

1
F960000001090

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400001731344
113/04/245-01106-024
*****0.00 *****0.00

Baan U.S.A., Inc.

400001731344
113/04/245-01106-025
*****0.75 *****0.75

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☒ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Pic. Name

☐ Certified Copy

☐ Photo Copies

W CUS 1

☐ Call When Ready

☐ Call if Problem

☐ After 4:30

☒ Walk In

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

3-4

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FILE STAMPED

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION
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. BAAN URA, INC.

(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. Delaware

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

3. 38-2962077

(FET number, if applicable)

4. July 26, 1994

(Date of incorporation)

5. Perpetual

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

6. Upon Qualification

(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 4600 BOWMAN DRIVE, SUITE 105, MENLO PARK, California 94025

(Current mailing address)

8. Company provides open systems, client/server-based Enterprise Resource Planning

(ERP) software.

(Purpose(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:

Name: C T Corporation System

Office Address: S/O C T Corporation System, 1200 South Pine
Island Road

Plantation, Florida, 33324

(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Thomas W. Lukas
(Registered agent's signature) (Officer)

Thomas W. Lukas, Assistant M.P.

(Type Name and Title of Officer)

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

Chairman: see attached list of directors

Address: _____

Vice Chairman: see attached list of directors

Address: _____

Director: see attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: see attached list of officers

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.

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

14. Arnal Johnson, President
(Typed or printed name and capacity of person signing application)

RECEIVED
JAN 14 1984
FBI

ATTACHMENT A

**BAAN U.S.A., INC.
OFFICERS AND DIRECTORS**

DIRECTORS

Jan Baan Zonneoordlaan 17 6718 TK EDE The Netherlands	Director
---	-----------------

Amel Johnson 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	Director
---	-----------------

Christine Pittmann 11911 Freedom Drive, Suite 780 Reston, Virginia 22090	Director
---	-----------------

Mark Webschell 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	Director
---	-----------------

**BAAN USA INC.
OFFICERS**

Jan Baan Zonneoordlaan 17 6718 TK EDE The Netherlands	Chairman
---	-----------------

Amel Johnson 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	President
---	------------------

Mark Webschell 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	Treasurer
---	------------------

Suzanne Herford 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	Secretary
--	------------------

Howard S. Zeprun 650 Page Mill Rd Palo Alto, CA 94304	Assistant Secretary
--	----------------------------

Baan

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAAN U.S.A., 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 FIRST DAY OF MARCH, A.D. 1996.

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.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAAN U.S.A., INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 1994.

FILED
SECRETARY OF STATE
DELAWARE
MARCH 1 1996



Edward J. Freel

Edward J. Freel, Secretary of State

2415414 8300

960060800

AUTHENTICATION

DATE

7849183

03-01-96