

F15000004694

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

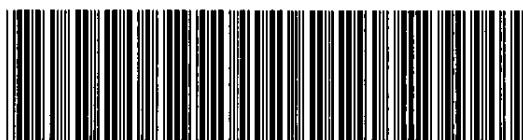
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

OCT 23 2015
J. HARRIS

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

ACCOUNT NO. : I20000000195

REFERENCE : 841260 7634290

AUTHORIZATION :

COST LIMIT : \$ 87.50

ORDER DATE : October 22, 2015

ORDER TIME : 9:17 AM

ORDER NO. : 841260-005

CUSTOMER NO: 7634290

FOREIGN FILINGS

NAME: KNEWTON, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Knewton, 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:

Michelle Rogers

Name of Person

Knewton, Inc.

Firm/Company

100 5th Avenue

Address

New York, NY 10011

City/State and Zip code

accounting@knewton.com

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

For further information concerning this matter, please call:

Michael Chapin

212

563-9866; ext. 883

at ()

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|--|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input checked="" type="checkbox"/> \$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. Knewton, 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. 26-1964822
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. February 6, 2008 5. _____
(Date of incorporation) (Date of duration, if other than 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. 100 5th Avenue, New York, NY 10011
(Principal office address)

(Current mailing address, if different)

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)

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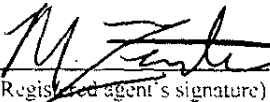
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9. Registered agent's acceptance:

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)

Melissa Zender
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: Not applicable

Address: _____

Vice Chairman: Not applicable

Address: _____

Director: Jose Ferreira

Address: c/o Knewton, Inc., 100 5th Avenue, New York, NY 10011

Director: David Liu

Address: c/o Knewton, Inc., 100 5th Avenue, New York, NY 10011

B. OFFICERS

President: Jose Ferreira

Address: c/o Knewton, Inc., 100 5th Avenue, New York, NY 10011

Vice President: Not applicable

Address: _____

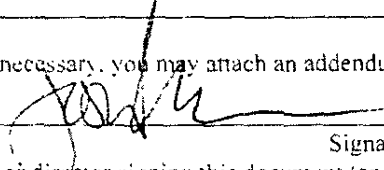
Secretary: Jose Ferreira

Address: c/o Knewton, Inc., 100 5th Avenue, New York, NY 10011

Treasurer: Jose Ferreira

Address: c/o Knewton, Inc., 100 5th Avenue, New York, NY 10011

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 11 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. Jose Ferreira, as President

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

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Continuation Page – Additional Information

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

A. ADDITIONAL DIRECTORS

Director: Kevin Comolli

Address: c/o Accel Partners, 16 St James Street, London SW1A 1ER, United Kingdom

Director: Amish Jani

Address: c/o FirstMark Capital, 100 5th Avenue, New York, NY 10011

Director: Rob Stavis

Address: c/o Bessemer Partners, 1865 Palmer Avenue, Suite 104, Larchmont, NY 10538

Director: Hiro Tamura

Address: c/o Atomico, 50 New Bond Street, London W1S 1BJ, United Kingdom

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Delaware

The First State

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AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "KNEWTON, INC.".

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

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



4500768 8310

SR# 20150467616

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 10221472

Date: 10-12-15