



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

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV

2017 JUL 13 PH 1:19 **STAMP**

FOR
SECRETARY OF STATE
USE ONLY

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: Rent the Runway, 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: 03/03/2009 And the period of its duration is: CHECK ONLY ONE BOX <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 345 Hudson Street, 6th Floor, New York, NY 10014		
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name C T Corporation System Street Address (NOT a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A		
City/Town East Providence	State RHODE ISLAND	Zip Code 02914

MAIL TO:

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

FILED

JUL 13 2017

STAMP

FOR
SECRETARY OF STATE
USE ONLY

BY CU 308153

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Rent and/or sell clothing and accessories

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

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		
VICE PRESIDENT		
TREASURER		
SECRETARY		

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
20,091,540	Preferred	A-E	\$0.0010
35,500,000	Common		\$0.0010

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

\$ 62,000,000

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

\$ 0.00

(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. <div style="text-align: right;">\$ 109,000,000.00</div>	(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. <div style="text-align: right;">\$ 405,000.00</div>
(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> <div style="text-align: right;">0.4 %</div>	
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: CHECK ONLY ONE BOX	
<input checked="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) _____	
<i>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.</i>	
Type or Print Name of Authorized Officer <div style="text-align: right;">Scarlett O'Sullivan</div>	Date <div style="text-align: center; font-size: 1.2em;">7/10/17</div>
Signature of Authorized Officer of the Corporation <div style="text-align: center; font-family: cursive; font-size: 1.2em;">SO'Sullivan</div>	

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.

Officer/Director Attachment

Directors

1. Jennifer Hyman
345 Hudson Street, 6A New York, NY 10014
2. Jennifer Carter Fleiss
421 Hudson Street Apt 717 New York, NY 10014-3652
3. Beth Kaplan
Axcel Partners 801 Key Highway, #110 Baltimore, Maryland 21230
4. Scott Friend
Bain Capital Ventures, LLC John Hancock Tower 200 Clarendon Street Boston, MA 02116
5. Rick Kimball
Technology Crossover Ventures (TCV) 528 Ramona Street Palo Alto, CA 94301
6. Daniel Nova
Highland Capital Partners One Broadway, 16th Floor Cambridge, MA 02142
7. Dan Rosensweig
Chegg Inc. 3990 Freedom Circle Santa Clara, CA 95054
8. Carley Rooney
XO Group Inc. 195 Broadway, 25th Floor, New York, NY 10007

Officers

1. Jennifer Hyman-CEO, Treasurer
345 Hudson Street, 6A New York, NY 10014
2. Scarlett O'Sullivan-CFO, Secretary
345 Hudson Street, 6A New York, NY 10014

Delaware

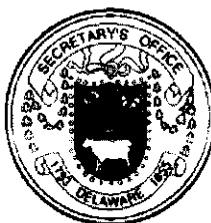
The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "RENT THE RUNWAY, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SEVENTH DAY OF JUNE, A.D. 2017.

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

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



4661108 8300

SR# 20174977034

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202790922

Date: 06-27-17