

F20000001581

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

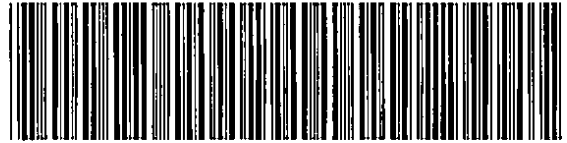
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Totara 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:

<u>Timothy Cofrin</u>	
Name of Person	
<u>Aprio Cloud</u>	
Firm/Company	
<u>2870 Peachtree Road #708</u>	
Address	
<u>Atlanta GA 30305</u>	
City/State and Zip code	
<u>tax@apriocloud.com</u>	
E-mail address: (to be used for future annual report notification)	

For further information concerning this matter, please call:

<u>Timothy Cofrin</u>	at (<u>470</u>)	<u>223-2135</u>
Name of Person	Area Code	Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

- | | | | |
|--------------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$70.00 Filing Fee | <input 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. Totara 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. 46-2764588
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 08/06/2014 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. 02/17/2020
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. Level 5 Catalyst House 150 Willis Street, Wellington, Wellington 6011, New Zealand
(Principal office street address)


PO Box 7775, #95930, San Francisco, CA 94120
(Current mailing address, if different)

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

Name: Registered Agents Inc.
Office Address: 7901 4th St N STE 300
St. Petersburg, Florida 33702
(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.


(Registered agent's signature)

Registered Agents Inc.
Bill Havre - Assistant Secretary

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. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Richard Wyles
☐ Vice Chairman Address: Level 5 Catalyst House
☐ Director 150 Willis Street
☐ President Wellington, Wellington 6011
☐ Vice President New Zealand
☒ Secretary ☐ Treasurer
☒ Other CEO ☐ Other _____

☐ Chairman Name: Dimitry Park
☐ Vice Chairman Address: Level 5 Catalyst House
☐ Director 150 Willis Street
☐ President Wellington, Wellington 6011
☐ Vice President New Zealand
☐ Secretary ☐ Treasurer
☒ Other Financial Controller ☐ Other _____

☐ Chairman Name: Jigisha Patel
☐ Vice Chairman Address: Level 5 Catalyst House
☐ Director 150 Willis Street
☐ President Wellington, Wellington 6011
☐ Vice President New Zealand
☐ Secretary ☐ Treasurer
☒ Other CFO ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: _____
☐ Vice Chairman Address: _____
☐ Director _____
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12. Dimitry Park
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. Dimitry Park, Financial Controller
(Typed or printed name and capacity of person signing application)

Delaware

The First State


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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOTARA 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 TWENTY-FIRST DAY OF FEBRUARY, A.D. 2020.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "TOTARA LEARNING INC." WAS INCORPORATED ON THE EIGHTH DAY OF MARCH, A.D. 2013.

2020 FEB 24 13:07




Jeffrey W. Bullock, Secretary of State

5300341 8300

SR# 20201334083

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

Authentication: 202433834

Date: 02-21-20