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AZ CORPORATION COMMISSION
FILED
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THIS SECTION**

JUN 07 2011

FILE NO

F16864628

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS
IN ARIZONA**
 Pursuant to A.R.S. § 10-1503

1. The corporate name must contain a corporate ending which may be "corporation," "association," "company," "limited," "incorporated" or an abbreviation of any of these words. If you are the holder or assignee of a trademark or trade name, attach a Trade Name Certificate. If your name is not available for use in Arizona, you must adopt a fictitious name and provide a resolution adopting the name, which must be executed by the corporation Secretary.

3. You must provide the total duration in years for which your corporation was formed to endure. If perpetual succession, so indicate in this section. Do not leave blank, or state 'not applicable'.

4. If the state or country of incorporation does not require an address to be maintained, provide the street address of the statutory agent in the state or country of incorporation.

5. The statutory agent must provide a street address. If statutory agent has a P.O. Box, then they must also provide a physical street address/location.

 The name of the corporation is: Avalara, Inc.

 A(n) Washington Corporation
 (State or Country)

☒ We are a foreign corporation applying for authority to transact business in the state of Arizona.

1. The exact name of the foreign corporation is:

Avalara, Inc.

If the exact name of the foreign corporation is not available for use in this state, then the fictitious name adopted for use by the corporation in Arizona is:

(FN)

2. The name of the state or country in which the foreign corporation is incorporated is:

Washington

 3. The foreign corporation was incorporated on the 11 day of August
1999

 and the period of its duration is: Perpetual

4. The street address of the principal office of the foreign corporation in the state or country of its incorporation is:

100 Ravine Lane NE Suite 220, Bainbridge Island, Washington 98110

5. The name and street address of the statutory agent for the foreign corporation in Arizona is:

CT Corporation System
2394 East Camelback Road
Phoenix, AZ 85016

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5.b. Indicate to
which address
general
correspondence
should be mailed.

8. If the purpose of
your corporation has
any limitations
please indicate.
If not, state no
limitations or leave
blank.

8. The total number
of shares authorized
(not issued) cannot
be blank or "Not
Applicable." The
number must match
Articles of
Incorporation in
domicile state.

5.a. The street address of the known place of business of the foreign corporation in Arizona
IF DIFFERENT from the street address of the statutory agent is:

5.b. General correspondence should be mailed to the address specified above in
section 4 X or section 5a _____.

6. The purpose of the corporation is to engage in any and all lawful business in which
corporations may engage in the state or country under whose law the foreign corporation is
incorporated, with the following limitations if any:

None

7. The names and business addresses of the current directors and officers of the foreign
corporation are: (Attach additional sheets if necessary.)

Name: _____ [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

Name: _____ [title]

Address: _____

City, State, Zip _____

8. The foreign corporation is authorized to issue 261399219 shares, itemized as follows:
(Attach additional sheets if necessary.) **SEE ATTACHMENT**

200,000,000 shares of Common [class or series] stock at
X no par value or per value of \$ _____ per share.

21,333,983 shares of Preferred [class or series] stock at
X no par value or per value of \$ _____ per share.

6,949,175 shares of Preferred [class or series] stock at
X no par value or per value of \$ _____ per share.

Name of the Corporation: Avalara Inc.

FEIN: 91-1995935

Last updated: 5/26/2011

Officers:

NAME

BUSINESS ADDRESS

Scott McFarlane

CEO & Secretary

100 Ravine Lane NE Ste 220
Bainbridge Island, WA 98110

Scott McFarlane

Treasurer

100 Ravine Lane NE Ste 220
Bainbridge Island, WA 98110

Kevin Riegelsberger

President

100 Ravine Lane NE Ste 220
Bainbridge Island, WA 98110

Directors:

NAME

BUSINESS ADDRESS

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 Gour

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

Scott Steigewald

Bainbridge Island, WA 98110

Jeff Westphal

**100 Ravine Lane NE Ste 220
Bainbridge Island, WA 98110**

Ned Gihuly

**100 Ravine Lane NE Ste 220
Bainbridge Island, WA 98110**

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9. The total number of shares issued cannot be blank or "Not Applicable." If no shares have been issued, put the word "none" or "zero" or the number 0. Include only shares actually issued in this section.

