



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

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## Application for Amended Certificate of Authority FOREIGN Business Corporation

→ Filing Fee: \$75.00 (\$235 for an increase in authorized shares)

Pursuant to the provisions of RIGL 7-1.2-1411, the undersigned foreign corporation hereby applies for an Amended Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. Entity ID Number: <b>001339358</b>	2. The name of the corporation is: <b>Payoff, Inc.</b>
3. It is incorporated under the laws of: <b>Delaware</b>	4. List the date the Certificate of Authority was issued by the RI Department of State: <b>08/04/2015</b>
5. If the entity's name has changed, state the new name: <b>Happy Money, Inc.</b> <div style="text-align: right;">Check box to indicate no change <input type="checkbox"/></div>	
6. 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>N/A</b> (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application: <b>N/A</b>	
7. If the entity's purpose is changing complete the following section: <i>"The new purpose should include ALL activity to be transacted in the State of Rhode Island."</i> <b>N/A</b> <div>Check the box to indicate an attachment <input type="checkbox"/></div> <div style="text-align: right;">Check box to indicate no change <input checked="" type="checkbox"/></div>	

MAIL TO:  
Division of Business Services  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: [www.sos.ri.gov](http://www.sos.ri.gov)

FILED

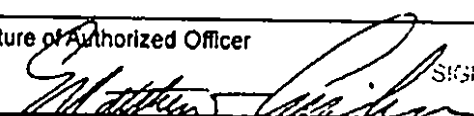
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BY PSQ RCT

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](mailto:corporations@sos.ri.gov).

FORM 151 - Revised 12/2017

<b>8. If there has been an increase in the authorized shares of the corporation complete the following section:</b> <i>*List ALL authorized shares as of this amendment.</i>			
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
SEE ATTACHED			
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

Check the box to indicate an attachment <input checked="" type="checkbox"/>		Check box to indicate no change <input type="checkbox"/>	
<b>8a.</b> 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. <i>(Note: Percentage obtained from worksheet.)</i>		0 _____ %	
<b>8b.</b> 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. <i>(Note: Percentage obtained from worksheet.)</i>		0 _____ %	
<b>9.</b> As required by RIGL 7-1.2-105, the corporation has paid all fees and taxes.			
<b>10.</b> Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.			
<b>11.</b> Date when the Amended Certificate of Authority will be effective: <b>CHECK ONE BOX ONLY</b>			
<input 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 Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.</i>			
Name of Authorized Officer of the Corporation <b>Matthew Wilson</b>			Date <b>3/12/2020</b>
Signature of Authorized Officer  <div style="text-align: right;">SIGN DOCUMENT HERE</div>			

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FORM 151 - Revised: 12/2017

Happy Money, Inc. (formerly, Payoff, Inc.)

CLASS/SERIES	AUTHORIZED	ISSUED	PAR VALUE
COMMON	290,000,000	21,664,096	\$0.0000001
PREFERRED SERIES AA	25,667,218	25,667,218	\$0.0000001
PREFERRED SERIES AB	24,138,185	24,138,185	\$0.0000001
PREFERRED SERIES B	25,522,629	25,522,629	\$0.0000001
PREFERRED SERIES C	67,965,969	67,965,969	\$0.0000001
PREFERRED SERIES D	68,284,915	49,537,920	\$0.0000001