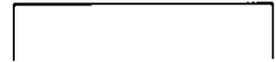




State of Rhode Island

Department of State - Business Services Division

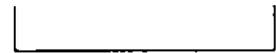


Application for Certificate of Authority
FOREIGN Business Corporation

RECEIVED
R.I. DEPT. OF STATE
BUS SVCS DIV

Filing Fee: \$310.00 minimum

2022 NOV 21 P 1:47



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: SCOPELY, 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: 01/26/2011
And the period of its duration is: CHECK ONE BOX ONLY
[X] Perpetual (on-going)
Date certain for dissolution
5. The address of its principal office is: 3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
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

FILED
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BY MS XB8HH

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

mobile gaming

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
Ferreira, Javier	3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
Driver, Walter	3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
O'Brien, Timothy	3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
Terbeck, Mark	3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412

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		
VICE PRESIDENT		
TREASURER		
SECRETARY	Driver, Walter	3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412

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
98,864,950	Common Stock		\$0.00001
4,680,251	Preferred Stock	Series Seed	\$0.00001
8,246,694	Preferred Stock	Series A-1	\$0.00001
1,483,601	Preferred Stock	Series A-2	\$0.00001

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 _____ %

Additional Directors of Scopely, Inc.

1. Johnson, Collister
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
2. Elbaz, Eytan
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
3. Newhouse, Benjamin
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
4. Kearl, Jeffrey
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
5. Vu, Marcie
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
6. Gunther, Kristin
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
7. Smith, Salaam
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412

Additional Officers of Scopely, Inc.

1. CO-CHIEF EXECUTIVE OFFICER
Ferreira, Javier
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
2. CO-CHIEF EXECUTIVE OFFICER
Driver, Walter
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
3. CHIEF BUSINESS OFFICER
Loeb, Aaron
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
4. CHIEF LEGAL OFFICER
Rosenthal, Roy
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
5. CHIEF OPERATING OFFICER
Lee, Eunice
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
6. CHIEF REVENUE OFFICER
O'Brien, Timothy
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412
7. CHIEF TECHNOLOGY OFFICER
Bulsara, Ankur
3505 HAYDEN AVE, CULVER CITY, CA - 90232-2412

Additional Share Information of Scopely, Inc.

Number of Shares	Class	Series	Par Value
1,508,700	Preferred Stock	Series A-3	\$0.00001
4,389,933	Preferred Stock	Series B	\$0.00001
4,531,824	Preferred Stock	Series C	\$0.00001
7,523,548	Preferred Stock	Series C-1	\$0.00001
16,316,912	Preferred Stock	Series D	\$0.00001
8,906,145	Preferred Stock	Series E	\$0.00001
7,964,319	Preferred Stock	Series F	\$0.00001

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.

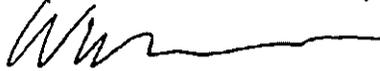
Type or Print Name of Authorized Officer

Walter Driver

Date

10/18/2022

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: 12/2021

Delaware

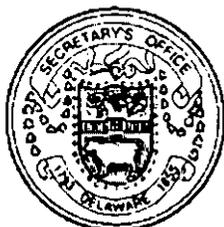
Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SCOPELY, 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 SEVENTEENTH DAY OF NOVEMBER, A.D. 2022.

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

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




Jeffrey W. Bullock, Secretary of State

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SR# 20224050264

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

Authentication: 204887181

Date: 11-17-22