F13000005235

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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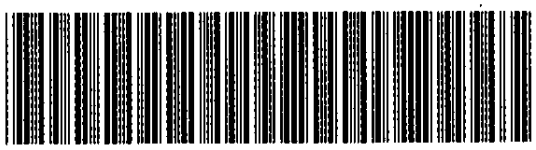

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12/9/13

CORPORATION SERVICE COMPANY®

ACCOUNT NO. : I20000000195

REFERENCE : 910794 7966489

AUTHORIZATION :

COST LIMIT : $ 70.00

ORDER DATE : December 5, 2013

ORDER TIME : 3:29 PM

ORDER NO. : 910794-005

CUSTOMER NO: 7966489

FOREIGN FILINGS

NAME: CANOPY THE OPEN CLOUD COMPANY
USA, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: _____

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. Canopy The Open Cloud Company USA, 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. 46-1182437
(FEI number, if applicable)

4. June 28, 2012
(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. Suite 300, 2500 Westchester Avenue, Purchase, NY 10577
(Principal office address)

Suite 300, 2500 Westchester Avenue, Purchase, NY 10577
(Current mailing address)

8. To engage in any act or activity for which corporations may be organized.
(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: Corporation Service Company

Office Address: 1201 Hays Street

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.

Corporation Service Company
By: Michele L Abbott
(Registered agent's signature)
Michele L. Abbott
Assistant Vice President
Assistant Vice President

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 attached directors rider

Address: _____

_____

Vice Chairman: _____

Address: _____

_____

Director: _____

Address: _____

_____

Director: _____

Address: _____

_____

B. OFFICERS

President: See attached officers rider

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. Jacques Pommeraud, President

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

OFFICERS/DIRECTORS RIDER

CANOPY THE OPEN CLOUD COMPANY USA, INC.

Officers:

Jacques Pommeraud, President and CEO
2500 Westchester Avenue, Suite 300
Purchase, NY 10577

Andrew Evans, CFO
2500 Westchester Avenue, Suite 300
Purchase, NY 10577

Eric Przybisiki, Secretary
2500 Westchester Avenue, Suite 300
Purchase, NY 10577

Directors:

Charles Dehelly
2500 Westchester Avenue, Suite 300
Purchase, NY 10577

Michel-Alain Proch
2500 Westchester Avenue, Suite 300
Purchase, NY 10577

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CANOPY THE OPEN CLOUD COMPANY USA, 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 SIXTH DAY OF DECEMBER, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CANOPY THE OPEN CLOUD COMPANY USA, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JUNE, 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.

Jeffrey W. Bullock, Secretary of State

5177333 8300

131387322

AUTHENTICATION: 0953935

DATE: 12-06-13

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