

# F170000009BS

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP    ☐ WAIT    ☐ MAIL

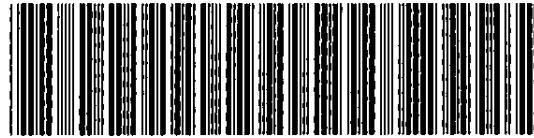
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA  
17 MAR -2 AM 8:33  
17 MAR -2 PM 4:21

D. SCOTT

MAR 3 2017

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

ACCOUNT NO. : I20000000195

REFERENCE : 529939 8063169

AUTHORIZATION :

COST LIMIT : \$ 70,000



ORDER DATE : March 1, 2017

ORDER TIME : 10:15 AM

ORDER NO. : 529939-005

CUSTOMER NO: 8063169

FOREIGN FILINGS

NAME: PRESENCELEARNING, 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: \_\_\_\_\_

FILED  
17 MAR -2 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** PresenceLearning, 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:

Andrew Byrnes

Name of Person
PresenceLearning, Inc
Firm/Company
180 Montgomery St, 20th Floor
Address
San Francisco, CA 94104
City/State and Zip code
andrew.byrnes@presencelearning.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Andrew Byrnes	415	666-2793
Name of Person	at (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

**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.*

PresenceLearning, Inc.

1. \_\_\_\_\_  
(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)  
Delaware 27-4478654

2. \_\_\_\_\_ 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)  
9/11/09

4. \_\_\_\_\_ 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)  
n/a

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)  
180 Montgomery St, 20th Floor, San Francisco, CA 94104

7. \_\_\_\_\_  
(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 Bays Street

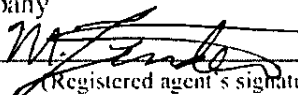
Tallahassee, Florida 32301  
(City) (Zip code)

**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.*

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.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

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

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

Clay Whitehead

\* Director: \_\_\_\_\_

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

Jack Lynch

\* Director: \_\_\_\_\_

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

**B. OFFICERS**

Clay Whitehead

\* President: \_\_\_\_\_

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

Jack Lynch

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

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

Patrick Pohlen

Secretary: \_\_\_\_\_

140 Scott Drive, Menlo Park, CA 94025

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. Clay Whitehead CO-CEO

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

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TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

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

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

Director: Mark Atkinson

Address: 180 Montgomery St, 20th Floor

San Francisco, CA 94104

Director: Lee Wilson

Address: 180 Montgomery St, 20th Floor

San Francisco, CA 94104

**B. OFFICERS**

President: Clay Whitehead

Address: 180 Montgomery St, 20th Floor

San Francisco, CA 94104

Vice President: Jack Lynch

Address: 180 Montgomery St, 20th Floor

San Francisco, CA 94104

Secretary: Patrick Pohlen

Address: 140 Scott Drive, Menlo Park, CA 94025

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

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13. Clay Whitehead Co-CEO

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

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MAR -2 AM 8:33  
17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**A. DIRECTORS**

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

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

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

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

Director: Ryan McNally, Catalyst Investment

711 Fifth Ave, Suite 600

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

New York, NY 10022

Director: Tory Patterson, Owl Ventures

400 Pacific Ave, 3rd Floor

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

San Francisco, CA 94133

**B. OFFICERS**

Clay Whitehead

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

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

Jack Lynch

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

180 Montgomery St, 20th Floor

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

San Francisco, CA 94104

Patrick Pohlen

Secretary: \_\_\_\_\_

140 Scott Drive, Menlo Park, CA 94025

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

Treasurer: \_\_\_\_\_

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

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

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Signature of Director or Officer

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13. Clay Whitehead Co-CEO \_\_\_\_\_

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

FILED  
17 MAR -2 AM 8:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PRESENCELEARNING, 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 SECOND DAY OF MARCH, A.D. 2017.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PRESENCELEARNING, INC." WAS INCORPORATED ON THE ELEVENTH DAY OF SEPTEMBER, A.D. 2009.

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

FILED  
17 MAR - 2 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



  
Jeffrey W. Bullock, Secretary of State

4730277 8300

SR# 20171544199

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 202128021

Date: 03-02-17