



State of Rhode Island

Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

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

2023 SEP -6 P 12:03

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: Sunrise Holdco, 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: 8/26/2022 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: 500 7th Ave Fl 8 NY, NY 10018		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name Corporation Service Company Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200		
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.ri.gov
 FILED 1203
 SEP -6 2023
 BY 28862

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

Educational Support 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
Tonika Cheek Clayton	6807 Meadow Rd Dallas, TX 75230
Scott Miller	8 Sound Shore Drive Greenwich, CT 06830
Aarthi Sowirajan	55 East 52nd Street NY, NY 10022
Mora Segal	500 7th Ave Fl 8 NY, NY 10018

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	Reggie Bicha	500 7th Ave Fl 8 NY, NY 10018
VICE PRESIDENT		
TREASURER	Katherine Molina-Powell	500 7th Ave Fl 8 NY, NY 10018
SECRETARY	Melissa Polaner	500 7th Ave Fl 8 NY, NY 10018

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
7,500,000	Common	N/A	.001
5,300,000	Preferred	N/A	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.)

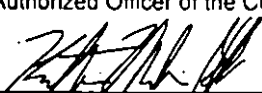
.067 %

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 %

Sunrise Holdco, Inc**Officers and Board Members***RI application*

Name	Position	Business Address	Residence Address
Henry Wilde	CEO	500 7th Ave NY, NY 10018	1938 Rowley Ave Madison, WI 53726
Katherine Hersch	Board Member	201 Mission Street Suite 2350 San Francisco, Ca 94105	500 7th Ave NY, NY 10018
Ginny Norton	Board Member	500 7th Ave NY, NY 10018	500 7th Ave NY, NY 10018
Paul Braude	Board Member	55 East 52nd Street NY, NY 10018	500 7th Ave NY, NY 10018

12. This application must be accompanied by a <u>Certificate of Good Standing/Letter of Status</u> 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	
<input checked="checked" type="checkbox"/> Date received (Upon filing)	
<input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date 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 Katherine Molina-Powell	Date 8/28/2023
Signature of Authorized Officer of the Corporation 	

Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SUNRISE HOLDCO, 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 TWENTY-FOURTH DAY OF AUGUST, 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 SAID "SUNRISE HOLDCO, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF AUGUST, A.D. 2022.

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



6994642 8300

SR# 20233334386

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.

Authentication: 204032648

Date: 08-24-23



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:

September 06, 2023 12:03 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is written in a cursive style.

Gregg M. Amore
Secretary of State

