



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

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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 SECRETARY OF STATE
 CORPORATIONS DIV

2018 APR 23 AM 11:19
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**Application for Certificate of Authority
 Foreign Business Corporation**

Filing and License 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:	
SMARTBUG MEDIA, INC.	
2. It is incorporated under the laws of:	CALIFORNIA
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:	JULY 11, 2008
And the period of its duration is: CHECK ONLY ONE BOX	
☒ Perpetual (on-going)	
☐ Date certain for dissolution _____	
5. The address of its principal office is:	
2618 SAN MIGUEL DR, STE 216, NEWPORT BEACH, CA 92660	

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6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name INCORP SERVICES, INC.		
Street Address (<u>NOT</u> a P.O. Box) 222 JEFFERSON BLVD., SUITE 200		
City/Town WARWICK	State RHODE ISLAND	Zip Code 02888

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

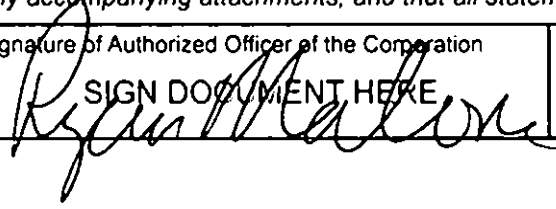
8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):	
NAME	ADDRESS
RYAN MALONE	2618 SAN MIGUEL DR, STE 216, NEWPORT BEACH, CA 92660
JULIA FELDMAN	2618 SAN MIGUEL DR, STE 216, NEWPORT BEACH, CA 92660

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	RYAN MALONE	SAME AS BUSINESS
VICE PRESIDENT		
TREASURER		
SECRETARY	JULIA FELDMAN	SAME AS BUSINESS

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
1000	A	N/A	NO PAR VALUE

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ 33,000		
(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. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i>		
0 %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ 5,400,000		
(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.		
\$ 0		
(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>		
0 %		
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		
☒ Date received (Upon filing)		
☐ 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.		
Signature of Authorized Officer of the Corporation 	Type or Print Name of Authorized Officer RYAN MALONE	Date 04/19/2018

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.

3154010

FILED
In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

JUL 11 2008

I

The name of this corporation is SmartBug Media, Inc.

II

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the **General Corporation Law** of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

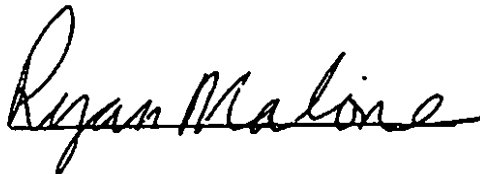
III

The name and address in the State of California of this corporation's initial agent for service of process is:

Ryan Malone
35 Shearwater Place
Newport Beach, CA 92660

IV

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this corporation is authorized to issue is One Thousand (1,000).



Ryan Malone, Incorporator

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

SMARTBUG MEDIA, INC.

FILE NUMBER: C3154010
FORMATION DATE: 07/11/2008
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

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 January 03, 2018.

ALEX PADILLA
Secretary of State



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:

April 23, 2018 11:19 AM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

