



State of Rhode Island
Department of State - Business Services Division

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2020 DEC 22 P 1:10

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: HealthEquity, 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: 09/18/2002 And the period of its duration is: CHECK ONE BOX ONLY ☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
5. The address of its principal office is: 15 W SCENIC POINTE DR STE 100, DRAPER UT, 84020-6120		
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:

Benefits administration.

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 attached.	

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	Please see attached.	
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:

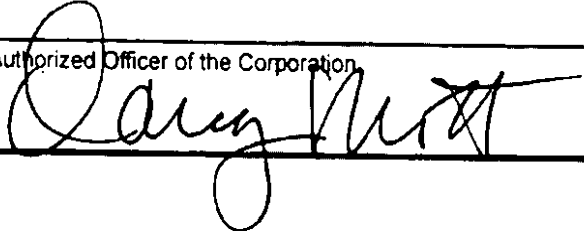
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
900,000,000	Common		0.0001
100,000,000	Preferred		0.0001

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 %

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.)

0.09 %

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	
☒ Date received (Upon filing)	
☐ 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
Darcy Mott	12-18-20
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.

FORM 150 - Revised: 08/2020

HealthEquity, Inc. Directors and Officers

Officer: Jon Kessler (President & CEO)
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Officer: Darcy Mott (EVP & CFO)
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Officer: Ted Bloomberg (EVP & COO)
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Officer: Del Ladd (EVP, General Counsel, & Secretary)
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Officer: Steve Neeleman (Founder and Vice Chairman)
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Robert W. Selander
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Jon Kessler
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Stephen D. Neeleman
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Frank A. Corvino
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Adrian T. Dillon
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Evelyn Dilsaver
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Debra McCowan
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Ian Sacks
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Director: Gayle Wellborn
15 W. Scenic Pointe Drive, Ste 100
Draper, UT 84020

Delaware

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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHEQUITY, 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 TWENTIETH DAY OF NOVEMBER, 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 "HEALTHEQUITY, INC." WAS INCORPORATED ON THE EIGHTEENTH DAY OF SEPTEMBER, A.D. 2002.

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



3571081 8300

SR# 20208458110

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: 204130925

Date: 11-20-20



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:

December 22, 2020 01:10 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

