



State of Rhode Island and Providence Plantations

Department of State - Business Services Division

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SECRETARY OF STATE
CORPORATIONS DIV
2018 SEP 10 PM 12:46

Application for Certificate of Authority

FOREIGN Business 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: LocalBitcoins USA, 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: 08/14/2018		
And the period of its duration is: CHECK ONE BOX ONLY ☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
5. The address of its principal office is: c/o Cogent Law Group LLP, 1875 K St NW 4th Floor, Washington DC 20006		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name URS AGENTS, LLC		
Street Address (NOT a P.O. Box) 222 Jefferson Boulevard Suite 200		
City/Town Warwick	State RHODE ISLAND	Zip Code 02888

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** P

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BY *[Signature]*

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

Providing online information and services to persons conducting private sales of cryptocurrency.

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	Adella Toulon-Foerster	c/o Cogent Law, 1875 K St NW 4th Flr, Wash DC 20006
VICE PRESIDENT		
TREASURER	Adella Toulon-Foerster	c/o Cogent Law, 1875 K St NW 4th Flr, Wash DC 20006
SECRETARY	Adella Toulon-Foerster	c/o Cogent Law, 1875 K St NW 4th Flr, Wash DC 20006

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
1500	Common		\$0.01

10. An estimate, **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. (Note: Percentage obtained from worksheet.)

0 _____ %

11. An estimate, **as a percentage**, of 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. (Note: Percentage obtained from worksheet.)

0 _____ %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date 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

Adella Toulon-Foerster

Date

08/27/2018

Signature of Authorized Officer of the Corporation

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "LOCALBITCOINS USA, 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-SECOND DAY OF AUGUST, A.D. 2018.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "LOCALBITCOINS USA, INC." WAS INCORPORATED ON THE FOURTEENTH DAY OF AUGUST, A.D. 2018.

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

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Jeffrey W. Bullock, Secretary of State

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SR# 20186292595

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

Authentication: 203289484

Date: 08-22-18



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:

September 10, 2018 12:46 PM

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

