

# State of Idaho

Office of the Secretary of State

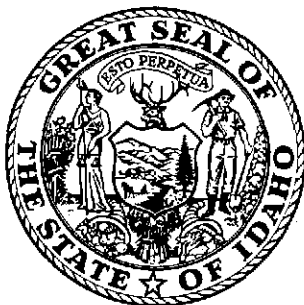
**CERTIFICATE OF REGISTRATION  
OF  
BLACKBOARD TRANSACT, INC.**

File Number C 212056

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: December 13, 2016



*Lawrence Denney*  
SECRETARY OF STATE

By *J. Amy Perkins*



# FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2016 DEC 13 PM 2:13

SECRETARY OF STATE  
STATE OF IDAHO

1. The name of the entity is: Blackboard Transact, Inc.

2. The name which it shall use in Idaho is: \_\_\_\_\_

3. Select the type of entity you wish to register: (Enter a name here, only if you are required to adopt an alternate name)

- Business Corporation
- Nonprofit Corporation
- Limited Liability Partnership
- Limited Liability Company
- General Partnership
- General Cooperative Association
- Limited Partnership (Including a limited liability limited partnership)
- Statutory Trust, Business Trust, or Common-law Business Trust

Other: \_\_\_\_\_  
(Use "Other" only if your foreign entity type is not listed above, and enter the type here.)

4. Jurisdiction of formation: Delaware  
(Provide the domestic jurisdiction where the entity was formed)

5. The address of its principal office is:  
1111 19th St., NW, 9th Floor, Washington, DC 20036  
(Street Address)

\_\_\_\_\_  
(Mailing Address, if different)

6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:  
1209 Orange St., Wilmington, DE 19801  
(Street Address)

\_\_\_\_\_  
(Mailing Address, if different)

7. The mailing address to which correspondence should be addressed, if different from item 5, is:  
\_\_\_\_\_  
(Address)

8. The name of the registered agent and street address of registered agent in Idaho:  
C T Corporation System, 921 S Orchard Street, Suite G, Boise, Idaho 83705  
(Name) (Address)

9. The name, capacity, and mailing address of at least one governor:  
SEE ATTACHMENT  
(Name) (Capacity) (Address)

\_\_\_\_\_  
(Name) (Capacity) (Address)

Signature: [Handwritten Signature]

Typed Name: Brett Page

Capacity: Attorney-in-Fact

Secretary of State use only

IDAHO SECRETARY OF STATE  
12/13/2016 05:00  
CK:PREPAID CT:278665 BH:1559247  
1@ 100.00 = 100.00 FOR REG ST #2

C212056

**Officer and Director Information for Blackboard Transact, Inc.**

<b>Position</b>	<b>Name</b>	<b>Address</b>
President	William Ballhaus	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Secretary	Stuart Kupinsky	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Treasurer	Lisa Mayr	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Assistant Treasurer	Kevin Harrill	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Director	William Ballhaus	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Director	Stuart Kupinsky	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Director	Lisa Mayr	1111 19 <sup>th</sup> St., NW, 9 <sup>th</sup> Floor, Washington, DC 20036

**Office addresses for Blackboard Transact, Inc. in Foreign States**

<b>State</b>	<b>Business Address</b>
DC	1111 19 <sup>th</sup> St. NW, 9 <sup>th</sup> Floor, Washington, DC 20036
Texas	2000 East 6 <sup>th</sup> St. Suite 6, Austin, TX 78702
Maryland	190 W. Ostend St., Suite 205 Baltimore, MD 21230
Pennsylvania	2005 S. Easton Road, Suite 208, Doylestown, PA 18901 and 330 Innovation Boulevard, Suite 301, State College, PA 16803
South Carolina	325 West McBee Avenue, Suite 300, Greenville, SC 29601
Indiana	8335 Keystone Crossing, Suite 200 Indianapolis, IN 46240
Texas	4501 Roy j Smith Drive, Killeen, TX 76543
New York	1375 Broadway, Floor 10, New York, NY 10018
Arizona	22601 North 19 <sup>th</sup> Ave. Suite 130, Phoenix, AZ 85027 and 4130 E Van Buren St., Suite 250, Phoenix, AZ 85008
Utah	180 North University Blvd., Suite 500, Provo, UT 84601
North Carolina	4020 Westchase Boulevard, Suite 400, Raleigh, NC 27607
Virginia	11710 Plaza America Drive, Tower II, Suite 10000, Reston, VA 20190
California	58 Maiden Lane, 5 <sup>th</sup> Floor, San Francisco, CA 94108
Kentucky	580 Valley Oak Drive, 100 Valley Oak Drive, 620 Valley Oak Drive, Somerset, KY 42502
California	1871 Landings Drive, Mountain View, CA 94043
Connecticut	115 Munson St., New Haven, CT 06511

# Power of Attorney

NOTICE IS HEREBY GIVEN THAT BLACKBOARD TRANSACT, INC. ("Corporation"), a corporation incorporated under the laws of Delaware, does hereby appoint Brett Page, Adam Nussbaum, Sharlin Aldao-Carrillo, Jennifer Kurz, and Melissa Nolan (but only for so long as each of them, respectively, remains an employee of C T Corporation or an affiliate thereof) as attorney-in-fact for the Corporation to act for the Corporation for the limited purposes authorized herein.

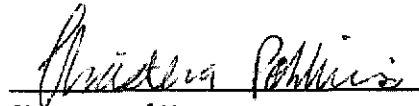
The Corporation hereby grants its attorney-in-fact the limited power to execute the documents necessary to file foreign qualifications on behalf of the Corporation in any state and the District of Columbia.

This Power of Attorney expires when revoked by the undersigned.

IN WITNESS WHEREOF the undersigned have executed this Power of Attorney on the  
9 day of December, 2016.  
Date Month Year

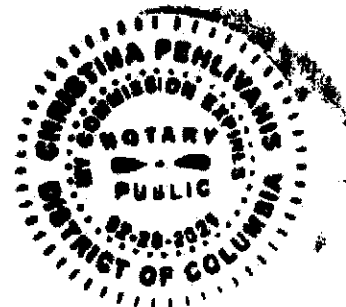
  
\_\_\_\_\_  
Signature

Sworn to and subscribed before me  
this 9 day of December, 2016.  
Date Month Year

  
\_\_\_\_\_  
Signature of Notary

Notary Public, State of District of Columbia

Commission Expires: 02/28/2021  
MM/DD/YYYY



# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLACKBOARD TRANSACT, 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 TWELFTH 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.



6139241 8300

SR# 20167031504

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 203493937

Date: 12-12-16