

F99000002887

Document Number Only

C T CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

000002895040--D

-06/04/99--01047--008

***3515.00 ***3515.00

000002895040--D

-06/04/99--01047--007

***1220.00 ***1220.00

Academic Systems Corporation

☒ Profit

☐ NonProfit

☐ Limited Liability Company

☒ Foreign

☐ Amendment

☐ Dissolution/Withdrawal

☐ Annual Report

☐ Reservation

☐ Limited Partnership

☐ Reinstatement

☐ Limited Liability Partnership

☐ Certified Copy

☐ Photo Copies

☐ Call When Ready

☒ Walk In

☐ Mail Out

☐ Call if Problem

☐ Will Wait

☐ Merger

☐ Mark

☐ Other

☐ Change of R.A.

☐ Fictitious Name

☐ CUS

☐ After 4:30

☒ Pick Up

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Avallability
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THANKS

JOEY

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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. Academic Systems 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. 77-0306196
(FEI number, if applicable)
4. March 11, 1992
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. December 4, 1995
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. 444 Castro Street, Suite 1200
Mountain View, CA 94041
(Current mailing address)
8. Sell educational software
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)
Name: C T CORPORATION SYSTEM
Office Address: c/o C T CORPORATION SYSTEM
1200 South Pine Island Road
Plantation, Florida, 33324
(Zip code)

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.

Naseem A. Conde
(Registered agent's signature)

NASEEM A. CONDE
SPECIAL 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.

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12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

A. DIRECTORS (Street address only - P.O. Box **NOT** acceptable)

Chairman: Vacant

Address: _____

Vice Chairman: N/A

Address: _____

Director: See attached list of Directors

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box **NOT** acceptable)

President: See attached list of Officers

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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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. BRIAN T McGee CFO

Item 12. Section A.

BOARD MEMBERS

John Brandon

Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Brian Barnett

Vulcan Northwest, Inc.
110 110th Ave., NE, Suite 550
Bellevue, WA 98004

James Breyer

Accel Partners
428 University Avenue
Palo Alto, CA 94301

L. John Doerr

Kleiner Perkins Caufield & Byers
2750 Sand Hill Road
Menlo Park, CA 94025

Jonathan N. Grayer

Kaplan Educational Centers
President and CEO
888 Seventh Avenue
New York, NY 10106

John T. Kernan

Lightspan Partnership
10140 Campus Point Dr.
San Diego, CA 92121

Amar Nehru

Microsoft Corporation
One Microsoft Way
Bldg 8, South 2
Redmond, WA 98052

William Perry

320 Galvez Street
Stanford, CA 94305-6165

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TALLAHASSEE FLORIDA

Item 12. Section B.

OFFICERS

John Brandon

President and Chief Executive Officer
Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Brian McGee

Vice President, Finance and Chief Financial Officer
Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Patricia Brogan

Vice President, Marketing
Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Greg Gardner

Vice President, Sales and Support
Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Edward Landesman

Vice President, Mathematics Instruction
Academic Systems Corporation
444 Castro Street, Suite 1200
Mountain View, CA 94041

Allen Morgan

Latham & Watkins
75 Willow Road
Menlo Park, CA 94025

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TALLAHASSEE FLORIDA

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 11th day of March, 1999

ACADEMIC SYSTEMS CORPORATION

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

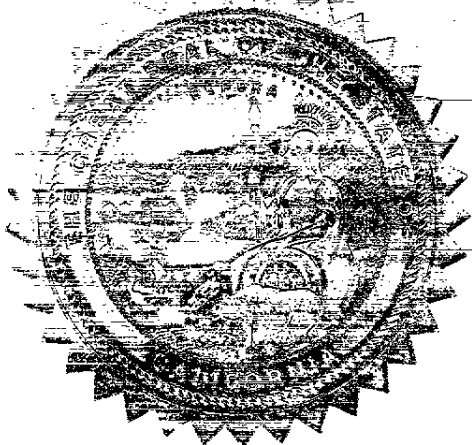
That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and

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 day of
June 2, 1999



Bill Jones

Secretary of State

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TALLAHASSEE FL 32301