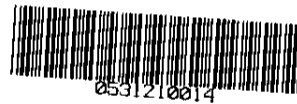


File Number 5952-928-5



Doc#: 0531210014 Fee: \$40.00  
Eugene "Gene" Moore  
Cook County Recorder of Deeds  
Date: 11/08/2005 12:17 PM Pg: 1 of 9

209-14

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State of Illinois  
Office of  
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS IN THIS STATE OF 3COM CORPORATION INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, George H. Ryan, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, at the City of Springfield, this 31ST day of JULY A.D. 19 97 and of the Independence of the United States the two hundred and 22ND



RECORDING DESK  
BOX 170

*George H Ryan*

Secretary of State

# UNOFFICIAL COPY

Form **BCA-13.15**  
(Rev. Jan. 1995)

## APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACTION BUSINESS IN ILLINOIS

**SUBMIT IN DUPLICATE!**

George H. Ryan  
Secretary of State  
Department of Business Services

This page to be filed by Secretary of State  
**FILED**

This space for use by  
Secretary of State

JUL 31 1997

GEORGE H. RYAN  
SECRETARY OF STATE

Date	7-31-97
License Fee	\$
Franchise Tax	\$ 13,930.20
Filing Fee	\$ 75. -
Penalties	\$
Approved	14,005.20

Payment must be made by  
certified check, cashier's check,  
Illinois attorney's check, Illinois  
C.P.A.'s check or money order,  
payable to "Secretary of State."

1. (a) CORPORATE NAME: 3Com Corporation  
(Complete item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME:  
By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the  
transaction of business in Illinois. Form BCA 4.15 is attached.

**PAID**  
AUG 04 1997

2. (a) State or Country of Incorporation: Delaware  
(b) Date of Incorporation: June 12, 1997  
(c) Period of Duration: perpetual

3. (a) Address of the principal office, wherever located: 5400 Bayfront Plaza  
Santa Clara CA 95052-8145  
(b) Address of principal office in Illinois:  
(If none, so state) 8100 N. McCormick Blvd.  
Skokie IL 60076-29999

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent	<u>Illinois Corporation Service Company</u>		
	First Name	Middle Name	Last Name
Registered Office	<u>700 South Second Street</u>		
	Number	Street	Suite #
	<u>Springfield</u>	<u>62704</u>	
	City	Zip Code	Supervision County

**EXPEDITED**

JUL 31 1997

SECRETARY OF STATE

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)  
Delaware, California

6. Names and residential addresses of officers and directors:

Name	No. & Street	City	State	Zip
President	see attached			
Secretary				
Director				
Director				
Director				

If more than 3, attach list

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BOX 170

**UNOFFICIAL COPY****3COM CORPORATION DIRECTORS**

**ERIC A. BENHAMOU**  
 Chairman, President & CEO  
 3Com Corporation  
 5400 Bayfront Plaza  
 Santa Clara, CA 95052

**PHILIP C. KANTZ**  
 President & CEO  
 Tab Products  
 1400 Pagemill Rd.  
 Palo Alto, CA 94304

**JAMES L. BARKSDALE**  
 President & CEO  
 Netscape Communications Corp.  
 501 E. Middlefield Road  
 Mountain View, CA 94043

**WILLIAM F. ZUENDT**  
 President & COO  
 Wells Fargo Bank  
 Mail Code 0101121  
 420 Montgomery Street, 12th Floor  
 San Francisco, CA 94163 (US Mail)  
 94164 (Fed Express)

**GORDON CAMPBELL**  
 President & CEO  
 Techfarm, Inc.  
 111 West Evelyn Ave., Suite 101  
 Sunnyvale, CA 94089

**CASEY COWELL**  
 Vice Chariman  
 3Com Corporation  
 8100 N. McCormick Blvd.  
 Skokie, IL 60076

**JAMES E. CCWIE**  
 Frontenac Company  
 135 South LaSalle  
 Chicago, IL 60603

**DAVID W. DORMAN**  
 Chairman & CEO  
 Pacific Bell  
 130 Kearny Street, Suit 3700  
 San Francisco, CA 94108

**JEAN-LOUIS GASSEE**  
 Chairman & CEO  
 Be Inc.  
 800 El Camino Real, Suite 300  
 Menlo Park, CA 94025

**STEPHEN C. JOHNSON**  
 President & CEO  
 Komag, Inc.  
 1704 Automation Parkway  
 San Jose, CA 95131

**PAUL YOVOVICH**  
 Advance Ross Corporation  
 233 South Wacker  
 Chicago, IL 60606

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## ELECTED 3Com CORPORATION EXECUTIVE OFFICERS

