

F95000003143



100 Bay Street  
TALLAHASSEE, FL 32301

800-342-8686

TELETYPE

95-312-041

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 605186 8901F

AUTHORIZATION : *Patricia Pigott*

COST LIMIT : 9 770.00

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ORDER DATE : May 25, 1995

ORDER TIME : 4:05 PM

ORDER NO. : 605186 000001526470

CUSTOMER NO: 8901F

CUSTOMER:

Prentice Hall Legal &  
433 California Street  
Suite 830  
San Francisco, CA 94104

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FOREIGN FILINGS

NAME: THE VANTIVE CORPORATION

PROFIT  
 NON-PROFIT

CORPORATE  
 LIMITED PARTNERSHIP

QUALIFICATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

gf  
95 JUN 29 AM 9:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
FILED

CONTACT PERSON: Jennifer Moran

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO  
TRANACT 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. The Vantive Corporation  
 (Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

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

3. 77-0266662  
 (FEI number, if applicable)

4. 10/25/90  
 (Date of incorporation)

5. perpetual  
 (Duration: Year corp. will cease to exist or "perpetual")

6. June 1994  
 (Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 2455 Augustine Dr. Suite 101  
Santa Clara, CA 95054  
 (Current mailing address)

8. software sales  
 (Purposes(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:  
 The Prentice-Hall Corporation  
 Name: System, Inc.

Office Address: 1201 Hays Street, Suite 105

Tallahassee, Florida, 32301  
 (Zip Code)

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 SECRET RYU STAFF  
 TALLAHASSEE, FLORIDA

**10. 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.*

The Prentice-Hall Corporation System, Inc.

By: Christine Kresse-Clotz, Secretary  
(Registered agent's signature)

ARLENE KRESSE--ASST. SECRETARY

11. 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.

12. Names and addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED PAGE

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

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

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

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

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

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

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

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

B. OFFICERS

President: John Luongo

Address: 2455 Augustine Dr. Suite 101  
Santa Clara, CA 95054

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

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

Asst. Secretary: Mike Loo

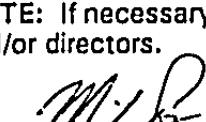
Address: 2455 Augustine Dr. Suite 101  
Santa Clara, CA 95054

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

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

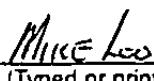
NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13.



(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14.



Mike Loo, Assistant Secretary

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

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VANTIVE

**Vantive Board Members**

**Bill Davidow**  
Mohr Davidow Ventures  
3000 Sand Hill Road  
Building 1, Suite 240  
Menlo Park, CA 94025  
415-854-7238  
415-854-7365 Fax  
Assistant: Elizabeth Parker

**Yogen Dalal**  
Mayfield Fund  
2200 Sand Hill Road  
Suite 200  
Menlo Park, CA 94025  
415-854-5560  
415-854-5712 Fax  
Assistant: Judy Singleton

**Roger Sippl**  
Visigenic Software Inc.  
951 Mariner's Island Blvd.  
Suite 460  
San Mateo, CA 94404  
415-286-1900  
415-286-2464 Fax  
Assistant: Sally Goodyear

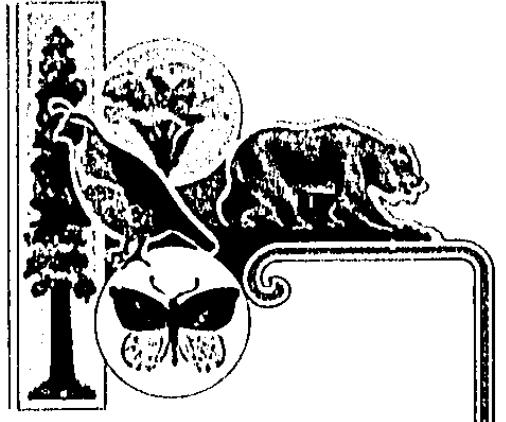
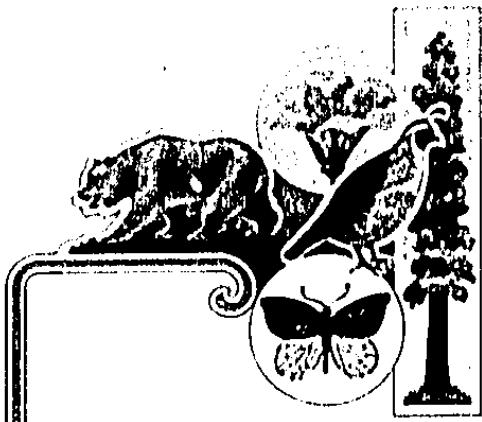
**Kevin Hall**  
Norwest Venture Capital  
3000 Sand Hill Road  
Building 3, Suite 105  
Menlo Park, CA 94025-7112  
415-854-6366  
415-854-6652 Fax  
Assistant: Audrey Drynan

**Steve Goldsworthy**  
The Vantive Corporation  
**John Luongo**  
The Vantive Corporation

**Peter Roshko**  
133 Retiro Way  
San Francisco, CA 94123  
415-931-3935 Home  
Home Address above or  
c/o Mayfield Fund see Yogen above

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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# State of California

SECRETARY OF STATE

## CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, BILL JONES, Secretary of State of the State of California, hereby certify:

That on the 25th day of October, 1990,

THE VANTIVE CORPORATION

became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and

That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and

That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and

That no information is available in this office on the financial condition, business activity or practices of this corporation.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this 23rd day of May, 1995



*Bill Jones*  
BILL JONES  
Secretary of State  
95 JUN 29 AM 9:42  
SECY. OF STATE  
TALLAHASSEE, FLORIDA  
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