



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

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 SECRETARY OF STATE
 CORP. DIVISION
 2019 MAY 29 PM 12:05

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: HOVER 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: 3/15/2011		
And the period of its duration is: CHECK ONE BOX ONLY		
<input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: 539 BRYANT STREET, SUITE 302, SAN FRANCISCO, CA 94107		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name CT 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

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

SOFTWARE SALES

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
STEWART ALSOP	539 BRYANT STREET #302, SAN FRANCISCO, CA 94107
TYSON CLARK	539 BRYANT STREET #302, SAN FRANCISCO, CA 94107
MATT MURPHY	539 BRYANT STREET #302, SAN FRANCISCO, CA 94107
ADAM J. ALTMAN	539 BRYANT STREET #302, SAN FRANCISCO, CA 94107

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	ADAM JASON ALTMAN	539 BRYANT ST. #302, SAN FRANCISCO, CA 94107
VICE PRESIDENT		
TREASURER	YEVGENIA FINK	539 BRYANT ST. #302, SAN FRANCISCO, CA 94107
SECRETARY	ADAM JASON ALTMAN	539 BRYANT ST. #302, SAN FRANCISCO, CA 94107

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
75,000,000	COMMON		\$0.0001
45,902,856	PREFERRED	SEE ATTACHED	\$0.0001

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 _____ %

HOVER INC.

ATTACHMENT TO RHODE ISLAND APPLICATION FOR CERTIFICATE OF AUTHORITY

8(a) – LIST OF DIRECTORS (continued)

ROSS HANGEBRAUCK
539 BRYANT STREET, #302
SAN FRANCISCO, CA 94107

KEVIN COMPTON
539 BRYANT STREET, #302
SAN FRANCISCO, CA 94107

9. – SERIES OF PREFERRED STOCK

SERIES 1 PREFERRED STOCK –	5,388,678
SERIES 2 PREFERRED STOCK –	10,314,492
SERIES 3 PREFERRED STOCK –	10,353,313
SERIES 4 PREFERRED STOCK –	13,219,820
SERIES 5 PREFERRED STOCK –	6,626,553
	=====
TOTAL	45,902,856

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.

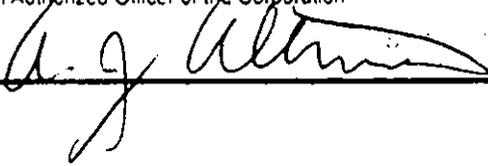
Type or Print Name of Authorized Officer

ADAM J. ALTMAN

Date

May 28, 2019

Signature of Authorized Officer of the Corporation



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.

FORM 150 - Revised 12/2017

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HOVER 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-EIGHTH DAY OF MAY, A.D. 2019.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HOVER INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF MARCH, A.D. 2011.

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

2019 MAY 29 PM 12:05
SECRETARY OF STATE
CORPORATIONS DIV




Jeffrey W. Bullock, Secretary of State

4954322 8300

SR# 20194690746

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

Authentication: 202910649

Date: 05-28-19



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:

May 29, 2019 12:05 PM

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

