

F21000007070

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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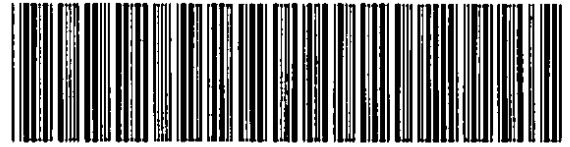
(Business Entity Name)

(Document Number)

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## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: PRODIGY LEARNING (US) 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 LILLIS

-----  
Name of Person

JOHN MURPHY & ASSOCIATES PC

-----  
Firm/Company

171 MADISON AVE STE 305

-----  
Address

NEW YORK NY 10016

-----  
City, State and Zip code

MARK.REID@PRODIGYLEARNING.COM

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

For further information concerning this matter, please call

ANDREW LILLIS

Name of Person

at ( 646 ) 9195720

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 310  
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**

☐ \$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. PRODIGY LEARNING (US) INC.

(Enter name of corporation, must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. DELAWARE

(State or country under the law of which it is incorporated)

3. 320630877

(F I I number, if applicable)

4. 05/20/2020

(Date of incorporation)

5. \_\_\_\_\_

(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. 8 THE GREEN STE 4000, DOVER DE 19901

(Principal office street address)

(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

(City)

Florida 33702

(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.*

Bill Hume

(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.

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 ANDREW FLOOD  
 Vice Chairman Address 8 THE GREEN STE 4000  
 ✓ Director DOVER DE 19901  
 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 \_\_\_\_\_

Chairman Name MARK REID  
 Vice Chairman Address 8 THE GREEN STE 4000  
 ✓ Director DOVER DE 19901  
 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 Mark Reid  
 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 MARK REID  
 (Typed or printed name and capacity of person signing application)

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "PRODIGY LEARNING (US) INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTIETH DAY OF MAY, A.D. 2020, AT 11:25 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATE IS THE ONLY PAPER OF RECORD, THE CORPORATION IN QUESTION NOT HAVING FILED AN AMENDMENT NOR HAVING MADE ANY CHANGE WHATSOEVER IN THE ORIGINAL CERTIFICATE AS FILED.

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

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

7979283 8315

SR# 20213372083

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

Authentication: 204285667

Date: 09-29-21