



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

Certificate of Authority

FOREIGN 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:

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 R.I. DEPT. OF STATE
 BUS. SVCS. DIV.
 2021 MAY 20 P 12:25

1. The name of the corporation is: U-Pledge 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: 01/07/2021 And the period of its duration is: CHECK ONLY ONE BOX ☒ Perpetual (on-going) ☐ Date certain for dissolution _____					
5. The address of its principal office is: 2541 Chislehurst Place, Los Angeles, CA 90027					
6. The name and address of the initial registered agent/office of in Rhode Island: Agent Name Vcorp Services, LLC Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A <table border="1"> <tr> <td>City/Town East Providence</td> <td>State RHODE ISLAND</td> <td>Zip Code 02914</td> </tr> </table>			City/Town East Providence	State RHODE ISLAND	Zip Code 02914
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

FILED
STAMP
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 BY *[Signature]* **PGREK**
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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Fintech company brokering and servicing loans that provide additional funding to nonprofits

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
Dominic Kalms	1441 Butler Avenue #2, Los Angeles, CA 90025
Paul Kalms	2541 Chislehurst Place, Los Angeles, CA 90027

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	Dominic Kalms	1441 Butler Avenue #2, Los Angeles, CA 90025
VICE PRESIDENT		
TREASURER		
SECRETARY	Paul Kalms	2541 Chislehurst Place, Los Angeles, CA 90027

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
10,000,000	Common Shares		\$0.0001

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

\$ 0

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:

\$ 0

(c) Estimate, as a percentage, 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: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.

0 %

11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. \$ <u>5,000,000</u>	(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year. \$ <u>100,000</u>
(c) Estimate, as a percentage, 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: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <u>2</u> _____ %	
12. This application must be accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.	
13. Date when the Certificate of Authority will be effective: CHECK ONLY ONE BOX	
☒ Date received (Upon filing)	
☐ Later effective date (Date must be no more than 90 days from the day 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 Paul Kalms	Date 05/19/2021
Signature of Authorized Officer of the Corporation SIGN DOCUMENT HERE <i>Paul Kalms</i>	

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "U-PLEDGE 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 MAY, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "U-PLEDGE INC." WAS INCORPORATED ON THE SEVENTH DAY OF JANUARY, A.D. 2021.

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



4819566 8300

SR# 20211917788

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: 203250298

Date: 05-20-21



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:

May 20, 2021 12:25 PM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, with the first letters of the first and last names being capitalized and prominent.

Nellie M. Gorbea

Secretary of State

