Filing and License Fee: $310.00 minimum **ID Number:** ____________

2009 OCT 13 AM 10:47

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is BMC SOFTWARE, INC.
2. It is incorporated under the laws of DELAWARE
3. The name, if different, which it elects to use in Rhode Island is:

   (a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*

   ____

   (b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*

   ____

4. The date of its incorporation is June 29, 1988 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is
   1209 Orange St., Wilmington DE 19801
6. The address of its proposed registered office in Rhode Island is 155 South Main Street #301 (Street Address, **not** P.O. Box)
   Providence (City/Town), RI 02903 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is CT Corporation System (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   software developement and sales
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	Name	Address
Director	SEE ATTACHED LIST	2101 CITYWEST BLVD, HOUSTON, TX 77042
Director		
Director		
Director		

Form No. 150
Revised: 12/05

FILED 10:47
OCT 13 2009
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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	Name	Address
President	See	Attached List
Vice President		
Treasurer		
Secretary		

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
600,000,000	Common	no series	.01
850,000	Preferred	undesignated	.01
150,000	Preferred	A	.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 2.2 Billion .

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ ~~N/A~~ 0 .

(c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0 %. [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is $ 951 million .

(b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is $ 0 .

(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0 % [*divide (b) by (a) and multiply by 100 to obtain the percentage*].

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing ____________

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 9/16/09

Matthew Howell
Signature of Authorized Officer of the Corporation

Matthew Howell
Type or Print Name of Authorized Officer

BMC Software, Inc

Officers and Directors List
FYE 2009

Directors

Director	Title
Beauchamp, Robert E.	CHAIRMAN
Cupp, Garland	PRESIDING DIRECTOR
Barfield, Jon E.	DIRECTOR
Bloom, Gary	DIRECTOR
Gafner, Mel	DIRECTOR
Jenkins, P. Thomas	DIRECTOR
Lavigne (Jr.), Louis J.	DIRECTOR
O'Neil, Kathleen A.	DIRECTOR
Tinsley, Tom	DIRECTOR

Officers

Officer	Title
Beauchamp, Robert E.	Chairman and Chief Executive Officer
Bleuer, T. Cory	Vice President, Controller & Chief Accounting Officer
Chaffin, Chris	Vice President, Deputy Genereal Counsel & Assistant Secretary (Non-executive officer)
Clolery, Denise M.	Senior Vice President , General Counsel & Secretary
Fenner, Chet	Treasurer (Non-executive officer)
Goddard, Steve	Senior Vice President, Business Operations
Grant, Jim W	Senior Vice President, Strategy and Corporate Development
Howell, Matthew	Vice President - Global Tax (Non-executive officer)
Ittycheria, Dev	President, Enterprise Service Management
McMahon, John	Senior Vice President, Worldwide Sales and Services
Miller, William D	President, Mainframe Service Management
Solcher, Stephen B.	Senior Vice President, Chief Financial Officer
Vescuso, Michael A.	Senior Vice President of Administration

Address

Business Address For All Officers and Directors

2101 Citywest Blvd.
Houston, TX 77042-2827

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BMC SOFTWARE, 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 TWENTY-THIRD DAY OF SEPTEMBER, A.D. 2009.

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

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

Jeffrey W. Bullock, Secretary of State

2165371 8300

AUTHENTICATION: 7543529

090878469

DATE: 09-23-09

You may verify this certificate online
at corp.delaware.gov/authver.shtml

State of Rhode Island and Providence Plantations
A. Ralph Mollis
Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:
October 13, 2009 10:47 AM

A. Ralph Mollis

A. RALPH MOLLIS

Secretary of State