

**F1 2000000367**

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

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**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

**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 annual report mailings. Enter only one email address please.**

**Email Address:** \_\_\_\_\_

**FOREIGN PROFIT/NONPROFIT CORPORATION  
Groupon, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

**FILED**  
2012 JAN 20 AM 9:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 JAN 26 AM 10:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**\*RE-Submit\***  
**Please retain original file**  
**date of submission 1/20**  
**STATUS 1 JAN 27 2012**



January 23, 2012

C T CORPORATION SYSTEM

SUBJECT: GROUPON, INC.  
REF: W12000004010

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

**\*RE-SUBMIT\***

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date of submission 1/20

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.

Please complete the address in number 7.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II

FAX Aud. #: H12000016994  
Letter Number: 012A00001496

P.O BOX 6327 ~ Tallahassee, Florida 32314

**COVER LETTER**

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** GROUPON, 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

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

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Mike McMahon at (312) 334-1734  
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. GROUPON, 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. 27-0903295**

*(FEI number, if applicable)*

**4. 01/15/2008**

*(Date of incorporation)*

**5. Perpetual**

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

**6. Upon Qualification**

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

**7. 600 West Chicago Ave, Suite 620, Chicago, IL 60654**

*(Principal office address)*

same

*(Current mailing address)*

**8. Online Marketing**

*(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)*

**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.*

CT Corporation System

By: Rebecca Barth

*(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.**

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

**A. DIRECTORS**

Chairman: SEE ATTACHMENT

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: SEE ATTACHMENT

Address: \_\_\_\_\_

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

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. \_\_\_\_\_

Jason Child

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

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TALLAHASSEE, FLORIDA

**Groupon, Inc.**

**List of Officers & Directors**

**Directors**

Eric Lefkowsky- Executive Chairman  
Peter Barris- Director  
Kevin Efrusy- Director  
Melody Hobson- Director  
Brad Keywell- Director  
Ted Leonsis- Director  
Andrew Mason- CEO  
Howard Schultz- Director

**Officers**

Andrew Mason- CEO  
Jason Child- CFO  
Jason Harinstein- SVP Corporate Development  
Jeff Holden- SVP of Product Management  
David Schellhase- General Counsel  
Brian Schipper- SVP of Human Resources  
Brian Totty- SVP Engineering & Operations

Address of all of the above:

600 West Chicago Ave., Suite 620

Chicago, IL 60654

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TALLAHASSEE, FLORIDA

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GROUFON, 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 TWELFTH DAY OF JANUARY, A.D. 2012.

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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TALLAHASSEE, FLORIDA

4489613 8300

120041237

You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9293099

DATE: 01-12-12