**ERIC A. BENHAMOU**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Chairman, and  
Chief Executive Officer**

**RICK EDSON**  
6201 West Oakton St.  
Morton Grove, IL 60053

**Senior Vice President,  
Client Access Products,  
New Business Initiatives**

**DEBRA J. ENGEL**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President,  
Corporate Services**

**RALPH GODFREY**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President,  
Client Access Products  
Americas Sales**

**JOHN H. HART**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President, Technology  
and Chief Technical Officer**

**RANDY HEFFNER**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President,  
Client Access Products  
Operations**

**RICHARD W. JOYCE**  
3Com (UK) Ltd.  
Merchants House  
Wilkinson Road  
Cirencester  
Glocs GL7 1YT  
England

**Senior Vice President,  
RAPD**

**ALAN J. KESSLER**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President,  
Enterprise Systems Business Unit  
Global Sales**

**ROSS MANIRE**  
1800 W. Central Road  
Mt. Prospect, IL 60056

**Senior Vice President,  
Carrier Systems Business Unit**

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**JOHN McCARTNEY**  
8100 N. McCormick Blvd.  
Skokie, IL 60076

**President,  
Client Access Business Unit**

**MARK MICHAEL**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President and  
General Counsel**

**CHRISTOPHER B. PAISLEY**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President, Finance and  
Chief Financial Officer**

**JANICE M. ROBERTS**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President, Marketing  
and Business Development**

**MICHAEL SEEDMAN**  
7700 Frontage Road  
Skokie, IL 60077

**Senior Vice President  
PCD**

**RONALD A. SEGE**  
80 Central Street  
Boxborough, MA 01719

**Senior Vice President  
Enterprise Systems Business Unit,  
Global Products**

**DOUGLAS C. SPRENG**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Executive Vice President,  
Interface Products Group**

**THOMAS L. THOMAS**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Senior Vice President,  
Global Information Systems and  
Chief Information Officer**

**RONALD B. FRIEDMAN**  
5400 Bayfront Plaza  
Santa Clara, CA 95052

**Assistant Secretary and  
Associate General Counsel**

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7. Purpose or purposes proposed to be pursued in transacting business in this state:  
 (If not sufficient space to cover this point, add one or more sheets of this size.)

sales and service of computer networking equipment

45

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
common	n/a	\$.01	990,000,000	339,969,512
preferred	n/a	\$0.01	10,000,000	0

9. Paid-in Capital: \$ 761,338,000.00 .011556  
 ("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property\* of the corporation for the following year: \$ 2,000,000,000
- (b) Give an estimate of the total value of all the property\* of the corporation for the following year that will be located in Illinois: \$ 12,000,000
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 2,500,000,000
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 40,000,000


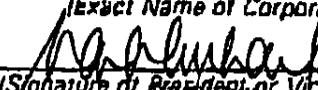
11. Interrogatories: (Important - this section must be completed.)

- (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance: 5400 Bayfront Pl Santa Clara CA
- (b) Number of shares of all classes owned by residents of Illinois: 5,571,791
- (c) Number of shares of all classes owned by non-residents of Illinois: 254,397,721
- (d) Is the corporation transacting business in this state at this time? yes
- (e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois: June 12, 1997

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated July 30, 19 97 3Com Corporation

attested by  by   
 (Signature of Secretary or Assistant Secretary) (Signature of President or Vice President)

Ronald B. Friedman, Assistant Secretary Mark D. Michael, Senior Vice President,  
 (Type or Print Name and Title) (Type or Print Name and Title)  
 & Associate General Counsel Secretary & General Counsel

• PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

• When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

RECORDING DESK  
BOX 170

# UNOFFICIAL COPY

FORM **BCA 5.10/5.20** (rev. Dec. 2003)  
**STATEMENT OF CHANGE OF  
REGISTERED AGENT AND/OR  
REGISTERED OFFICE**  
Business Corporation Act

Jesse White, Secretary of State  
Department of Business Services  
Springfield, IL 62756  
217-782-3647  
www.cyberdriveillinois.com

**FILED**

NOV - 4 2005

JESSE WHITE  
SECRETARY OF STATE

Remit payment in the form of a  
check or money order payable  
to Secretary of State.

