



State of Rhode Island

Department of State - Business Services Division

FILED
DEPT OF STATE
BUS SVCS DIV
2021 MAR 26 PM 3:17

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:

Theatro 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: March 29, 2012

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:

307 Hilltop Ave, Richardson, TX 75081

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name

Incorporating Services, Ltd.

Street Address (NOT a P.O. Box)

222 Jefferson Blvd., 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.sos.ri.gov

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MAR 26 2021

BY *[Signature]* FVXKN

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

A sales representative lives in Rhode Island and will be making sales calls out of his home.

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
Dean Nelson	55 Railroad Avenue, Greenwich, CT 06830
John Jagers	6223 Deloache, Dallas, TX 75220
Antal Desai	2000 McKinney Ave, Dallas, TX 75201
John Spiliotis	16221 Hollyrdige Dr, Parker, CO 80134

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	Chris Todd	3400 Howell St #602, Dallas, TX 75204
VICE PRESIDENT		
TREASURER	William McNamara	6167 Vanderbilt Ave, Dallas, TX 75214
SECRETARY	Judy O'Brien	1652 Bay Laurel Dr, Menlo Park, CA 94024

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
104,500,000	Common	NA	.0001
23,088,830	Preferred	A	.0001
31,829,344	Preferred	B	.0001
13,897,988	Preferred	C	.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.)

0.04 _____ %

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

William McNamara

Date

March 26, 2021 | 12:05 PM

Signature of Authorized Officer of the Corporation

William McNamara

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "THEATRO LABS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

THE FOLLOWING DOCUMENTS HAVE BEEN FILED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-NINTH DAY OF MARCH, A.D. 2012, AT 7:16 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, FILED THE SIXTH DAY OF FEBRUARY, A.D. 2013, AT 6:15 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE SIXTH DAY OF MAY, A.D. 2013, AT 2:48 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SEVENTH DAY OF AUGUST, A.D. 2014, AT 5:47 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE FIFTH DAY OF OCTOBER, A.D. 2016, AT 4:54 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SIXTEENTH DAY OF FEBRUARY, A.D. 2017, AT 1:57 O'CLOCK P.M.



5132396 8310

SR# 20210399686

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 in a small font.

Authentication: 202480963

Date: 02-10-21

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RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF OCTOBER,
A.D. 2017, AT 11:36 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, FILED THE FOURTH DAY OF SEPTEMBER,
A.D. 2018, AT 12:09 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-THIRD DAY OF APRIL, A.D.
2019, AT 5:44 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FOURTH DAY OF MAY, A.D.
2019, AT 2:01 O'CLOCK P.M.

CERTIFICATE OF VALIDATION, FILED THE TWELFTH DAY OF NOVEMBER,
A.D. 2019, AT 5:40 O'CLOCK P.M.

RESTATED CERTIFICATE, FILED THE SECOND DAY OF DECEMBER, A.D.
2019, AT 11:02 O'CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWENTY-FIFTH DAY OF JANUARY,
A.D. 2021, AT 3:47 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "THEATRO LABS, INC.".

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



5132396 8310

SR# 20210399686

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

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

Jeffrey W. Haddock, Secretary of State

Authentication: 202480963

Date: 02-10-21

Delaware

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



5132396 8310

SR# 20210399686

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.

Jeffrey W. Bullock, Secretary of State

Authentication: 202480963

Date: 02-10-21



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:

March 26, 2021 03:17 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

