



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

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 SECRETARY OF STATE
 CORP. DIVISION
 2019 AUG -7- PM 12:45

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: Provenance Technologies, 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: 10/19/2019 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: 235 Pine Street 22nd Floor, San Francisco, CA 94104					
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name C T Corporation System Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A <table border="1" style="width: 100%;"> <tr> <td>City/Town East Providence</td> <td>State RHODE ISLAND</td> <td>Zip Code 02914</td> </tr> </table>			City/Town East Providence	State RHODE ISLAND	Zip Code 02914
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

12:45

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BY *[Signature]* RCS 3Y

FORM 150 - Revised: 12/2017

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

To operate as a money transmitter

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
Ira Lam	235 Pine Street 22nd Floor, San Francisco, CA 94104
Bela Pandya	235 Pine Street 22nd Floor, San Francisco, CA 94104
John Becca	235 Pine Street 22nd Floor, San Francisco, CA 94104

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	Bela Pandya	235 Pine Street 22nd Floor, San Francisco, CA 94104
SECRETARY	Ira Lam	235 Pine Street 22nd Floor, San Francisco, CA 94104

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
40,000,000	Series A Preferred	A	\$400.0000
520,000,000	Common Stock		\$4.473.0000
45,649,145	Employee Stock Pool Plan		No Par Value

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

Jennifer Kurz

Date

8/6/2019

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.

FORM 150 - Revised: 12/2017

**Attachment to Rhode Island
Officers & Directors**

1	Full Name:	Scott Butler
	Officer/Director:	Officer
	Officer's Title:	CEO
	Business Address:	235 Pine Street 22nd Floor
	City:	San Francisco
	State:	CA
	ZIP Code:	94104

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PROVENANCE TECHNOLOGIES, 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 FIRST DAY OF AUGUST, 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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CORP. DIV.
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SR# 20196285862

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 203331263

Date: 08-01-19



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:

August 07, 2019 12:45 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

