

F17000000028

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

16 JAN -3 AM 10:04

S Warren

JAN 04 2017

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 429655 4339006

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE : December 19, 2016

ORDER TIME : 9:27 AM

ORDER NO. : 429655-010

CUSTOMER NO: 4339006

FOREIGN FILINGS

NAME: BERRYVILLE GRAPHICS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender -- EXT# 62956

EXAMINER: _____

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Berryville Graphics, Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Jennifer Harper

Name of Person

Bertelsmann, Inc.

Firm/Company

1745 Broadway

Address

New York, NY 10019

City/State and Zip code

jennifer.harper@bertelsmann.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jennifer Harper

212 782-1074
at (_____) _____

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- | | | | |
|---|--|---|---|
| ☐ \$70.00 Filing Fee | ☐ \$78.75 Filing Fee &
Certificate of Status | ☐ \$78.75 Filing Fee &
Certified Copy | ☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy |
|---|--|---|---|

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Berryville Graphics, Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"
"Inc.," "Co.," "Corp.," "Ltd.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 13-3634870
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. September 3, 1991 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)
6. _____
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 25 Jack Enders Boulevard, Berryville, VA 22611
(Principal office address)
- c/o Bertelsmann, Inc. 1745 Broadway, New York, NY 10019
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Corporation Service Company

By: _____

(Registered agent's signature)

Melissa Zender
Asst. Vice President

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

FILED
JUN 13 1991
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: Please see Exhibit A attached

Address: _____

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: Please see Exhibit A attached

Address: _____

Vice President: _____

Address: _____

Secretary: _____

Address: _____

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

12. R. Michael Rowsey
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. R. Michael Rowsey, Vice President, Taxes

(Typed or printed name and capacity of person signing application)

FILED
JUN 3 A 10 04
SECRETARY OF STATE
TAMPA, FLORIDA

BERRYVILLE GRAPHICS, INC.**EXHIBIT A**

Title	Name	Address
Director	Niklas Darijtschuk	Carl-Bertelsmann-Strasse 270 33335 Gütersloh, Germany
Director	David Liess	1700 Broadway, 26 th Floor New York, NY 10019
Director	Mitchel Weiss	1700 Broadway, 26 th Floor New York, NY 10019
Chief Executive Officer	David Liess	1700 Broadway, 26 th Floor New York, NY 10019
Executive Vice President, Sales	Mitchel Weiss	1700 Broadway, 26 th Floor New York, NY 10019
Vice President of Finance, CFO and Treasurer	Jared Verano	840 S. Broadway Hicksville, NY 11801
Vice President, Taxes	R. Michael Rowsey	1745 Broadway New York, NY 10019
Secretary	Faith Howard	25 Jack Enders Blvd. Berryville, VA 22611
Assistant Secretary	Jacqueline Chasey	1745 Broadway New York, NY 10019

FILED
MAY - 3 A 10 04
CLERK OF STATE
CHARLOTTE, FLORIDA

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BERRYVILLE GRAPHICS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE NINETEENTH DAY OF DECEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BERRYVILLE GRAPHICS, INC." WAS INCORPORATED ON THE THIRD DAY OF SEPTEMBER, A.D. 1991.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.




Jeffrey W. Bullock, Secretary of State

2272544 8300

SR# 20167156200

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 203543615

Date: 12-19-16