

12/2/2013 1:49:22 From: 506176381

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Division of Corporations

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**F1300005145**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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Division of Corporations  
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Account Number : FCA000000023  
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DIVISION OF CORPORATIONS

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

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**FOREIGN PROFIT/NONPROFIT CORPORATION  
NEST LABS, INC.**

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

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TALLAHASSEE, FLORIDA

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*Rec 3/20/13*  
*[Signature]*

**COVER LETTER**

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

**SUBJECT:** Nest Labs, 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:

Deborah A. Abernathy

Name of Person

Orrick, Herrington & Sutcliffe LLP

Firm/Company

400 Capitol Mall, Suite 3000

Address

Sacramento, CA 95814

City/State and Zip code

dabernathy@orrick.com

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

For further information concerning this matter, please call:

Deborah A. Abernathy

Name of Person

at ( 916 ) 329-7954

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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13 DEC -2 AM 11:28  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**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. Nest Labs, 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. 27-2516403**

(FEI number, if applicable)

**4. 06/30/2010**

(Date of incorporation)

**5. Perpetual**

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

**6.**

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

**7. 900 Hansen Way, Palo Alto, CA 94304**

(Principal office address)

**900 Hansen Way, Palo Alto, CA 94304**

(Current mailing address)

**8. thermostat / technology**

(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: **1200 South Pine Island Road**

**Plantation**

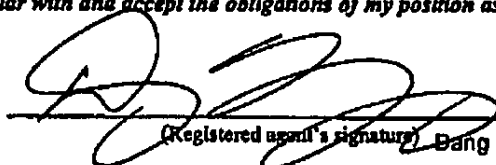
(City)

, 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.*



(Registered agent's signature) **Dang Nguyen, 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.**

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

**A. DIRECTORS**

Chairman: See Schedule I Attached Hereto

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

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

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

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

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

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

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

**B. OFFICERS**

President: See Schedule I Attached Hereto

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. Richard J. Lutton, Jr., Secretary

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

**Attachment to Application by Foreign Corporation for Authorization to Transact  
Business in Florida**

**Nest Labs, Inc.**

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

**A. DIRECTORS**

<b>Name</b>	<b>Business Address</b>	<b>City, State, Zip</b>
Anthony Fadell	900 Hansen Way	Palo Alto, CA 94304
Matt Rogers	900 Hansen Way	Palo Alto, CA 94304
Randy Komisar	900 Hansen Way	Palo Alto, CA 94304
Bill Maris	900 Hansen Way	Palo Alto, CA 94304

**B. OFFICERS**

<b>Title</b>	<b>Name</b>	<b>Business Address</b>	<b>City, State, Zip</b>
President/CEO	Anthony Fadell	900 Hansen Way	Palo Alto, CA 94304
VP of Engineering	Matthew Rogers	900 Hansen Way	Palo Alto, CA 94304
Secretary	Richard J. Lutton, Jr.	900 Hansen Way	Palo Alto, CA 94304
CFO	Thomas vonReichbauer	900 Hansen Way	Palo Alto, CA 94304

# Delaware

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## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NEST LABS, 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 TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NEST LABS, INC." WAS INCORPORATED ON THE THIRTIETH DAY OF JUNE, A.D. 2010.

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.

4810477 8300

131360257

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: 0933350

DATE: 11-27-13