

FILED

APR 18 2014

WA SECRETARY OF STATE

ARTICLES OF AMENDMENT
OF
AVALARA, INC.

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Pursuant to RCW 23B.10.060 of the Washington Business Corporation Act (the "Act"), the undersigned corporation hereby submits the following amendment to the corporation's Thirteenth Amended and Restated Articles of Incorporation.

1. The name of the corporation is Avalara, Inc. (the "**Corporation**").
2. Article 2, Section 2.2.1 is hereby amended and restated in its entirety to read as follows:

"2.2.1 **Classes.** The Company shall be authorized to issue two classes of stock to be designated, respectively, as "Common Stock" and "Preferred Stock." The total number of shares which the Company shall have authority to issue is 194,915,603; the authorized number of shares of Common Stock shall be 120,000,000, par value \$0.0001 per share, and the authorized number of shares of Preferred Stock shall be 74,915,603, par value \$0.0001 per share."

3. The first paragraph of Article 2, Section 2.3 is hereby amended and restated in its entirety to read as follows:

"2.3 **Designation of Preferred Stock.** The Company shall have a series of Preferred Stock designated "Series A Preferred Stock" consisting of 15,966,443 shares, a series of Preferred Stock designated "Series A-1 Preferred Stock" consisting of 5,435,899 shares, a series of Preferred Stock designated "Series A-2 Preferred Stock" consisting of 887,829 shares, a series of Preferred Stock designated "Series B Preferred Stock" consisting of 2,608,936 shares, a series of Preferred Stock designated "Series B-1 Preferred Stock" consisting of 22,098,768 shares, a series of Preferred Stock designated "Series C Preferred Stock" consisting of 7,069,386 shares, a series of Preferred Stock designated "Series C-1 Preferred Stock" consisting of 8,630,423 shares and a series of Preferred Stock designated "Series D Preferred Stock" consisting of 12,217,919 shares (all such series being referred to collectively herein as the "Series Preferred Stock"), with the following powers, preferences, privileges and relative rights:"

4. The last sentence of Article 2, Section 2.3.4(b) is hereby amended and restated in its entirety to read as follows:

"Each such initial Conversion Price shall be subject to adjustment as set forth in Section 2.3.4(d)."

5. The date of adoption of these Articles of Amendment was April 18, 2014.

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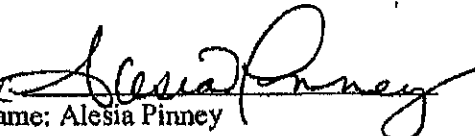
6. These Articles of Amendment were duly approved and adopted by the board of directors and by the shareholders of the Corporation in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

7. These Articles of Amendment will be effective upon filing.

Dated: April 18, 2014.

AVALARA, INC.

By



Name: Alesia Pinney

Title: Secretary