File # 5952-928-5

Filing Fee: \$25 Approved: [Signature]

Submit in duplicate Type or Print clearly in black ink Do not write above this line

- 1. Corporate Name: 3Com Corporation
- 2. State or Country of Incorporation: Delaware
- 3. Name and Address of Registered Agent and Registered Office as they appear on the records of the Office of the Secretary of State (before change):

Registered Agent Illinois Corporation Service Company

First Name	Middle Name	Last Name

Registered Office 801 Adlai Stevenson Drive

Number	Street	Suite No. (P.O. Box alone is unacceptable)
<u>Springfield, IL 62703</u>		
City	ZIP Code	County
		<u>Sangamon</u>

- 4. Name and Address of Registered Agent and Registered Office shall be (after all changes herein reported):
- Registered Agent C T Corporation System
- |            |             |           |
|------------|-------------|-----------|
| First Name | Middle Name | Last Name |
|            |             |           |
- Registered Office 208 S LaSalle Street, Suite 814
- |                          |          |  |
|--------------------------|----------|--|
| Number                   | Street   | Suite No. (P.O. Box alone is unacceptable) |
| <u>Chicago, IL 60604</u> |          |  |
| City                     | ZIP Code | County                                     |
|                          |          | <u>Cook</u>                                |

- 5. The address of the registered office and the address of the business office of the registered agent, as changed, will be identical.
- 6. The above change was authorized by: ("X" one box only)
  - a.  Resolution duly adopted by the board of directors. (Note 5)
  - b.  Action of the registered agent. (Note 6)

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BOX 170

SEE REVERSE FOR SIGNATURE(S).



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7. **If authorized by the board of directors, sign here. See Note 5 below.**  
 The undersigned corporation has caused this statement to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

Dated 10/29/05 Month & Day, 2005 Year 3Com Corporation Exact Name of Corporation  
*Neal Goldman* Any Authorized Officer's Signature  
Neal Goldman, Senior Vice President/Secretary Name and Title (type or print)

**If change of registered office by registered agent, sign here. See Note 6 below.**  
 The undersigned, under penalties of perjury, affirms that the facts stated herein are true and correct.

Dated \_\_\_\_\_ Month & Day, \_\_\_\_\_ Year \_\_\_\_\_ Exact Name of Corporation  
 \_\_\_\_\_ Name (type or print)  
 \_\_\_\_\_ If Registered Agent is a corporation, Name and Title of officer who is signing on its behalf.

### NOTES

1. The registered office may, but need not be, the same as the principal office of the corporation. However, the registered office and the office address of the registered agent must be the same.
2. The registered office must include a street or road address (P.O. Box alone is unacceptable).
3. A corporation cannot act as its own registered agent.
4. If the registered office is changed from one county to another, the corporation must file with the Recorder of Deeds of the new county a certified copy of the Articles of Incorporation and a certified copy of the Statement of Change of Registered Office. Such certified copies may be obtained ONLY from the Secretary of State.
5. Any change of registered agent must be by resolution adopted by the board of directors. This statement must be signed by a duly authorized officer.
6. The registered agent may report a change of the registered office of the corporation for which he/she is a registered agent. When the agent reports such a change, this statement must be signed by the registered agent. If a corporation is acting as the registered agent, a duly authorized officer of such corporation must sign this statement.

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 BOX 170



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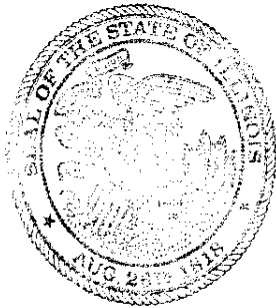
PROPERTY DESK  
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STATE OF ILLINOIS

Office of the Secretary of State

I hereby certify that this is a true and correct copy, consisting of Eight pages, as taken from the original on file in this office.



*Jesse White*

JESSE WHITE  
SECRETARY OF STATE

DATED: November 04, 2005

BY: John P. Keeley, Jr.

**EXPEDITED**  
SECRETARY OF STATE

NOV 04 2005

EXP. FEES 50.00

COPY FEES 25.00