

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

2015 APR - 3 AM 10:48
SECRETARY OF STATE
CORPORATIONS DIV

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 Chime Inc.
2. It is incorporated under the laws of Delaware
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 11/18/2011 and the period of its duration is perpetual

- 5. The address of its principal office is 239 E 5th St 4B, New York, NY 10003

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard (Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at

that address is Vcorp Services, LLC (Name of Agent)

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

- 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 Lincoln Quirk and Drew Durbin, both at 239 E 5th St 4B, New York, NY 10003.

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BY [Signature] 246215 10:48

(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	Drew Durbin	239 E 5th St 4B, New York 10003
Vice President	Drew Durbin	239 E 5th St 4B, New York 10003
Treasurer	Drew Durbin	239 E 5th St 4B, New York 10003
Secretary	Drew Durbin	239 E 5th St 4B, New York 10003

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:

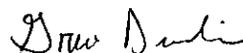
<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
20,000,000	Common		\$0.00001
4,958,614	Preferred	Undesignated	\$0.00001
2,964,056	Preferred	AA-2	\$0.00001

\*Please see attached

10. (a) \$ 4,363,284 = 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) \$ 1,500,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 1,000 = 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) 0.07 % = 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: 04/02/2015



Signature of Authorized Officer of the Corporation

Drew Durbin, CEO and President

Type or Print Name of Authorized Officer

9. Additional Authorized Shares

<u>Class</u>	<u>Series</u>	<u>Par Value</u>	<u>Number of Authorized Shares</u>
Preferred	AA	0.00001	1,598,689
Preferred	AA-1	0.00001	478,641

# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "CHIME INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011, AT 5:05 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIRST DAY OF FEBRUARY, A.D. 2014, AT 12:24 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE TWENTY-FOURTH DAY OF MARCH, A.D. 2014, AT 9:11 O'CLOCK P.M.

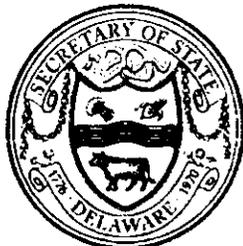
RESTATED CERTIFICATE, FILED THE TWENTY-NINTH DAY OF OCTOBER, A.D. 2014, AT 9:59 O'CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "CHIME INC.".

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2203361

DATE: 03-16-15

# Delaware

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*The First State*

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CHIME INC."  
WAS INCORPORATED ON THE EIGHTEENTH DAY OF NOVEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE  
BEEN FILED TO DATE.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 2203361

DATE: 03-16-15



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:

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

Nellie M. Gorbea  
*Secretary of State*

