

1  
F96000001090

CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, Fl. 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

400001731344  
11/20/84 2:05 - 01106 - 024  
\*\*\*\*\*0.00 \*\*\*\*\*0.00

Baan U.S.A., Inc.

400001731344  
11/20/84 2:05 - 01106 - 025  
\*\*\*\*\*0.75 \*\*\*\*\*0.75

Profit  
 NonProfit

Amendment

Merger

Foreign

Dissolution/Withdrawal

Mark

Limited Partnership

Annual Report

Other

Reinstatement

Reservation

Change of P.A.

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Photo Copies

Pic. Name

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Name Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

3-4

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**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. BAAN URA, INC.  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or  
abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person  
or partnership if not so contained in the name at present)

2. Delaware  
(State or country under the law of which it is incorporated)

3. 38-2962077  
(FEI number, if applicable)

4. July 26, 1994  
(Date of incorporation)

5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")

6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.150, F.S.))

7. 4600 BOHANNON DRIVE, SUITE 105, MENLO PARK, California 94025  
  
(Current mailing address)

8. Company provides open systems, client/server-based Enterprise Resource Planning (ERP) software.  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: C T Corporation System  
Office Address: c/o C T Corporation System, 1200 South Pine Island Road  
Plantation, Florida, 33324  
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

Thomas W. Lukas  
(Registered agent's signature) (Officer)

Thomas W. Lukas, Assistant M.P.  
(Type Name and Title of Officer)

11. 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.

12. Names and addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Vice Chairman: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: see attached list of directors

Address: \_\_\_\_\_  
\_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_  
\_\_\_\_\_

**B. OFFICERS**

President: see attached list of officers

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.

13.  \_\_\_\_\_  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Ana Johnson, President \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

RECEIVED  
MAY 14 1984  
MAY 14 1984

**ATTACHMENT A**

**BAAN U.S.A., INC.  
OFFICERS AND DIRECTORS**

**DIRECTORS**

<b>Jan Baan</b> Zonneoordlann 17 6718 TK EDE The Netherlands	<b>Director</b>
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<b>Amel Johnson</b> 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	<b>Director</b>
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<b>Christine Pittmann</b> 11911 Freedom Drive, Suite 700 Reston, Virginia 22090	<b>Director</b>
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<b>Mark Webschell</b> 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	<b>Director</b>
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**BAAN USA INC.  
OFFICERS**

<b>Jan Baan</b> Zonneoordlann 17 6718 TK EDE The Netherlands	<b>Chairman</b>
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<b>Amel Johnson</b> 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	<b>President</b>
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<b>Mark Webschell</b> 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	<b>Treasurer</b>
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<b>Suzanne Herford</b> 4600 Bohannon Dr., Suite 105 Menlo Park, CA 94025	<b>Secretary</b>
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<b>Howard S. Zeprun</b> 650 Page Mill Rd Palo Alto, CA 94304	<b>Assistant Secretary</b>
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**Baan**

*State of Delaware*  
*Office of the Secretary of State*

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BAAN U.S.A., 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 FIRST DAY OF MARCH, A.D. 1996.

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

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BAAN U.S.A., INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF JULY, A.D. 1994.

RECEIVED  
SECRETARY OF STATE  
DELAWARE  
MARCH 11 1996



*Edward J. Freel*

Edward J. Freel, Secretary of State

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AUTHENTICATION

DATE

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03-01-96