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Division of Corporations  
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FLORIDA PROFIT/NON PROFIT CORPORATION  
PROLOGIC LOYALTY MARKETING SERVICES INC.

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**ARTICLES OF INCORPORATION**  
**OF**  
**PROLOGIC LOYALTY MARKETING SERVICES INC.**

The undersigned incorporator, for the purpose of forming a corporation (hereinafter referred to as the "Corporation") under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation in compliance with Chapter 607, Florida Statute.

**ARTICLE I: NAME**

The name of the corporation shall be ProLogic Loyalty Marketing Services Inc.

**ARTICLE II: PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 1625 South Congress Avenue, Suite 200, Delray Beach, FL 33445.

**ARTICLE III: SHARES**

The number of shares of stock that the corporation is authorized to have outstanding at any one time is 1,000, all of which are without par value and classified as Common shares.

**ARTICLE IV: REGISTERED AGENT**

The name and address of the initial registered agent is NRAI Services, Inc., 515 E. Park Avenue, Tallahassee, Florida 32301.

The written acceptance of the initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part hereof.

**ARTICLE V: INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation

Name

Address

Kirsten Koester

c/o Foster Pepper PLLC  
1111 3rd Avenue, Suite 3400  
Seattle, WA 98101

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**ARTICLE VI: INITIAL DIRECTORS**

The names and street addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
George Kase	c/o Marlin Equity Partners 338 Pier Avenue Hermosa Beach, CA 90254
Mike Zawalski	c/o Marlin Equity Partners 338 Pier Avenue Hermosa Beach, CA 90254
Kelly Fuller	c/o Marlin Equity Partners 338 Pier Avenue Hermosa Beach, CA 90254
Ross Ely	c/o Marlin Equity Partners 338 Pier Avenue Hermosa Beach, CA 90254

**ARTICLE VII: PREEMPTIVE RIGHTS**

No holder of any of the shares of the corporation shall, as such holder, have any right to purchase or subscribe for any shares of any class which the corporation may issue or sell, whether or not such shares are exchangeable for any shares of the corporation of any other class or classes, and whether such shares are issued out of the number of shares authorized by the Articles of Incorporation of the corporation as originally filed, or by any amendment thereof, or out of shares of the corporation acquired by it after the issue thereof; nor shall any holder of any of the shares of the corporation, as such holder, have any right to purchase or subscribe for any obligations which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the corporation of any class or classes, or to which shall be attached or shall appertain to any warrant or warrants or other instrument or instruments that shall confer upon the holder thereof the right to subscribe for, or purchase from the corporation any shares of any class or classes.

**ARTICLE VIII: PURPOSE**

The corporation is organized to engage in any or all lawful business for which corporations may be incorporated under the provisions of the Florida Statutes.

**ARTICLE IX: DURATION**

The period of duration of the corporation is perpetual.

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**ARTICLE X: INDEMNIFICATION**

The corporation shall, to the fullest extent legally permissible under the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify and hold harmless any and all persons whom it shall have power to indemnify under said provisions from and against any and all liabilities (including expenses) imposed upon or reasonably incurred by them in connection with any action, suit or other proceeding in which they may be involved or with which they may be threatened, or other matters referred to in or covered by said provisions both as to action in their official capacity and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer of the corporation. Such indemnification provided shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, Agreement or Resolution adopted by the shareholders entitled to vote thereon after notice.

*I submit this document and affirm that the facts stated herein are true. I am aware that the 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.*

3/7/12  
Date signed

Kirsten Koester  
Kirsten Koester, Incorporator

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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 relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

NRAI SERVICES, INC.

3-7-12  
Date signed

By: Cheryl Conklin  
Name: Cheryl Conklin  
Title: Assistant Secretary

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