

F15000001434

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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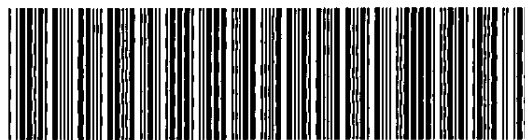
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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15 APR -3 PM 2:19  
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SUFFICIENCY OF FILING

FILED  
15 APR -3 AM 1:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 574941 8042114

AUTHORIZATION :

COST LIMIT : \$ 870.00

ORDER DATE : April 2, 2015

ORDER TIME : 3:11 PM

ORDER NO. : 574941-005

CUSTOMER NO: 8042114

FOREIGN FILINGS

NAME: PROTERRO, 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: Courtney Williams -- EXT# 62935

EXAMINER: \_\_\_\_\_

FILED  
15 APR -3 AM 1:00  
TALLAHASSEE, FLORIDA  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**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. Proterro, 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. 26-2160446

(FEI number, if applicable)

4. 3-12-08

(Date of incorporation)

5. Perpetual

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

6. 4-15-13

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

7. 100 Princeton South, Suite 150, Ewing, NJ 08628

(Principal office address)

100 Princeton South, Suite 150, Ewing, NJ 08628

(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

(City)

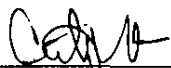
, Florida 32301

(Zip code)

15 APR -3 AM 1:00  
TALLAHASSEE, FLORIDA

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)

**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.

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

**A. DIRECTORS**

Chairman: Rakefet Kasdin  
Address: 100 Princeton South, Suite 150  
Ewing, NJ 08628

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

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

Director: William Lese  
Address: 350 Madison Ave, 23rd Floor  
New York, NY 10017

Director: Ronald Meeusen  
Address: 11550 N. Meridian St, Suite 130  
Carmel, IN 46032

**B. OFFICERS**

President: Jonathan Koch  
Address: 10 Scott Lane  
Millwood, NY 10546

Vice President: \_\_\_\_\_

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

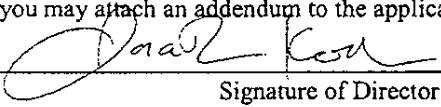
Secretary: \_\_\_\_\_

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

Treasurer: \_\_\_\_\_

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

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

12.   
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. Jonathan Koch, CEO  
(Typed or printed name and capacity of person signing application)

FILED  
15 APR -3 AM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

# Delaware

PAGE 1

## The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROTERRO, 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 SECOND DAY OF APRIL, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PROTERRO, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF MARCH, A.D. 2008.

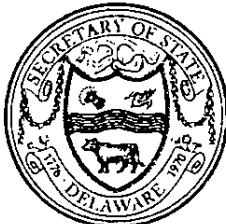
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

FILED  
15 APR -3 AM 1:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

4517215 8300

150459361



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: 2259738

DATE: 04-02-15