

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

ACCOUNT NO. : I20000000195
REFERENCE : 367260 7987283
AUTHORIZATION : *Sydney Coleman*
COST LIMIT : \$ 70.00

ORDER DATE : November 10, 2016
ORDER TIME : 11:11 AM
ORDER NO. : 367260-005
CUSTOMER NO: 7987283

FOREIGN FILINGS

NAME: SHUTTERSTOCK, 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: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Shutterstock, 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:

Jayshree Mahtani
Name of Person
Shutterstock, Inc.
Firm/Company
350 Fifth Avenue, 21st Floor
Address
New York, NY 10118
City/State and Zip code
jmahtani@shutterstock.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jayshree Mahtani at (917) 746-9529
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

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. SHUTTERSTOCK, 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. 80-0812659
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. May 3, 2016 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. November 1, 2016
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 350 Fifth Avenue, 21st Floor, New York, NY 10118
(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)

FILED
2016 NOV 14 AM 9:56
SECRETARY OF STATE
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.

Corporation Service Company
By: M. Zender
(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.

FILED

2016 NOV 14 AM 9:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached

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. Heidi Garfield

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. Heidi Garfield, Interim General Counsel

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

FILED
2016 NOV 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

| Director | Address |
|--|--|
| Jon Oringer, Chairman | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Jeff Epstein | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Thomas Evans | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Jeff Lieberman | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Paul Hennessy | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Deirdre Bigley | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Officer | |
| Jon Oringer, Chief Executive Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Steven Berns, Chief Financial Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Catherine Ulrich, Chief Product Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| David Giamb Bruno, Chief Information Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Jeff Weiser, Chief Marketing Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |
| Matthew Jagoda, Chief People Officer | c/o Shutterstock, Inc. 350 Fifth Avenue, 21 st Floor New York, New York 10118 |

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHUTTERSTOCK, 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 TENTH DAY OF NOVEMBER, 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 "SHUTTERSTOCK, INC." WAS INCORPORATED ON THE THIRD DAY OF MAY, A.D. 2012.

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

FILED
2016 NOV 14 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA




Jeffrey W. Bullock, Secretary of State

5074916 8300

SR# 20166590762

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

Authentication: 203317436

Date: 11-10-16