

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



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 Avalara, Inc.

2. It is incorporated under the laws of Washington

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 08/11/1999 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 \_\_\_\_\_  
100 Ravine Lane NE Suite 220, Bainbridge Island, Washington, 98110

6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is C T Corporation System  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
ASP Hosted Software Applications Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

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).

	<u>Name</u>	<u>Address</u>
Director	_____	_____

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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).

	<u>Name</u>	<u>Address</u>
President	_____	_____
Vice President	_____	_____
Treasurer	_____	_____
Secretary	_____	_____

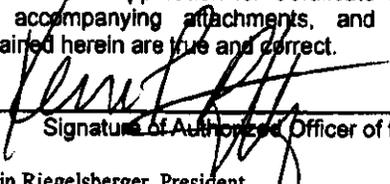
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is: **SEE ATTACHMENT**

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
200,000,000	Common		NPV
21,333,983	Preferred	A	NPV
6,949,175	Preferred	A1	NPV

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1200000.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.
- (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 \$ 32000000.0000.
- (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 \$ 141708.0000.
- (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 0.44 % [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 90<sup>th</sup> 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: 05/24/2011

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
 Kevin Riegelsberger, President  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

**Attachment to Rhode Island  
Capital Stock**

1	Class:	Preferred
	Series:	A2
	Number Authorized:	4,584,243
	Does this series have a Par Value?:	No
	Par Value Amount:	NPV
2	Class:	Preferred
	Series:	B
	Number Authorized:	6,500,000
	Does this series have a Par Value?:	No
	Par Value Amount:	NPV
3	Class:	Preferred
	Series:	B1
	Number Authorized:	22,031,818
	Does this series have a Par Value?:	No
	Par Value Amount:	NPV

**Name of the Corporation:** Avalara Inc.

**FEIN:** 91-1995935

**Last updated:** 5/26/2011

**Officers:**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Scott McFarlane	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
Scott McFarlane	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
Kevin Riegelsberger	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110

**Directors:**

<b>NAME</b>	<b>BUSINESS ADDRESS</b>
Jared Vogt, (Chairman)	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
Scott McFarlane (CEO)	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
John Carleton	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
Ben Goux	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
Gary Waterman	100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110
	100 Ravine Lane NE Ste 220

<u>Scott Steigerwald</u>	<u>Bainbridge Island, WA 98110</u>
<u>Jeff Westphal</u>	<u>100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110</u>
<u>Ned Gihuly</u>	<u>100 Ravine Lane NE Ste 220 Bainbridge Island, WA 98110</u>

UNITED STATES OF AMERICA

The State of  Washington

Secretary of State

I, SAM REED, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

**CERTIFICATE OF EXISTENCE/AUTHORIZATION  
OF  
AVALARA, INC.**

I FURTHER CERTIFY that the records on file in this office show that the above named Profit Corporation was formed under the laws of the State of WA and was issued a Certificate Of Incorporation in Washington on 8/11/1999.

I FURTHER CERTIFY that as of the date of this certificate, AVALARA, INC. remains active and has complied with the filing requirements of this office.

Date: May 23, 2011

UBI: 601-973-642



Given under my hand and the Seal of the State of Washington at Olympia, the State Capital



Sam Reed, Secretary of State



# 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

