

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2.1409, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is: Worldpay Integrated Payments Solutions, Inc.		
2. It is incorporated under the laws of: Nevada		
3. The name, if different, which it elects to use in Rhode Island is: (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:		
4. The date of its incorporation is: June 6, 2003		
And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name Corporation Service Company		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Electronic payment processing and merchant services

8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):

NAME	ADDRESS
Nelson F. Greene	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Mark Heimboch	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Jared M. Warner	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384

Check the box to indicate an attachment

8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Matthew Taylor	150 Mercury Village Drive, Durango, CO 81301
VICE PRESIDENT		
TREASURER	Timothy Cooper	8500 Governors Hill Drive, Cincinnati, OH 45249-1384
SECRETARY	Nelson F. Greene	8500 Governors Hill Drive, Cincinnati, OH 45249-1384

Check the box to indicate an attachment

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
200,000,000	Class A		\$0.01
100,000,000	Class B		\$0.01

10. An estimate, as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (Note: Percentage obtained from worksheet.)

0 %

11. An estimate, as a percentage, of the proportion of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

0.005 %

12. This application must be accompanied by a Certificate of Good Standing/letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

Date received (Upon filing)

Later effective date (Date must be no more than 90 days from the date of filing) _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

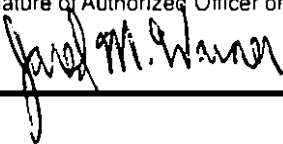
Type or Print Name of Authorized Officer

Jared M. Warner

Date

Nov. 14, 2018

Signature of Authorized Officer of the Corporation



**Directors and Officers of
Worldpay Integrated Payments Solutions, Inc.**

Name and Title

Address

Directors

Mark Heimbouch	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Nelson Greene	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Jared Warner	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384

Officers

Matthew Taylor, President	150 Mercury Village Drive, Durango, CO 81301
Mark Heimbouch, Chief Operating Officer	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Stephanie Ferris, Chief Financial Officer	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Nelson Greene, Secretary	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Jared Warner, Assistant Secretary	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Timothy Cooper, Treasurer	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Bryan Jacobs, Assistant Secretary	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384
Christopher Thompson, Controller	8500 Governors Hill Drive, Cincinnati, Ohio 45249-1384

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

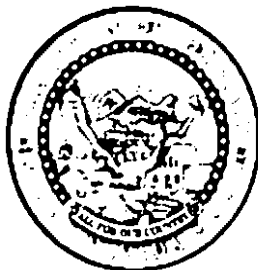
I, Barbara K. Cegavske, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **WORLDPAY INTEGRATED PAYMENTS SOLUTIONS, INC.**, as a corporation duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since June 6, 2003, and is in good standing in this state.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 16, 2018.

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State



Electronic Certificate
Certificate Number: C20181116-1121

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV
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State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

November 19, 2018 12:14 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

