

State of Idaho

Office of the Secretary of State

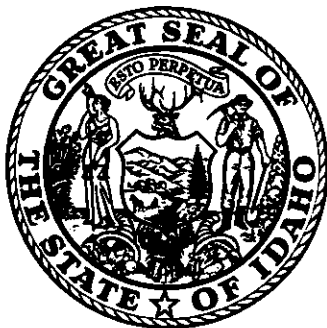
**CERTIFICATE OF AUTHORITY
OF
VERACODE, INC.**

File Number C 199431

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: August 22, 2013



Ben Yursa

SECRETARY OF STATE

By *[Signature]*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2013 AUG 22 PM 2:39
SECRETARY OF STATE
STATE OF IDAHO

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

- The name of the corporation is: Veracode, Inc.
- The name which it shall use in Idaho is: Veracode, Inc
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 09/06/2005
- The address of its principal office is:
65 Network Drive, Burlington, MA 01803
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 921 S Orchard Street, Suite G, Boise, Idaho 83705
and its registered agent in Idaho at that address is: CT Corporation System
- The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Robert Brennan</u>	<u>CEO/Director</u>	<u>65 Network Drive, Burlington,</u>
<u>Ed Goldfinger</u>	<u>CFO</u>	<u>65 Network Drive, Burlington,</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Dated: 8/21/13

Signature: [Handwritten Signature]

Typed Name: Ed Goldfinger

Capacity: Vice President
[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:\corp\forms\corp
forms\app\corporate\authority_prof.pmd
Revised 08/2005

Web Form

IDAHO SECRETARY OF STATE
08/22/2013 05:00
CK: NONE CT: 278665 BH: 1387154
1 @ 100.00 = 100.00 AUTH PRO # 2
1 @ 20.00 = 20.00 EXPEDITE C # 3

C199431

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "VERACODE, 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 TWENTY-SECOND DAY OF AUGUST, A.D. 2013.

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.

4026126 8300

131015866

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0684163

DATE: 08-22-13