

4/29/2015 4:40:54 PM From: To: 8506176381( 1/6 )

Division of Corporations

Page 1 of 1

# F/500000/839

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H15000104801 3)))



H150001048013ABCU

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 205-8842  
Fax Number : (850) 878-5368

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

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

## FOREIGN PROFIT/NONPROFIT CORPORATION

Brainshark, Inc.

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

*✓ 04/30/15*

FILED  
15 APR 29 AM 9:01

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

RECEIVED  
TALLAHASSEE, FLORIDA

15 APR 29 PM 12:58

RECEIVED

Electronic Filing Menu

Corporate Filing Menu

Help

### COVER LETTER

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

**SUBJECT:** Brainshark, 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:

Richard Whalen

Name of Person

Brainshark, Inc.

Firm/Company

130 Turner Street, Building 1, Suite 100

Address

Waltham, MA 02453

City/State and Zip code

rwhalen@brainshark.com

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

For further information concerning this matter, please call:

Richard Whalen

at ( 781 )

270-8000

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

**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. Brainshark, 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 3. 04-3408860  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2/1/1998 5. Perpetual  
(Date of incorporation) (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. 130 Turner street, Suite 1 Building 100 Waltham, MA 02453  
(Principal office address)
- 130 Turner street, Suite 1 Building 100 Waltham, MA 02453  
(Current mailing address)

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

Name: C T Corporation System

Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(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.*

C T Corporation System  
By: Connie Bryan  
(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.

FILED  
15 APR 29 AM 9:01

SECRETARY OF STATE  
DIVISION OF CORPORATIONS

15 APR 29 AM 9:01

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

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

A. DIRECTORS

Chairman: Joseph Gustafson

Address: Brainshark, Inc.

130 Turner street, Suite 1 Building 100 Waltham, MA 02453

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

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

Director: Robert Migliorino

Address: Brainshark, Inc.

130 Turner street, Suite 1 Building 100 Waltham, MA 02453

Director: Stephen Ricci

Address: Brainshark, Inc.

130 Turner street, Suite 1 Building 100 Waltham, MA 02453

B. OFFICERS

President: Greg Flynn

Address: Brainshark, Inc.

130 Turner street, Suite 1 Building 100 Waltham, MA 02453

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

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

Secretary: John Derby

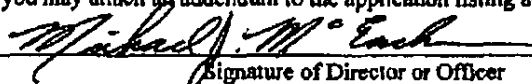
Address: Brainshark, Inc. 130 Turner street, Suite 1 Building 100 Waltham, MA 02453

Treasurer: Michael McEachern

Address: Brainshark, Inc. 130 Turner street, Suite 1 Building 100 Waltham, MA 02453

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. Michael McEachern, CFO & Treasurer

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

# Delaware

PAGE 1

*The First State*

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

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  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
15 APR 29 AM 9:01

2825999 8300

150451639

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: 2255589

DATE: 04-01-15