

ARTICLES OF AMENDMENT
OF
AVALARA, INC.

Pursuant to RCW 23B.10.060, the following Articles of Amendment are executed by the undersigned, a Washington corporation:

1. The name of the corporation is Avalara, Inc. (the “*Company*”).
2. The Restated Fifteenth Amended and Restated Articles of Incorporation of the Company are amended as follows:

(a) Section 2.2 of Article 2 of the Restated Fifteenth Amended and Restated Articles of Incorporation of the Company is amended to add the following subsection 2.2.2:

“2.2.2 **Reverse Stock Split.** Upon effectiveness of these Articles of Amendment (the “*Effective Time*”), every 2 outstanding shares of the Company’s Common Stock shall be combined and reclassified into one share of Common Stock, par value \$0.0001 per share, of the Company, thereby giving effect to a two-to-one reverse stock split (the “*Reverse Split*”). No fractional shares shall be issued in the Reverse Split; instead, any shareholder who would otherwise be entitled to a fractional share shall receive in lieu of such fractional share a cash payment equal to the value of such fraction (based on the per share value as determined by the Board of Directors in good faith). The total number of shares which this Company is authorized to issue and the total number shares of any class or series of shares that this Company shall have authority to issue shall not be effected by the Reverse Split and shall remain as set forth in Section 2.2.1. For the avoidance of doubt, the Reverse Split will result in appropriate increases to the applicable Conversion Price (as defined below) for each series of outstanding Series Preferred Stock (as defined below) pursuant to Section 2.3.4(d)(3), but will not result in any other adjustments to the Series Preferred Stock, including, without limitation, with respect to references to numbers of Series Preferred Stock outstanding set forth in these Amended Articles, or the Original Purchase Price or Liquidation Value for any Series Preferred Stock. Each stock certificate that immediately prior to the Effective Time represented shares of the Company’s Common Stock shall, from and after the Effective Time, be deemed exchanged for a number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of fractional shares of Common Stock after the Effective Time), without the need for surrender or exchange thereof.”

(b) Section 2.3.4(a)(1)(A) of Article 2 of the Restated Fifteenth Amended and Restated Articles of Incorporation of the Company is amended and restated to read in its entirety as follows:

“(A) Subject to compliance with the provisions in these Amended Articles, including Section 2.3.1(i) and Section 2.3.1(j) herein, immediately prior to the closing of an underwritten public offering under the Securities Act, covering the sale of Common Stock to the public that results in aggregate cash proceeds to the Company of not less than \$50,000,000 (net of underwriting discounts and commissions); or”

3. The date of the adoption of the amendments by the shareholders of the Company is May 1, 2018.

4. The amendments were duly approved by the shareholders of the Company in accordance with the provisions of RCW 23B.10.030, RCW 23B.10.040 and RCW 23B.07.040, and notice to any nonconsenting shareholders of the Company has been given to the extent required by RCW 23B.07.040.

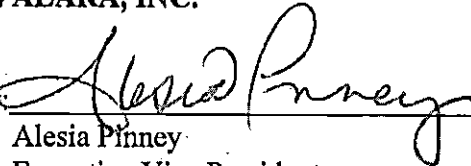
5. These Articles of Amendment shall be effective at 5:00 P.M., Pacific Time, on May 10, 2018.

[Signature page follows]

These Articles of Amendment are executed by the Company by its duly authorized officer,

DATED: May 10, 2018

AVALARA, INC.

By: 
Alesia Pinney
Executive Vice President,
General Counsel and Secretary