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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 APR 12 PM 12:34

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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: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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FOREIGN PROFIT/NONPROFIT CORPORATION  
POINTS INTERNATIONAL (U.S.) LTD. INC.

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

Electronic Filing Menu

Corporate Filing Menu

Help

<https://efile.sunbiz.org/scripts/efilcovr.exe>

SEARCH APR 13 2012  
4/12/2012

**COVER LETTER**

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

**SUBJECT:** POINTS INTERNATIONAL (U.S.) LTD. 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:

Marc Shewchun  
Name of Person  
Points International Ltd.  
Firm/Company  
171 John Street, 5th Floor  
Address  
Toronto, Ontario, M5T 1X3  
City/State and Zip code  
marc.shewchun@points.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Marc Shewchun at ( 416 ) 596-6361  
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.

12 APR 12 PM 4:35

1. POINTS INTERNATIONAL (U.S.) LTD. 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. 68-0515567 (FEI number, if applicable)

4. 07/09/2002 (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. 6NS12 Juniper Court, St. Charles, IL 60175 (Principal office address)

same (Current mailing address)

8. Sales and account management services for parent company (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, 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.

CT Corporation System

By: [Signature] (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.

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

A. DIRECTORS

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

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

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

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

Director: Trevor Robert MacLean

Address: 171 John Street, 5th Floor

Toronto, Ontario, M5T 1X3

Director: Christopher Barnard

Address: 171 John Street, 5th Floor

Toronto, Ontario, M5T 1X3

B. OFFICERS *SEE ATTACHMENT*

President: Christopher Barnard

Address: 171 John Street, 5th Floor

Toronto, Ontario, M5T 1X3

Vice President: \_\_\_\_\_

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

Secretary: Mary Shewchuk

Address: 171 John Street, 5th Floor, Toronto, Ontario, M5T 1X3

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. \_\_\_\_\_ Secretary

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

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**Additional Officers**

**Trevor Robert MacLean**  
Chief Executive Officer  
171 John Street, 5<sup>th</sup> Floor, Toronto, Ontario, M5T 1X3

**Anthony Lam**  
Chief Financial Officer  
171 John Street, 5<sup>th</sup> Floor, Toronto, Ontario, M5T 1X3

**William Thompson**  
Chief Executive Officer  
171 John Street, 5<sup>th</sup> Floor, Toronto, Ontario, M5T 1X3

PH. 2. 2. 2.

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APR 12 2012 4:35 PM  
171 JOHN STREET TORONTO ONTARIO M5T 1X3

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "POINTS INTERNATIONAL (U.S.) LTD." 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 ELEVENTH DAY OF APRIL, A.D. 2012.

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

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

SECRETARY OF STATE  
12 APR 12 PM 4:35



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

  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9494908

DATE: 04-11-12