

ARTICLES OF AMENDMENT
OF
AVALARA, INC.
(UBI Number 601 973 642)

FILED
SECRETARY OF STATE
SAM REED

August 29, 2007

STATE OF WASHINGTON

Pursuant to RCW 23B.10.030 and 23B.10.040, the undersigned corporation adopts the following Articles of Amendment to its Second Amended and Restated Articles of Incorporation:

FIRST: The name of the corporation is Avalara, Inc. (the "Corporation").

SECOND: The introductory sentence to Section 2.3 of the Articles of Incorporation is hereby amended as follows:

2.3 Series A Preferred Stock. The Company shall have a series of Preferred Stock designated "Series A Preferred Stock" consisting of fourteen million (14,000,000) shares, with the following powers, preferences, privileges and relative rights:

THIRD: The amendment does not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing amendment was adopted by the Board of Directors of the Corporation on July 16, 2007 in accordance with the provisions of RCW 23B.10.030, and by the Shareholders of the Corporation on August 23, 2007 in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

AVALARA, INC.

By: 

Daren Nitz, Assistant Secretary

Date: August 28, 2007