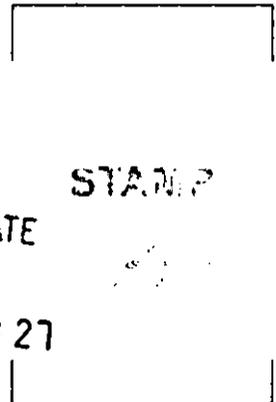




State of Rhode Island
Department of State - Business Services Division



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:

1. The name of the corporation is: Xero, 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: 2/24/2011		
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: 1615 Platte St, Denver, CO 80202		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name C T Corporation System		
Street Address (<u>NOI</u> 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

FILED ^m **STAMP**
 MAY 21 2021
 BY CU 3032
 9:27
 FORM 150 - Revised. 08/2020

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
 Transacting any and all lawful business for which a corporation may be incorporated under the Rhode Island Business Corporation Act
 To provide Software as Service and related services to customers based in Rhode Island.

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
Anthony J. Ward	1615 Platte St, Denver, CO 80202
Kirsty V. Godfrey-Billy	1615 Platte St, Denver, CO 80202
Andrew J. Burner	1615 Platte St, Denver, CO 80202

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	Anthony J. Ward	1615 Platte St, Denver, CO 80202
VICE PRESIDENT		
TREASURER	Eric D. Lundeen	1615 Platte St, Denver, CO 80202
SECRETARY	Eric D. Lundeen	1615 Platte St, Denver, CO 80202

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
50,000	Common		1.000
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.)

0.27 _____ %

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.

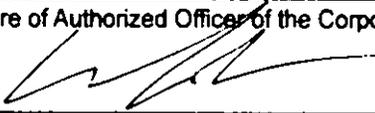
Type or Print Name of Authorized Officer

Eric Lundeen

Date

04/01/2021

Signature of Authorized Officer of the Corporation



Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT "XERO, 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-FOURTH DAY OF FEBRUARY, A.D. 2011, AT 3:34 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATE IS THE ONLY PAPER OF RECORD, THE CORPORATION IN QUESTION NOT HAVING FILED AN AMENDMENT NOR HAVING MADE ANY CHANGE WHATSOEVER IN THE ORIGINAL CERTIFICATE AS FILED.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "XERO, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF FEBRUARY, A.D. 2011.




Jeffrey W. Bullock, Secretary of State

4902895 8315

SR# 20210786238

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

Authentication: 202815953

Date: 03-24-21

Delaware

The First State

Page 2

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




Jeffrey W. Butts, Secretary of State

4902895 8315

SR# 20210786238

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

Authentication: 202815953

Date: 03-24-21



xerostech.com
+44 (0)114 2899656

April 27, 2021

State of Rhode Island
Department of State - Business Services Division
148 W. River Street
Providence, Rhode Island 02904-2615

Dear Sir or Madam:

Xeros Inc. hereby consents to Xero, Inc., a Delaware corporation, filing a Foreign Corporation Application for Certificate of Authority in the State of Rhode Island and doing business in the State of Rhode Island as Xero, Inc.

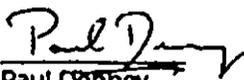
Should you have any questions regarding this consent please contact Mr Gordon Ellis (Director of IP) at Gordon.ellis@xerostech.com.

Thank you.

Sincerely,

XEROS INC.

By:


Paul Denney
CFO



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 21, 2021 09:27 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

