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Application for Certificate of Authority
 FOREIGN Business Corporation

2020 JUL 31 PM 1:08 **STAMP**

→ 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: Duolingo, 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: Duolingo, 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: 08/18/2011		
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: 5900 Penn Avenue, Pittsburgh, PA 15206		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name C T 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:

Language Learning App

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
Brad Burnham	915 Broadway, 19th Floor, New York, NY 10010
Bing Gordon	5900 Penn Avenue, Pittsburgh, PA 15206
Severin Hacker	5900 Penn Avenue, Pittsburgh, PA 15206
Gilian Munson	5900 Penn Avenue, Pittsburgh, PA 15206

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	Luis Von Ahn	5900 Penn Avenue, Pittsburgh, PA 15206
VICE PRESIDENT		
TREASURER	Matthew Skaruppa	5900 Penn Avenue, Pittsburgh, PA 15206
SECRETARY	Patrick Pohlen	140 Scott Drive, Menlo Park, CA 94025

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
40,900,000	Common		\$0.0001
3,865,073	Preferred	A	\$0.0001
6,298,550	Preferred	B	\$0.0001
2,947,720	Preferred	C	\$0.0001

SEE ATTACHMENT

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

Luis von Ahn

Date

July 20, 2020

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

Capital Stock

1 Class:	Preferred
Series:	D
Number Authorized:	3,153,798
Does this series have a Par Value?:	Yes
Par Value Amount:	\$0.0001
2 Class:	Preferred
Series:	E
Number Authorized:	1,223,708
Does this series have a Par Value?:	Yes
Par Value Amount:	\$0.0001
3 Class:	Preferred
Series:	F
Number Authorized:	758,146
Does this series have a Par Value?:	Yes
Par Value Amount:	\$0.0001
4 Class:	Preferred
Series:	G
Number Authorized:	241,658
Does this series have a Par Value?:	Yes
Par Value Amount:	\$0.0001

Officers & Directors

1 Full Name:	Matt Skaruppa
Officer/Director:	Officer
Officer's Title:	CFO
Business Address:	5900 Penn Avenue
City:	Pittsburgh
State:	PA
ZIP Code:	15206
2 Full Name:	Luis Von Ahn
Officer/Director:	Director & CEO
Officer's Title:	
Business Address:	5900 Penn Avenue
City:	Pittsburgh
State:	PA
ZIP Code:	15206

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "DUOLINGO, 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-NINTH DAY OF JUNE, 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 FRANCHISE TAXES HAVE BEEN PAID TO DATE.



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SR# 20205955116

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


Jeffrey W. Bullock, Secretary of State

Authentication: 203190086

Date: 06-29-20