

F14000004248

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

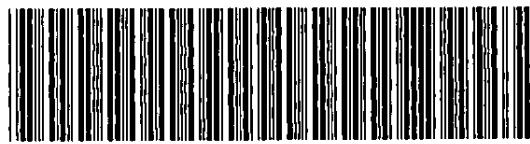
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

W14-61163

Office Use Only



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RECEIVED
DEPARTMENT OF STATE
14 OCT - 7 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
14 OCT - 7 AM 8:33
APPROVED AND FILED

14



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 327252 7955728

AUTHORIZATION : *Lynne Salzman*

COST LIMIT : 60.00

ORDER DATE : October 6, 2014

ORDER TIME : 8:52 AM

ORDER NO. : 327252-005

CUSTOMER NO: 7955728

FOREIGN FILINGS

NAME: OUTBRAIN INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Courtney Williams -- EXT# 62935

EXAMINER: _____

COVER LETTER

TO: New Filing Section
Division of Corporations
SUBJECT: OUTBRAIN 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:

Ryan Wagner

Name of Person

Outbrain Inc.

Firm/Company

39 West 13th Street, 3rd Floor

Address

New York, NY 10011

City/State and Zip code

rwaner@outbrain.com

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

For further information concerning this matter, please call:

Ryan Wagner

at (212) 420-6892

Name of Person

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

October 8, 2014

CSC/ COURTNEY

SUBJECT: OUTBRAIN INC.
Ref. Number: W14000061163

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

The entity's period of duration must be listed on the application. Please insert the word "perpetual", if a specific date of dissolution or term of existence has not been specified.

Please return the corrected original and one copy of 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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 814A00021457

APPROVED
AND
FILED14 OCT 7 AM 8:33
APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDAIN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO THE SECRETARY OF STATE
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. Outbrain 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. _____ (FEI number, if applicable)

4. August 11, 2008

5. perpetual

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

6. Upon filing

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

7. 1035 North Miami Avenue, 4th Floor, Miami, Florida 33136

(Principal office address)

1035 North Miami Avenue, 4th Floor, Miami, Florida 33136

(Current mailing address)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

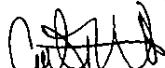
Tallahassee, Florida 32301
(City) (Zip code)

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.

Corporation Service Company

By:



(Registered agent's signature)

Courtney Williams
Asst. Vice President

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.

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

A. DIRECTORS

Chairman: (SEE ATTACHED)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: (SEE ATTACHED)

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.

12. _____

Michael Kistler

00400099P0E247E...

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. Michael Kistler

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

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AND
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Directors & Officers (Florida State Qualification)

14 OCT - 7 AM 8:33

11 A.

Yoni Cheifetz - Director (39 West 13th Street, 3rd Floor New York NY 10011)
Yossi Sela - Director (39 West 13th Street, 3rd Floor New York NY 10011)
Shlomo Dovrat - Director (39 West 13th Street, 3rd Floor New York NY 10011)
Ziv Kop - Director (39 West 13th Street, 3rd Floor New York NY 10011)
Dominique Vidal - Director (39 West 13th Street, 3rd Floor New York NY 10011)
David Kostman - Director (39 West 13th Street, 3rd Floor New York NY 10011)

SECRETARY OF STATE
FLORIDA

11. B.

Yaron Galai - Chief Executive Officer (39 West 13th Street, 3rd Floor New York NY 10011)
Ori Lahav - Chief Technical Officer (39 West 13th Street, 3rd Floor New York NY 10011)
Chief Financial Officer - Elise Garofalo (39 West 13th Street, 3rd Floor New York NY 10011)
Michael Kistler - Secretary (39 West 13th Street, 3rd Floor New York NY 10011)

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AND
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Delaware

The First State

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PAGE 1

SECRETARY OF STATE
TALLAHASSEE FLORIDA

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OUTBRAIN 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 OCTOBER, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "OUTBRAIN INC." WAS INCORPORATED ON THE ELEVENTH DAY OF AUGUST, A.D. 2006.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

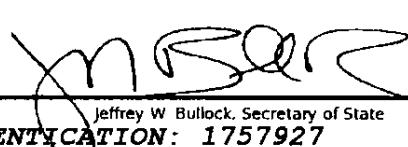
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

4203949 8300

141262755

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




Jeffrey W. Bullock, Secretary of State
AUTENTICATION: 1757927

DATE: 10-06-14