

F14000003973

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

(Business Entity Name)

(Document Number)

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07/29/14--01006--007 **78.75

FILED
14 SEP 19 PM 3:45
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

11/14-46623

MD 9/22

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: Blue Prism Software, 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:

Harry E. Harp, CPA

Name of Person

Moore Stephens Lovelace, P.A.

Firm/Company

1201 South Orlando Avenue, Suite 400

Address

Winter Park, FL 32789

City/State and Zip code

leanne.jones@blueprism.com

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

For further information concerning this matter, please call:

Harry E. Harp, CPA

Name of Person

at (407) 740-5400

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 30, 2014

HARRY E. HARP, CPA
1201 S. ORLANDO AVENUE, SUITE 400
WINTER PARK, FL 32789

SUBJECT: BLUE PRISM SOFTWARE, INC.
Ref. Number: W14000046623

We have received your document for BLUE PRISM SOFTWARE, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to the application submitted to this office, this entity transacted business in the state of Florida before properly registering with the Florida Department of State, Division of Corporations. Consequently, a \$500 civil penalty and an annual report filing fee for each year the entity failed to properly file a Florida annual report are due this office. Based on the date entered on the application, the civil penalty and annual report filing fees total \$650.00.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Maryanne Dickey
Regulatory Specialist II

Letter Number: 214A00016315



**MOORE STEPHENS
LOVELACE CPAs & ADVISORS**

Celebrating **40** Years of Excellent Client Service

September 17, 2014

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Blue Prism Software, Inc.
Application by Foreign Corporation for Authorization
to Transact Business in Florida

FILED
14 SEP 19 PM 3:45
TALLAHASSEE, FLORIDA

The purpose of this letter is to respond to and take exception with the processing suspension and the filing fee issues outlined in the Florida Department of State letter, dated July 30, 2014, (copy attached) with respect to the application recently filed by Blue Prism Software, Inc. (the "Company").

Information as Reported on the Original Application

Line 4: the Company was incorporated in Delaware on January 10, 2013. No business-related activities were conducted between this date and April 30, 2013.

Line 6: as of May 1, 2013, the Company's "office" address in Miami Beach is actually the U.K. owner's apartment. The primary office of the Company, physically located in the U.K., engaged an independent contractor in Florida to begin selling (i.e., taking orders) for the software products available through the U.K. office. The language included on line 6 was added so that it was clear that the only activity being conducted in Florida was that of the independent contractor. In addition, the language added to the application regarding the activity of the independent contractor was drafted to further the Company's understanding that the provisions of Sec. 607.1501(2)(e), F.S., make it clear that such activity does not constitute transacting business in Florida.

Action Requested

Based on the above, the Company is respectfully requesting that the Division of Corporations reconsider its determination regarding the suspension in processing the original application; please process the original application as prepared (as attached), and rescind the request for payment of filing fees.

Thank you for your attention to this matter.

Sincerely,

Harry E. Harp, CPA
Tax Manager

1201 South Orlando Avenue, Suite 400 • Winter Park, FL 32789-7192 • 407.740.5400 • 407.740.0012 (facsimile) • www.mslcpa.com

**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. **Blue Prism Software, 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. **46-2180258**

(FEI number, if applicable)

4. **January 10, 2013**

(Date of incorporation)

5. **Perpetual**

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

6. **May 1, 2013 (selling through independent contractors)**

(Date first transacted business in Florida, if prior to registration)

(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. **1111 Lincoln Road, 4th Floor, Miami Beach, FL 33139**

(Principal office address)

1111 Lincoln Road, 4th Floor, Miami Beach, FL 33139

(Current mailing address)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: **Alastair Bathgate**

Office Address: **1111 Lincoln Road, 4th Floor**

Miami Beach

(City)

Florida 33139

(Zip code)

9. **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)

10. 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.

SECRETARY OF STATE
ALL AMSEFF 15P10A

14 SEP 19 PM 3:45

FILED

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: **Pat Geary**

Address: **1111 Lincoln Road, 4th Floor**

Miami Beach, FL 33139

Director: _____

Address: _____

B. OFFICERS

President: **Jason Kingdon**

Address: **1111 Lincoln Road, 4th Floor**

Miami Beach, FL 33139

Vice President: _____

Address: _____

Secretary: **Alastair Bathgate**

Address: **1111 Lincoln Road, 4th Floor, Miami Beach, FL 33139**

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. _____

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.

13. **Alastair Bathgate, Secretary**

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

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14 SEP 19 PM 3:45
CLERK OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

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14 SEP 19 PM 3:45
PAGE 1
DEPARTMENT OF STATE
HARRISBURG, PENNSYLVANIA

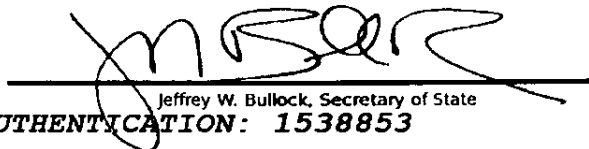
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLUE PRISM SOFTWARE, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTEENTH DAY OF JULY, A.D. 2014.

5249418 8300

140944954

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1538853

DATE: 07-16-14