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R.I. DEPT. OF STATE
BUS SVCS DIVState of Rhode Island and Providence Plantations
Department of State - Business Services Division

2020 FEB 26 P 12:19

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: Passport Labs, 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: November 26, 2013		
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: 128 South Tryon Street, Suite 2200, Charlotte, North Carolina 28202		
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 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.scs.ri.gov**FILED** C**FEB 26 2020**BY CH ZE X6C
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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Market and sell software technology solutions within the State of Rhode Island.

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 also Exhibit A.

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	Robert Youakim	128 South Tryon Street, Suite 2200, Charlotte NC 28202
VICE PRESIDENT	Khristian Gutierrez	128 South Tryon Street, Suite 2200, Charlotte NC 28202
TREASURER	Hunter Louis	128 South Tryon Street, Suite 2200, Charlotte NC 28202
SECRETARY	Jason Idilbi	128 South Tryon Street, Suite 2200, Charlotte NC 28202

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:

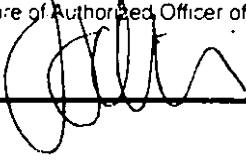
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
4,738,462	Voting Common		\$0.0001
681,902	Non-Voting		\$0.0001
2,887,520	Preferred		\$0.0001

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.)

0.00 %

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.)

0.25 %

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> 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	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____	
<i>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.</i>	
Type or Print Name of Authorized Officer	Date
Jason Idilbi	2/20/20
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.

Exhibit A

**State of Rhode Island
Application for Certificate of Authority (Foreign Business Corporation)**

Section 8(a): The names and usual business addresses of its current officers and directors are:

DIRECTORS

Name	Title	Address
Robert Youakim	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Khristian Gutierrez	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Matthew Harris	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Brian Mooney	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Habib Kairouz	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Bret Maxwell	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202
Scott Hilleboe	Director	128 South Tryon, Suite 2200 Charlotte, NC 28202

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PASSPORT LABS, 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-FIFTH DAY OF FEBRUARY, A.D. 2020.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PASSPORT LABS, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF NOVEMBER, A.D. 2013.

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

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SR# 20201515792

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

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

Authentication: 202460146

Date: 02-25-20



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:

February 26, 2020 12:19 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

