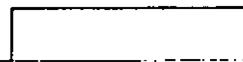




State of Rhode Island
Department of State - Business Services Division



Application for Certificate of Authority
 FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

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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: PG Govern Inc. | | |
| 2. It is incorporated under the laws of: Canada | | |
| 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: 04/09/1997 | | |
| 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: 1600 Boul René-Lévesque Ouest Bureau 620, Montréal, QC H3H 1P9 | | |
| 6. The name and address of the initial registered agent/office in Rhode Island: | | |
| Agent Name Cogency Global, Inc. | | |
| Street Address (NOT a P.O. Box) 222 Jefferson Boulevard | | |
| 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.n.gov

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 BY **MSB** **MSB/W4**

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

Software Sales and 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 |
|-------------|--|
| Jeff Bender | 1 Antares Drive, Suite 400, Ottawa, ON K2E 8C4 |
| | |
| | |
| | |

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 | Jeff Bender | 1 Antares Drive, Suite 400, Ottawa, ON K2E 8C4 |
| VICE PRESIDENT | Amanda Neale | 1 Antares Drive, Suite 400, Ottawa, ON K2E 8C4 |
| TREASURER | | |
| SECRETARY | Todd Richardson | 1 Antares Drive, Suite 400, Ottawa, ON K2E 8C4 |

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 |
|------------------|--------------|--------|---------------------------------|
| Unlimited | A & B Common | | NPV |
| Unlimited | A,B,D Pfd. | | NPV |
| 200,000 | Class C Pfd. | | NPV |
| | | | |

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.)

1.2 %

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

Todd Richardson

Date

10/19/2022

Signature of Authorized Officer of the Corporation





Certificate of Compliance

Canada Business Corporations Act
s. 263.1

Certificat de conformité

Loi canadienne sur les sociétés par actions
art. 263.1

PG GOVERN INC.

Corporate name / Dénomination sociale

336323-6

Corporation number / Numéro de société

I HEREBY CERTIFY that the corporation
named above:

- exists under the *Canada Business Corporations Act*;
- has filed the required annual returns; and
- has paid all prescribed fees required.

JE CERTIFIE, par la présente, que la société ci-
dessus mentionnée :

- existe en vertu de la *Loi canadienne sur les sociétés par actions*;
- a déposé les rapports annuels exigés; et
- a acquitté les droits prescrits.

Hantz Prosper

Director / Directeur

2022-09-26

Issuance date (YYYY-MM-DD)
Date d'émission (AAAA-MM-JJ)



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:

October 21, 2022 02:48 PM

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

Nellie M. Gorbea
Secretary of State

