

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

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SECRETARY OF STATE
CORPORATIONS DIV

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 EDGENUITY 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 10/29/1999 and the period of its duration is perpetual
5. The address of its principal office is 8860 East Chaparral Road, Suite 100, Scottsdale, AZ 85250
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard - 2nd Floor
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is United Corporate Services, Inc.
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Develop, market, license and sell academic software for grades six through twelve and related computer systems

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).

	<u>Name</u>	<u>Address</u>
Director	<u>See rider</u>	
Director		
Director		
Director		

(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	<u>See rider</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

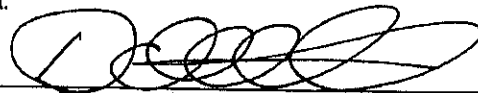
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>1000</u>	<u>Common</u>	<u></u>	<u>no par</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) \$ 3,900,000 = 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) \$ 90,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 30,000 = 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) 0.03 % = 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 .

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: January 20, 2015


Signature of Authorized Officer of the Corporation

David S. Alderslade, Vice President

Type or Print Name of Authorized Officer

Rider- Rhode Island Application for Certificate of Authority

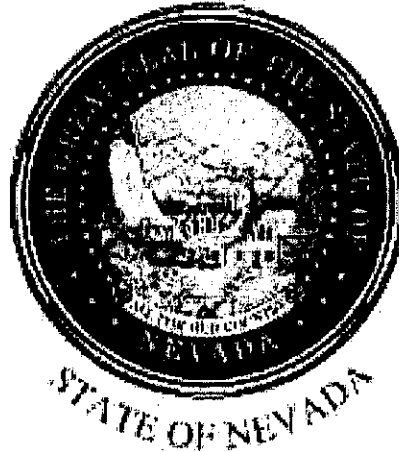
Officers

Chairman of the Board	Jonathan Grayer	140 Greenwich Ave., 3rd Fl. Greenwich, CT 06830
Vice Chairman, CFO, Treasurer & Secretary	Steven J. Berger	140 Greenwich Ave., 3rd Fl. Greenwich, CT 06830
President & CEO	Sari G. Factor	8860 East Chaparral Rd., Ste 100 Scottsdale, AZ 85250
Executive Vice President	Michael Humphrey	8860 East Chaparral Rd., Ste 100 Scottsdale, AZ 85250
Vice President - Finance, & Chief Administrative Officer	David S. Alderslade	8860 East Chaparral Rd., Ste 100 Scottsdale, AZ 85250
Vice President	Andy Caulo	8860 East Chaparral Rd., Ste 100 Scottsdale, AZ 85250

Directors

Jonathan Grayer, 140 Greenwich Ave., 3rd Fl., Greenwich, CT 06830
Steven J. Berger, 140 Greenwich Ave., 3rd Fl., Greenwich, CT 06830

SECRETARY OF STATE



CERTIFICATE OF EXISTENCE WITH STATUS IN GOOD STANDING

I, BARBARA K. CEGAUSKE, 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, **EDGENUITY 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 October 29, 1999, 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 January 21, 2015.

Barbara K. Cegauske

BARBARA K. CEGAUSKE
Secretary of State



Electronic Certificate
Certificate Number: C20150121-0559
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

2015 JAN 22 PM 12:16
SECRETARY OF STATE
CORPORATIONS DIV



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:

Nellie M. Gorbea
Secretary of State

