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(Requestor's Name)

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(City/State/Zip/Phone #)

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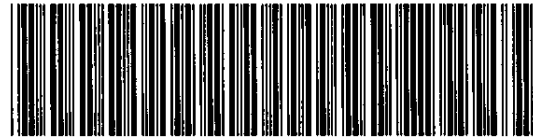
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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16 OCT 26 PM 4:02
CLERK OF STATE
TALLAHASSEE, FLORIDA

OCT 27 2016

Y SULKER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zagster, 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:

Timothy Ericson

Name of Person

Zagster, Inc.

Firm/Company

24 First Street, Suite 104

Address

Cambridge, MA 02141

City/State and Zip code

billing@zagster.com

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

For further information concerning this matter, please call:

Timothy Ericson

617

701-7846

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 checked="" type="checkbox"/> \$78.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &
Certified Copy | <input 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. Zagster, 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. 45-5413401
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. June 5, 2012 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. 25 First Street, Suite 104, Cambridge, MA 02141
(Principal office address)

(Current mailing address, if different)

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

Name: Business Filings Incorporated

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.

Mary Jo Spalinger, Asst. Sec. for Business Filings Incorporated
(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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16 OCT 26 PM 4:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: _____

Address: _____

Vice Chairman: _____

Address: _____

Director: Timothy Ericson

Address: 25 First Street, Suite 104

Cambridge, MA 02141

Director: _____

Address: _____

B. OFFICERS

President: Timothy Ericson

Address: 25 First Street, Suite 104

Cambridge, MA 02141

Vice President: _____

Address: _____

Secretary: Timothy Ericson

Address: 25 First Street, Suite 104, Cambridge, MA 02141

Treasurer: Timothy Ericson

Address: 25 First Street, Suite 104, Cambridge, MA 02141

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. Timothy Ericson

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

FILED
16 OCT 26 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF INCORPORATION OF "ZAGSTER, INC.",
FILED IN THIS OFFICE ON THE FIFTH DAY OF JUNE, A.D. 2012, AT
1:35 O'CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

4489084 8100
SR# 20166296863

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

Authentication: 203204525
Date: 10-21-16

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:44 PM 06/05/2012
FILED 01:35 PM 06/05/2012
SRV 120704515 - 4489084 FILE

ZAGSTER, INC.

CERTIFICATE OF INCORPORATION

FIRST: The name of the Company is Zagster, Inc.

SECOND: The address of the registered office of the Company in the State of Delaware is Corporation Trust Center, 1209 Orange Street, City of Wilmington, County of New Castle, 19801. The name of its registered agent at that address is The Corporation Trust Company.

THIRD: The purpose of the Company is to engage in any lawful act or activity for which a company may be organized under the General Corporation Law of the State of Delaware as set forth in Title 8 of the Delaware Code (the "GCL").

FOURTH: The total number of shares of stock which the Company shall have authority to issue is 1,250,000 shares, which shall consist entirely of common stock, \$0.001 par value per share. Except as otherwise provided by law, the shares of stock of the Company may be issued by the Company from time to time in such amounts, for such consideration and for such corporate purposes as the Board of Directors may from time to time determine.

FIFTH: The name and mailing address of the incorporator is:

Timothy Ericson
3225 Arch Street
Philadelphia, PA 19104

SIXTH: The following provisions are inserted for the management of the business and the conduct of the affairs of the Company, and for further definition, limitation and regulation of the powers of the Company and of its directors and stockholders:

(a) The business and affairs of the Company shall be managed by or under the direction of the Board of Directors. No director need be a stockholder.

(b) The Board of Directors shall have the power to make, alter, amend, change, add to or repeal the By-Laws of the Company, subject to the right of the stockholders described in the GCL to make, alter, amend, change, add to or repeal the By-Laws.

(c) The number of directors of the Company shall be as from time to time fixed by, or in the manner provided in, the By-Laws of the Company. Election of directors need not be by written ballot unless the By-Laws so provide.

(d) To the fullest extent permitted by the GCL as the same now exists or may hereafter be amended in a manner more favorable to directors, a director of the Company shall not be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this Article by the stockholders of the Company shall not adversely affect any right or protection of a director of the Company existing

at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(e) The Company shall indemnify any officer or director who, as a result of his or her acting as an officer or director of the Company, was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and upon request and after the approval of the Board of Directors shall pay any expense incurred by any officer or director in connection with any such action, suit or proceeding in advance of the final disposition of such matter, all to the fullest extent permitted by Delaware law.

(f) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Company, subject, nevertheless, to the provisions of the GCL, this Certificate of Incorporation and any By-Law adopted by the stockholders; provided, however, that no By-Laws hereafter adopted by the stockholders shall invalidate any prior act of the directors which would have been valid if such By-Laws had not been adopted.

(g) Meetings of stockholders may be held within or outside the State of Delaware, as the By-Laws may provide. The books of the Company may be kept (subject to any provisions contained in the GCL) outside the State of Delaware at such places as may be designated from time to time by the Board of Directors or in the By-Laws of the Company.

(h) If at any time the Company shall have a class of stock registered pursuant to the provisions of the Securities Exchange Act of 1934, as amended, for so long as such class is so registered, any action by the stockholders of such class must be taken at an annual or special meeting of stockholders and may not be taken by written consent.

SEVENTH: Whenever a compromise or arrangement is proposed between the Company and its creditors or any class of them and/or between the Company and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of the Company or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for the Company under the provisions of Section 291 of the GCL or on the application of trustees in dissolution or of any receiver or receivers appointed for the Company under the provisions of Section 279 of the GCL, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of the Company, as the case may be, to be summoned in such manner as said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or stockholders or class of stockholders of the Company, as the case may be, agree to any compromise or arrangement and to any reorganization of the Company as a consequence of such compromise or arrangement, then said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of the Company, as the case may be, and also on the Company.

EIGHTH: The Company reserves the right to amend, alter, change or repeal any of the provisions contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned does hereby execute this instrument on June 1, 2012.

/s/ Timothy Ericson
Timothy Ericson
Incorporator

2086976.3

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZAGSTER, 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 TWENTY-FIRST DAY OF OCTOBER, 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 "ZAGSTER, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF JANUARY, A.D. 2008.

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.
Jeffrey W. Bullock, Secretary of State

4489084 8300

SR# 20166296863

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

Authentication: 203204530

Date: 10-21-16