

FILED
SECRETARY OF STATE
SAM REED

08/14/08

STATE OF WASHINGTON

08/14/08 1346612-001
\$50.00 K #7738
tid:1555230

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

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

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

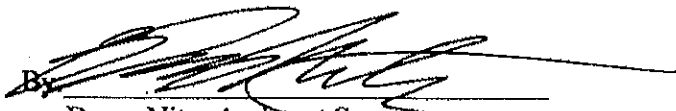
SECOND: The introductory sentence to Section 2.3 of the Articles of Incorporation is hereby amended as follows:

2.3 Series A Preferred Stock. The Company shall have a series of Preferred Stock designated "Series A Preferred Stock" consisting of nineteen million (19,000,000) 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 June 18, 2008 in accordance with the provisions of RCW 23B.10.030, and by the Shareholders of the Corporation on August 13, 2008 in accordance with the provisions of RCW 23B.10.030 and 23B.10.040.

AVALARA, INC.

By 
Daren Nitz, Assistant Secretary

Date: August 13, 2008