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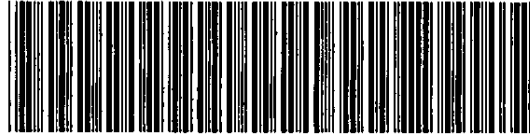
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05/10/16--01018--004 **70.00

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
15 MAY 10 PM 5:11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 11, 2016

EDWARD YEN
600 108TH AVENUE NE STE 805
BELLEVUE, WA 98004

SUBJECT: DREAMBOX LEARNING INC
Ref. Number: W16000034479

2016 JUN 13 PM 12:57
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for DREAMBOX LEARNING INC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate of existence or a certificate of good standing, dated no more than 90 days prior to the delivery of the application to the Department of State, duly authenticated by the secretary of state or other official having custody of the records in the jurisdiction under the laws of which it is incorporated/organized, must be submitted to this office. A translation of the certificate under oath of the translator must be attached to a certificate which is in a language other than the English language. A photocopy of this certificate is not acceptable.

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) 245-6051.

Shelia H Young
Regulatory Specialist II

Letter Number: 816A00009968

16 MAY 10 PM 5:11
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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: DreamBox Learning 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:

Edward Yeu

Name of Person

DreamBox Learning Inc

Firm/Company

600 108th Ave NE Ste 805

Address

Bellevue, WA 98004

City/State and Zip code

edward.yeu@dreambox.com

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

For further information concerning this matter, please call:

Edward Yeu

425

637-8900

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:

- ☒ \$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

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TALLAHASSEE, FLORIDA
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**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. DreamBox Learning 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. 27-2358787
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 2010 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. 600 108th Ave NE Ste 805 Bellevue, WA 98004
(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)

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.

Wendy J. Oak - Asst VP
(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.

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

A. DIRECTORS

Chairman: Jessie Woolley-Wilson
600 108th Ave NE Ste 805 Bellevue, WA 98004
Address: _____

Vice Chairman: _____

Address: _____

Director: Reed Hastings
600 108th Ave NE Ste 805 Bellevue, WA 98004
Address: _____

Director: Kevin Hall
600 108th Ave NE Ste 805 Bellevue, WA 98004
Address: _____

B. OFFICERS

President: Jessie Woolley-Wilson
600 108th Ave NE Ste 805 Bellevue, WA 98004
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. 
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. _____

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

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Additional directors:

- 1) Paul Holland – 600 108th Ave NE Suite 805 Bellevue, WA 98004
- 2) Tory Patterson – 600 108th Ave NE Suite 805 Bellevue, WA 98004

Additional officers:

- 1) CFO – Peter Biere – 600 108th Ave NE Suite 805 Bellevue, WA 98004

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Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DREAMBOX LEARNING, 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 SEVENTH DAY OF JUNE, A.D. 2016.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "DREAMBOX LEARNING, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF APRIL, A.D. 2010.

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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4812173 8300

SR# 20164342939

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

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

Authentication: 202447274

Date: 06-07-16