

SEP. 9. 2013 4:43 PM
Division of Corporations

302-531-3155

NO. 3932 Page 1 of 1

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
Phone : (302) 531-0855
Fax Number : (850) 656-7953

****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

MaxPoint Interactive, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 0 |
| Certified Copy | 0 |
| Page Count | 03 |
| Estimated Charge | \$70.00 |

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TALLAHASSEE, FLORIDA

Electronic Filing Menu

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Help

144

**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. MaxPoint Interactive, 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. 20-5530657

(FEI number, if applicable)

4. September 13, 2006

(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, P.S., to determine penalty liability)

7. 3800 Paramount Parkway, Suite 200, Morrisville, NC 27560

(Principal office address)

3800 Paramount Parkway, Suite 200, Morrisville, NC 27560

(Current mailing address)

8. Sales

(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: Incorporating Services, Ltd.

Office Address: 1540 Glenway Drive

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.

Rose L. Peda, Assistant Secretary
(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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SEP. 9. 2013 4:44PM 302-531-3150

NO. 5952 P. 3
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2013 SEP -9 PM 1:10

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

A. DIRECTORS

Chairman: See Attachment A

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See Attachment A

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. Joseph W. Epperson, Chief Executive Officer

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

SEP. 9. 2013 4:44PM 302-531-3150

NO. 5952 P. 4
FILED
SECRETARY OF STATE
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2013 SEP -9 PM 1:10

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
TO TRANSACT BUSINESS IN FLORIDA

ATTACHMENT A

A. DIRECTORS

Chairman: Joseph W. Epperson
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

Directors: Kevin Dulsky
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

Len Jordan
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

Gus Tai
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

B. OFFICERS

Chief Executive Officer: Joseph W. Epperson
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

Vice President: Clifford Gordon
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

Secretary: Kevin Dulsky
c/o MaxPoint Interactive, Inc.
3800 Paramount Parkway, Suite 200
Morrisville, NC 27560

SEP. 9. 2013 4:44PM

302-531-3150

NO. 5952

P. 5

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2013 SEP -9 PM 1:10

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAXPOINT INTERACTIVE, 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 SEPTEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAXPOINT INTERACTIVE, INC." WAS INCORPORATED ON THE THIRTEENTH DAY OF SEPTEMBER, A.D. 2006.

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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131067197

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0720379

DATE: 09-09-13