



State of Rhode Island
Department of State - Business Services Division

Application for Certificate of Authority
 FOREIGN Business Corporation

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→ Filing Fee: \$310.00 minimum

2023 JAN 25 A 11:56

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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: Censinet 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: 04/03/2017		
And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) Date certain for dissolution _____		
5. The address of its principal office is: 101 Arch Street, Suite 800, Boston, MA 02110		
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

FILED

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

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
See Attached	

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	See Attached	
VICE PRESIDENT		
TREASURER		
SECRETARY		

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: See Summary Cap Table Attached

NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
See Attached			

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 _____ %

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

SHAWN BURKE, CFO

Date

1/3/2023

Signature of Authorized Officer of the Corporation

Shawn Burke

7A7EC56E7A40422

Attachment for Officer's and Director's: Censinet Inc.

Name	Title	Address
Edward Gaudet	CEO	101 Arch Street, Suite 800, Boston, MA 02110
Shawn Burke	CFO	101 Arch Street, Suite 800, Boston, MA 02110
Keith J. Figlioli	Director	4 North Gateway, Winchester, MA 01890
Tripp Peake	Director	50 Milk Street, Boston, MA 02109
Scott Yaphe	Director	60 South Street, 11th Floor, Boston, MA 02111
Edward Gaudet	Director	101 Arch Street, Suite 800, Boston, MA 02110
Vincent Fabiani	Director	101 Arch Street, Suite 800, Boston, MA 02110
Stan Nowak	Director	101 Arch Street, Suite 800, Boston, MA 02110
Caleb Winder	Director	101 Arch Street, Suite 800, Boston, MA 02110

Censinet, Inc. Summary Capitalization Table

As of 01/24/2023 • Generated by Shawn Burke (sburke@censinet.com) at 01/24/2023 11:38:18

	Shares Authorized	Shares Issued and Outstanding	Fully Diluted Shares	Fully Diluted Ownership	Par Value
Common Stock classes					
Common Stock	73,000,000	12,186,494	12,186,494	16.8151%	\$ 0.001
Total Common Stock issued and outstanding			12,186,494	16.8151%	
Preferred Stock classes					
Preferred Series A Stock	19,572,278	19,572,278	19,572,278	27.0060%	\$ 0.001
Preferred Series A-1 Stock	6,425,872	6,425,872	6,425,872	8.8665%	\$ 0.001
Preferred Series Seed Stock	10,000,000	10,000,000	10,000,000	13.7981%	\$ 0.001
Preferred Series A-2 Stock	16,306,579	16,306,579	16,306,579	22.5000%	\$ 0.001
Total Preferred Stock issued and outstanding			52,304,729	72.1707%	
Convertibles					
Note Purchase Agreement 181228					
Total Convertibles issued					
2017 Equity Incentive Plan					
	12,168,953				
RSAs not purchased				0.0000%	
Options and RSUs issued and outstanding			5,234,617	7.2228%	
Shares available for issuance under the plan			2,747,842	3.7915%	
Totals			72,473,682	100.0000%	

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CENSINET, 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 THIRD DAY OF JANUARY, A.D. 2023.

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# 20230019076

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

Authentication: 202412670

Date: 01-03-23



State of Rhode Island
Department of State | Office of the Secretary of State
Gregg M. Amore, *Secretary of State*

I, GREGG M. AMORE, 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:

January 25, 2023 02:47 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore
Secretary of State

