

# State of Idaho

Office of the Secretary of State

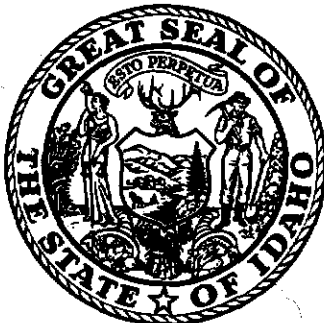
**CERTIFICATE OF AUTHORITY  
OF  
ZIPCAR, INC.**

File Number C 192679

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, 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 Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: October 27, 2011



*Ben Yursa*  
SECRETARY OF STATE

By *Cynthia*

202



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2011 OCT 27 PM 3:00

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

1. The name of the corporation is:

ZIPCAR, INC.

2. The name which it shall use in Idaho is:
- ZIPCAR

3. It is incorporated under the laws of:
- DE

4. Its date of incorporation is:
- 1/11/2000

5. The address of its principal office is:

25 FIRST ST, #402, CAMBRIDGE, MA 02141

6. The address to which correspondence should be addressed, if different from item 5, is:

7. The street address of its registered office in Idaho is:
- 1111 West Jefferson #530

and its registered agent in Idaho at that address is: CT Corporation System

8. The names and respective business addresses of its directors and officers are:

Name

Title

Business Address

see attached.Dated: October 27, 2011Signature: Typed Name: Louis AtamianCapacity: Attorney-in-Fact

(The signer must be a director or an officer of the corporation.)

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\ccpforms\corp  
forms\appforccatofauthority\_profit.pam  
Revised 10/2008

IDAHO SECRETARY OF STATE

10/27/2011 05:00

CK: 818654 CT: 172099 BH: 1295937

1 @ 100.00 = 100.00 AUTH PRO # 2

1 @ 20.00 = 20.00 EXPEDITE C # 3

c192679

**Addendum A: Zipcar, Inc. Officers & Board of Directors**

Last Updated : 05/11/2011

- |     |                             |  |
|-----|-----------------------------|--|
| 1.  | <b>Scott W. Griffith</b>    | <b>Chairman &amp; CEO</b>                  |
| 2.  | <b>Mark Norman</b>          | <b>President</b>                           |
| 3.  | <b>Edward Goldfinger</b>    | <b>CFO &amp; Assistant Secretary</b>       |
| 4.  | <b>Dean J. Breda</b>        | <b>Secretary</b>                           |
| 5.  | <b>T. S. Ramesh</b>         | <b>Assistant Treasurer</b>                 |
| 6.  | <b>Janet Frick</b>          | <b>Treasurer &amp; Assistant Secretary</b> |
| 7.  | <b>Steve Case</b>           | <b>Director</b>                            |
| 8.  | <b>Robert C. Kagle</b>      | <b>Director</b>                            |
| 9.  | <b>Donn Davis</b>           | <b>Director</b>                            |
| 10. | <b>Jill C. Preotle</b>      | <b>Director</b>                            |
| 11. | <b>John F. Kenny, Jr.</b>   | <b>Director</b>                            |
| 12. | <b>William W. Helman</b>    | <b>Director</b>                            |
| 13. | <b>John J. Mahoney, Jr.</b> | <b>Director</b>                            |
| 14. | <b>Margaret C. Whitman</b>  | <b>Director</b>                            |

Address All Member Correspondence to:  
25 First Street, 4<sup>th</sup> Floor, Cambridge, MA 02141

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIPCAR, 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 ELEVENTH DAY OF MAY, A.D. 2011.

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.

3157584 8300

110522792

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



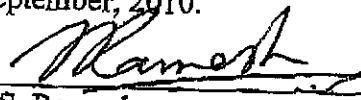
  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8752124

DATE: 05-11-11

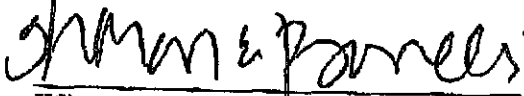
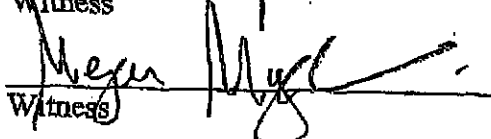
**GENERAL POWER OF ATTORNEY**

BE IT KNOWN, that T.S. Ramesh, Vice President and Controller of Zipcar, Inc., a Delaware corporation, has made and appointed, and by these presents does make and appoint Louis Atamian, Tax Manager of Zipcar, Inc., a Delaware corporation true and lawful attorney for him and in his name, place and stead, giving and granting to said attorney, general, full and unlimited power and authority to do and perform all and every act and thing whatsoever requisite necessary to be done in connection with federal, state and local taxes, tax matters, corporate and business registrations, taxing authorities and taxing jurisdictions, to all intents and purposes, as could be done if personally present, with full power of substitution and revocation, hereby ratifying and confirming all that said attorney shall lawfully do or cause to be done by virtue hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 23rd day of September, 2010.

  
T.S. Ramesh

Signed, sealed and delivered in the presence of:


  
Witness  
  
Witness

Commonwealth of Massachusetts)

) ss.

County of Middlesex )

The foregoing instrument was acknowledged by me this 23rd day of September, 2010 by T.S. Ramesh who is personally known by me and who did not take an oath.

  
Notary Public  
Commonwealth of Massachusetts

 (SEAL)

My Commission Expires: 4/1/16



CAROLINE QUEENY  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
April 1, 2016