



State of Rhode Island

Department of State - Business Services Division

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:

RECEIVED
RI-DEPT. OF STATE
BUS SVCS DIV
2020 SEP 18 PM 12:01

1. The name of the corporation is: Happy Health, 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: 7/22/2019		
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: 1801 E 51st Street, Suite 365116, Austin, TX 78723		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name Northwest Registered Agent, LLC		
Street Address (<u>NOT</u> a P.O. Box) 47 Wood Avenue, Suite 2		
City/Town Barrington	State RHODE ISLAND	Zip Code 02806

MAIL TO:

Division of Business Services

148 W. River Street, Providence, Rhode Island 02904-2615

Phone: (401) 222-3040

Website: www.sos.ri.gov**FILED**

SEP 18 2020

KL SXVCF
12:01

STAMP

FOR
PROFESSIONAL USE ONLY

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

Provider of artificial intelligence based biosensors and cognitive health services.

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
Sean Rad	1801 E 51st Street, Suite 365116, Austin, TX 78723
Paul Berns	1801 E 51st Street, Suite 365116, Austin, TX 78723
Robert Nelson	1801 E 51st Street, Suite 365116, Austin, TX 78723

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		
SECRETARY		

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
53,000,000	Class A Common	N/A	0.0001
36,910,788	Class B Common	N/A	0.0001
11,000,220	Preferred	Series A	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 _____ %

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

Sean Rad

Date

9/11/2020

Signature of Authorized Officer of the Corporation

DocuSigned by:

Sean Rad

024E4C17A970429

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HAPPY HEALTH, 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 FOURTEENTH DAY OF SEPTEMBER, 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 "HAPPY HEALTH, INC." WAS INCORPORATED ON THE TWENTY-SECOND DAY OF JULY, A.D. 2019.

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



7525473 8300

SR# 20207253105

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.

Authentication: 203649532

Date: 09-14-20



State of Rhode Island

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,
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:

September 18, 2020 12:01 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive.

Nellie M. Gorbea
Secretary of State

