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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers FEB 20 2013

February 18, 2013

DELIVERED VIA OVERNIGHT DELIVERY

New Filing Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Application by Aequitas Capital Management, Inc. for Authorization to Transact
Business in Florida

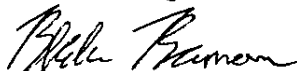
To Whom It May Concern:

Enclosed please find the following:

- Cover Letter for Application for Authorization to Transact Business in Florida
- Application for Authorization to Transact Business in Florida
- Director/Officer Addendum to Application for Authorization to Transact Business in Florida
- Certificate of Existence for Aequitas Capital Management, Inc.
 - o This is an *original* certificate of existence exactly as we received it from the Oregon Secretary of State.
- Acceptance Letter from National Registered Agents, Inc.
- Check in the amount of \$70.00 for registration fee.

If you have any questions feel free to contact me at bbowman@aequitascapital.com or (503)-419-3504.

Best Regards,



Blake Bowman
Law Clerk

Enclosures.

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Aequitas Capital Management, 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:

Andrew S. Craig, General Counsel

Name of Person

Aequitas Capital Management, Inc.

Firm/Company

5300 Meadows Road, Suite 400

Address

Lake Oswego, OR 97035

City/State and Zip code

acraig@aequitascapital.com

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

For further information concerning this matter, please call:

Jessica Morgan

Name of Person

at (503) 419-3546

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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**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. Aequitas Capital Management, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

N/A

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Oregon

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

3. 93-1125780

(FEI number, if applicable)

4. October 21, 1993

(Date of incorporation)

5. Perpetual

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

6. N/A

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

7. 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

(Principal office address)

5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

(Current mailing address)

8. Developing, supporting, and marketing software and services related to websites in the college student lifecycle optimization space

(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: NRAI Services, Inc.

Office Address: 515 East Park Avenue

Tallahassee

(City)

, Florida 32301

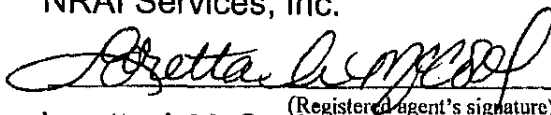
(Zip code)

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.

NRAI Services, Inc.

*See Acceptance Letter



(Registered agent's signature)

Loretta A McCool, 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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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

*See Director/Officer Addendum

Chairman: Robert J. Jesenik

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

Vice Chairman: N/A

Address: _____

Director: Andrew N. MacRitchie

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

Director: Brian A. Oliver

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

B. OFFICERS

President: Robert J. Jesenik

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

Executive Vice President: Andrew N. MacRitchie

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

Secretary: Andrew S. Craig

Address: 5300 Meadows Road, Suite 400, Lake Oswego, OR 97035

Treasurer: N/A

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. Andrew S. Craig, Secretary

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

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TALLAHASSEE FLORIDA

DIRECTOR/OFFICER ADDENDUM

Aequitas Capital Management, Inc. Application for Authorization to Transact Business in Florida

In addition to the directors and officers listed in Section 12 of this Application for Authorization to Transact Business in Florida, Aequitas Capital Management, Inc. has the following directors and officers:

Director: **Craig J. Froude**
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

Executive Vice President: **Brian A. Oliver**
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

Executive Vice President: **Craig J. Froude**
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

Chief Accounting Officer: **Patricia J. Brown**
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

Senior Vice President, Finance: **Olaf Janke**
5300 Meadows Road, Suite 400
Lake Oswego, OR 97035

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TALLAHASSEE, FLORIDA

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CERTIFICATE

State of Oregon

OFFICE OF THE SECRETARY OF STATE
Corporation Division

I, KATE BROWN, Secretary of State of Oregon, and Custodian of the Seal of said State, do hereby certify:

AEQUITAS CAPITAL MANAGEMENT, INC.

was

incorporated

under the Oregon

Business Corporation Act

on

October 21, 1993

and is active on the records of the Corporation Division as of
the date of this certificate.

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TALLAHASSEE, FLORIDA

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*In Testimony Whereof, I have hereunto set
my hand and affixed hereto the Seal of the
State of Oregon.*

KATE BROWN, Secretary of State

February 11, 2013