

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, 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 Green Dot Bank
2. It is incorporated under the laws of Utah
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:

Green DOT Bank Corp.

(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:

N/A

- 4. The date of its incorporation is May 15, 1978 and the period of its duration is Perpetual
5. The address of its principal office is 1675 North Freedom Boulevard, Provo, UT 84604
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street (Street Address, not P.O. Box)

Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System (City/Town) (Zip Code) (Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are: Corporation is a state chartered bank that will issue general purpose reloadable cards through retail distributors in Rhode Island

- 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).

Table with 2 columns: Name, Address. Rows include Steven W. Streit, Timothy R. Greenleaf, Michael J. Moritz.

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(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).

	<u>Name</u>	<u>Address</u>
President	& CEO Lewis B. Goodwin	1675 N. Freedom Blvd., Provo, UT 84604
Vice President		
Treasurer		
Secretary		

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
150,000	Common		Shares are without par value

10. (a) \$ 40,442 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0 % = An estimate, expressed 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) \$ 20.6 billion = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 53 million = An estimate 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.

(c) .26 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing upon 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.

Date: 6/20/2012


Signature of Authorized Officer of the Corporation

Christina Hunt-Fuhr
Type or Print Name of Authorized Officer



Utah Department of Commerce
Division of Corporations & Commercial Code

160 East 300 South, 2nd Floor, PO Box 146705

Salt Lake City, UT 84114-6705

Service Center: (801) 530-4849

Toll Free: (877) 526-3994 Utah Residents

Fax: (801) 530-6438

Web Site: <http://www.commerce.utah.gov>

06/25/2012

697331-014206252012-1517203

CERTIFICATE OF EXISTENCE

Registration Number: 697331-0142
Business Name: GREEN DOT BANK
Registered Date: May 10, 1978
Entity Type: Corporation - Domestic - Profit
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code



State of Rhode Island and Providence Plantations
DEPARTMENT OF BUSINESS REGULATION
1511 Pontiac Avenue, Bldg. 68-2
Cranston, Rhode Island 02920

Division of Banking

May 8, 2012

Jessica Sklute, Special Counsel
Schulte Roth & Zabel LLP
919 Third Avenue
New York, NY 10022

Re: Green Dot Bank
Utah State Chartered Bank

Dear Ms. Sklute:

The Division of Banking acknowledges receipt of your correspondence dated March 1, 2012 regarding the use of the word "Bank" in the name of Green Dot Bank, a Utah chartered non member federally insured Bank (the "Bank") for the purpose of registering a certificate of foreign registration with the Rhode Island Secretary of State.

You have indicated that the Bank is seeking a Sale of Checks license in order to engage in certain stored value card issuance and related activities. You also indicated that the Bank does not and will not maintain any branches or otherwise have a physical presence in Rhode Island.

R. I. Gen. Laws § 19-4-17 **Unauthorized banking business**, states in pertinent part that:

(a) No person, except regulated institutions, including any bank or trust company that has established a trust branch office in this state pursuant to the provisions of § 19-3.1-6(b), or banks or credit unions organized under the laws of the United States or of any other state within the United States shall use any sign at the place where its business is transacted, having on it any name containing the word or words "bank", "savings bank", "loan and investment bank", "trust company", "credit union", or other word or words, indicating, in the opinion of the director or the director's designee, that the place or office is the place or office of a regulated institution or bank or credit union duly organized under the laws of the United States or of any other state within the United States. **The secretary of state shall not accept for filing any articles of association or incorporation, or amendment thereof, containing the word or words without the approval of the director or the director's designee.**

(b) No person, except regulated institutions, including any bank or trust company that has established a trust branch office in this state pursuant to the provisions of § 19-3.1-6(b), or other banks or credit unions duly organized under the laws of the United States or of any other state

Tel: 401-462-9503

Fax: 401-462-9532

TTY: 711

Web Site: www.dbr.ri.gov

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Schulte Roth & Zabel LLP
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within the United States, shall use or circulate any written or printed or partly written and partly printed paper whatsoever, having on it any name or other word or words indicating that its business is the business of a regulated institution or other bank or credit union duly organized under the laws of the United States or of any other state within the United States. No person except regulated institutions, banks or credit unions organized under the laws of the United States or of any other state within the United States shall transact business in this state in any way or manner as to lead the public to believe, or as, in the opinion of the director or the director's designee might lead the public to believe, that its business is that of a regulated institution or other bank or credit union duly organized under the laws of the United States or of any other state within the United States.

Based upon the above, the Division has no objection to the use of the word "Bank" by the Bank.

Please contact the undersigned at either (401) 462-9570 or at spater@dbr.ri.gov with any questions you may have regarding this matter.

Very truly yours,

A handwritten signature in black ink that reads "Sara Paterson Cabral". The signature is written in a cursive, flowing style.

Sara Paterson Cabral
Supervisor of Examinations



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, 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:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

