



State of Rhode Island and Providence Plantations  
Department of State - Business Services Division

**Certificate of Authority**  
**FOREIGN Corporation**

→ Filing Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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:<br><b>bitFlyer USA, Inc.</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |                           |                       |
| 2. It is incorporated under the laws of: <b>California</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |                           |                       |
| 3. The name, if different, which it elects to use in Rhode Island is:<br>(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:<br><br>(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: <b>07/15/2016</b><br>And the period of its duration is: <b>CHECK ONLY ONE BOX</b><br><input checked="" type="checkbox"/> Perpetual (on-going)<br><input type="checkbox"/> Date certain for dissolution _____                                                                                                                                                                                                                                                                                                                                                                                                                         |                           |                       |
| 5. The address of its principal office is:<br><b>717 Market St, Suite 100 San Francisco, CA 94103</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                           |                       |
| 6. The name and address of the initial registered agent/office of in Rhode Island:<br>Agent Name <b>InCorp Services, Inc.</b><br>Street Address (NOT a P.O. Box) <b>222 Jefferson Blvd., Suite 200</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                           |                       |
| City/Town <b>Warwick</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  | State <b>RHODE ISLAND</b> | Zip Code <b>02888</b> |

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

2:39 pm  
**FILED**

DEC 22 2016

BY 291545 16M

RECEIVED  
R.I. DEPT. OF STATE  
BUS. SVCS. DIV.  
2016 DEC 22 PM 2:39

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

**Electronic Financial 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                                          |
|-----------|--------------------------------------------------|
| Yuzo Kano | 717 Market St, Suite 100 San Francisco, CA 94103 |
|           |                                                  |
|           |                                                  |
|           |                                                  |

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      | Yuzo Kano     | 717 Market St, Suite 100 San Francisco, CA 94103 |
| VICE PRESIDENT |               |                                                  |
| TREASURER      | Hideki Hamada | 717 Market St, Suite 100 San Francisco, CA 94103 |
| SECRETARY      | Yuzo Kano     | 717 Market St, Suite 100 San Francisco, CA 94103 |

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 |
|------------------|--------|--------|---------------------------------|
| 100              | Common |        | \$0.01                          |
|                  |        |        |                                 |
|                  |        |        |                                 |
|                  |        |        |                                 |

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

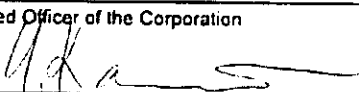
\$ 3,775,000

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 0

(c) Estimate, as a percentage, 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: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

0 %

|                                                                                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                             |
|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 11 (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.<br><br>\$ <u>1,570,000</u>                                                                                                                                                                                                                                                        | (b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.<br><br>\$ <u>31,400</u> |
| (c) Estimate, as a percentage, 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. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i><br><br><u>.02</u> % |                                                                                                                                                                                             |
| 12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.                                                                                                                                                   |                                                                                                                                                                                             |
| 13. Date when the Certificate of Authority will be effective: <b>CHECK ONLY ONE BOX</b>                                                                                                                                                                                                                                                                                                                    |                                                                                                                                                                                             |
| <input checked="" type="checkbox"/> Date received (Upon filing)                                                                                                                                                                                                                                                                                                                                            |                                                                                                                                                                                             |
| <input type="checkbox"/> Later effective date (Date must be no more than 90 days from the day 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<br>Yuzo Kano                                                                                                                                                                                                                                                                                                                                                      | Date<br>11/28/2016                                                                                                                                                                          |
| Signature of Authorized Officer of the Corporation<br>                                                                                                                                                                                                                                                                  |                                                                                                                                                                                             |

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

**State of California**  
**Secretary of State**

**CERTIFICATE OF STATUS**

**ENTITY NAME:**

**BITFLYER USA, INC.**

**FILE NUMBER:** C3927501  
**FORMATION DATE:** 07/15/2016  
**TYPE:** DOMESTIC CORPORATION  
**JURISDICTION:** CALIFORNIA  
**STATUS:** ACTIVE (GOOD STANDING)

2016 DEC 22 PM 2:39  
R.I. DEPT. OF STATE  
BUS. SVCS. DIV.  
ACTIVE

I, ALEX PADILLA, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of November 28, 2016.

**ALEX PADILLA**  
Secretary of State