The Application must be accompanied by the following: QA Certificate of Disclosure, executed within 30 days of delivery to the Commission, by a duly authorized officer

QA certified copy of your articles of incorporation, all amendments and mergers (AZ Const. Art. XIV, § 8) and a certificate of existence or document of similar import duly authenticated (within 60 days of delivery to A.C.C.) by the official having custody of corporate records in the state or country under whose laws the corporation is incorporated.

The agent must consent to the appointment by signing the consent.

CF-0024
Rev: 04/2010

9. The foreign corporation has issued 70699547 shares, itemized as follows:
23,000,000 shares of Common [class or series] stock at
X no par value or par value of \$ _____ per share.
20,563,443 shares of Preferred [class or series] stock at
X no par value or par value of \$ _____ per share.
6,949,175 shares of Preferred [class or series] stock at
X no par value or par value of \$ _____ per share.

10. The character of business the foreign corporation initially intends to conduct in Arizona is:

ASP Hosted Software Applications

Dated this 24 day of May, 2011

Signature: _____

(must be signed by a duly authorized Officer)

Kevin Riegelesberger, President

[print name]

[title]

PHONE _____

[optional]

FAX _____

[optional]

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of this corporation effective this 24 day of May, 2011.

Signature

Cameron Cullen, Asst. Secretary
[Print Name]

C T CORPORATION SYSTEM

[If signing on behalf of a company serving as statutory agent,
print company name here]

**Attachment to Arizona
Capital Stock**

1	Class:	Preferred
	Series:	A2
	Number Authorized:	4,584,243
	Number Issued:	4,584,243
	Does this series have a Par Value?	No
	Par Value Amount:	\$0.0000
2	Class:	Preferred
	Series:	B
	Number Authorized:	6,500,000
	Number Issued:	3,134,798
	Does this series have a Par Value?	No
	Par Value Amount:	\$0.0000
3	Class:	Preferred
	Series:	B1
	Number Authorized:	22,031,818
	Number Issued:	12,467,888
	Does this series have a Par Value?	No
	Par Value Amount:	\$0.0000

CERTIFICATE OF DISCLOSURE
A.R.S. §10-202(D) (for-profits and financial institutions) or §10-3202(D) (nonprofits)

Avatera, Inc.

EXACT CORPORATE NAME

- A. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation been:
1. Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. The nature and description of each conviction or judicial action, including the date and location, the court and public agency involved and file or cause number of case.

- C. Has any person (i) who is currently an officer, director, trustee, incorporator, or (ii) (for-profits and financial institutions only) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation served in any such capacity or held a twenty per cent interest in any other corporation in any jurisdiction on the bankruptcy or receivership of the other corporation?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the other corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the other corporation:
 - (a) was incorporated.
 - (b) has transacted business.
4. Dates of corporate operation.
5. Case information for bankruptcy or receivership (date, case number, court).

Under penalties of law, the undersigned incorporator(s)/officer(s)/director(s) declare(s) that I/we have examined this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declare as indicated above.
THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY  BY _____

PRINT NAME Kevin Riegleberger PRINT NAME _____

TITLE President DATE 05/24/2011 TITLE _____ DATE _____

ARIZONA CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days any person becomes an officer, director, trustee or (for-profits or financial institutions) person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, or membership interest in the corporation and the person was not included in this disclosure, the corporation must file a SUPPLEMENTAL certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

FINANCIAL INSTITUTIONS: MUST BE SIGNED BY TWO (2) DULY AUTHORIZED OFFICERS OR DIRECTORS OF THE CORPORATION.