABAMA
STATE
FLORIDA

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RWS, 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 FIFTH DAY OF OCTOBER, 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.

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2680560 8300

111072279

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9073597

DATE: 10-05-11