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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

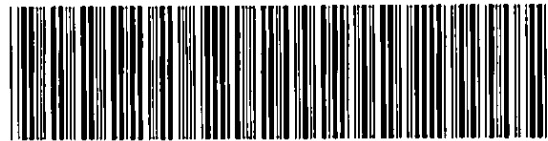
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

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

ACCOUNT NO. : I20000000195

REFERENCE : 070513 8029743

AUTHORIZATION :

COST LIMIT : \$70.00

ORDER DATE : December 2, 2019

ORDER TIME : 9:29 AM

ORDER NO. : 070513-005

CUSTOMER NO: 8029743

FOREIGN FILINGS

NAME: SHOPRUNNER, 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: Kadesha Roberson -- EXT# 62980

EXAMINER: _____

2019 DEC -2 11:05:56

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: ShopRunner, 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:

Christina McMichael

ShopRunner, Inc.	Name of Person
1 Franklin Pkwy, Bldg 910, Floor 2	Firm/Company
San Mateo, CA 94403	Address
ap@shoprunner.com	City/State and Zip code
E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

Christina McMichael	650	762-4220
_____ 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

**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. ShopRunner, 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. 27-1594731
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 10/29/2013 5. perpetual
(Date of incorporation) (Date of duration, if other than perpetual)
6. 12/2/19
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 350 N. Orleans St., Ste 300N, Chicago, IL 60654
(Principal office address)
- 1 Franklin Pkwy, Bldg 910, Floor 2, San Mateo, CA 94403
(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 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)

Harry B. Davis
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: see attached list

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list

Address: _____

Vice President: _____

Address: _____

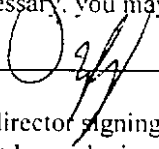
Secretary: _____

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. Ozan Kaya, CFO and Treasurer

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

ShopRunner, Inc.

Officers and Directors

Name	Title	Address
Sam Yagan	Chief Executive Officer, President and Director	350 N Orleans, Suite 300N Chicago, IL 60654
Ozan Kaya	Chief Financial Officer and Treasurer	350 N Orleans, Suite 300N Chicago, IL 60654
Stacey Bernhard	Secretary	350 N Orleans, Suite 300N Chicago, IL 60654
Michael G. Rubin	Chairman of the Board	225 Washington Street 3 rd Floor Conshohocken, PA 19428
Michael Conn	Director	225 Washington Street 3 rd Floor Conshohocken, PA 19428
Miki Racine Berardelli	Director	350 N Orleans, Suite 300N Chicago, IL 60654
David Hornik	Director	350 N Orleans, Suite 300N Chicago, IL 60654
Peter Stern	Director	350 N Orleans, Suite 300N Chicago, IL 60654
Mike Gamson	Director	350 N Orleans, Suite 300N Chicago, IL 60654

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Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SHOPRUNNER, 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-SECOND DAY OF NOVEMBER, A.D. 2019.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "SHOPRUNNER, INC." WAS INCORPORATED ON THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2013.

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

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SR# 20198251367

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


Jeffrey W. Bullock, Secretary of State

Authentication: 204068657

Date: 11-22-19