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

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SECRETARY OF STATE
CORPORATIONS
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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:

Lesson Nine GmbH

2. It is incorporated under the laws of: GERMANY

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:

Lesson Nine GmbH Inc.

(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: November 2, 2007

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:

Max-Beer Strasse, 2; Berlin GERMANY 10119

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name: Corporation Service Company

Street Address (NOT a P.O. Box): 222 Jefferson Boulevard, Suite 200

City/Town	State	Zip Code
Warwick	**RHODE ISLAND**	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

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FORM 150 - Revised 12/2017

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

Software as a service sales of the language-learning app Babbel

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
---please see attached---	

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	Markus Witte	Lesson Nine Gmbh, Max-Beer Strasse 2; Berlin 10119 GERI
VICE PRESIDENT		
TREASURER	Ina Wetzel	Lesson Nine Gmbh, Max-Beer Strasse 2; Berlin 10119 GER
SECRETARY	Markus Witte	Lesson Nine Gmbh, Max-Beer Strasse 2; Berlin 10119 GER

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
25,000	Common (company shares)	0	1 € each
10,800	Common (company shares)	A	1 € each
9,249	Common (company shares)	B	1 € each
5,149	Common (company shares)	C	1 € each

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.)*

.05 %

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) August 1, 2019

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	Date
Markus Witte	Jun 28, 2019

Signature of Authorized Officer of the Corporation

SIGN DOCUMENT HERE

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.

Lesson Nine GmbH
Board of Directors

Director 1
Name: Markus Witte
Address: c/o Lesson Nine GmbH, Max-Beer Strasse, 2; Berlin, GERMANY 10119

Director 2
Name: Thomas Holl
Address: c/o Lesson Nine GmbH, Max-Beer Strasse, 2; Berlin, GERMANY 10119

Director 3
Name: Stuart Patterson
Address: c/o Scottish Equity Partners, 17 Blythswood Square, Glasgow, G2 4AD, SCOTTLAND

Director 4
Name: Walter Masalin
Address: c/o Nokia Growth Partners, Karaportti 3, 02610 Espoo, Finland

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Director 5
Name: Anthony Askew
Address: c/o REV, One Strand, London, WC2N 5JR, ENGLAND

Director 6
Name: Simon Guild
Address: c/o Bassrock Media, 27 Upper Montagu Street, London, W1H 1SB

Finanzamt für Körperschaften IV

Berlin

Finanzamt für Körperschaften IV, Magdalenenstr. 25, 10365 Berlin

ba tax gmbh Wirtschaftsprüfungsgesellschaft
Alstertwiete 3
20099 Hamburg

ID-Nr:
Aktenzeichen/ Steuernummer: 30 / 418 / 50066 F9
Bearbeiterin: Frau Dietrich
Dienstgebäude: Magdalenenstr. 25
10365 Berlin
Zimmer: 2311
Telefon: 030 9024-300
Direktwahl: 030 9024 - 30658
E-Mail: poststelle@fa-koerperschaften-iv.verwalt-berlin.de

Datum: 28.06.2019

Bescheinigung über die Eintragung als Steuerpflichtiger (Unternehmer)

Hiermit wird bescheinigt, dass
This is to certify that

Lesson Nine GmbH
Max-Beer-Str. 2
10119 Berlin

Sonstige Softwareentwicklung (gewerblich)

registriert ist.
is registered

☒ als Steuerpflichtiger (Unternehmer)
as a taxpayer (company)

- ☒ unter der Steuernummer 30 / 418 / 50066
  under tax number
- ☒ unter der Umsatzsteuer-Identifikationsnummer DE257994711
  under VAT identification number

☐ als Teil einer Mehrwertsteuergruppe unter der Steuernummer
as part of a VAT group under tax number
des Steuerpflichtigen (Unternehmers)
of taxpayer (company)

und ggf. unter der Umsatzsteuer-Identifikationsnummer[1]
and, if applicable, under VAT identification number

Diese Bescheinigung dient ausschließlich zum Nachweis der Eintragung als Unternehmer
This document is provided solely to confirm registration as a company for the purpose of

☒ zur Vorlage im Verfahren zur Erstattung von Umsatzsteuer in Drittstaaten.
obtaining a VAT refund in a third country.

☒ für Zwecke der umsatzsteuerlichen Registrierung im Ausland.
VAT registration in another country.

Diese Bescheinigung verliert ihre Gültigkeit mit Ablauf des: 27.06.2020
This certificate is valid until:

(Die Gültigkeit der Bescheinigung ist auf einen Zeitraum von längstens einem Jahr nach Ausstellungsdatum zu beschränken.)
(The certificate is valid for up to one year from the date of issue.)

(Dienststempel – Official stamp)

28. JUNI 2019
(Datum – Date)

(Unterschrift – Signature)
(Dietrich, StOSin – Name and title)

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:

July 19, 2019 12:07 PM

Nellie M. Gorbea
Secretary of State