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State of Rhode Island  
Department of State - Business Services Division

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R.I. DEPT. OF STATE  
BUS. SVCS DIV.  
2023 SEP 22 P 1:37

**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: <b>Carbon, Inc.</b>		
2. It is incorporated under the laws of: <b>Delaware</b>		
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: <b>January 23, 2013</b>		
And the period of its duration is: <b>CHECK ONE BOX ONLY</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____		
5. The address of its principal office is: <b>1089 Mills Way Redwood City, CA 94063</b>		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name <b>Corporation Service Company</b>		
Street Address (NOT a P.O. Box) <b>222 Jefferson Boulevard, Suite 200</b>		
City/Town <b>Warwick</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02888</b>

*WZ* **FILED** *137*  
**SEP 22 2023**  
BY *28948*

**MAIL TO:**  
Division of Business Services  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: [www.sos.ri.gov](http://www.sos.ri.gov)

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

Mfg/Lease of 3D Printers

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
Joseph M. DeSimone	1089 Mills Way Redwood City, CA 94063
Ellen Kullman	1089 Mills Way Redwood City, CA 94063
Jim Goetz	1089 Mills Way Redwood City, CA 94063
Andreas Hubert	1089 Mills Way Redwood City, CA 94063

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	Philip DeSimone	1089 Mills Way Redwood City, CA 94063
VICE PRESIDENT	Craig Carlson	1089 Mills Way Redwood City, CA 94063
TREASURER	Colleen Martin-Garcia	1089 Mills Way Redwood City, CA 94063
SECRETARY	Karrie Rexford	1089 Mills Way Redwood City, CA 94063

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
100,700,000	Common	-----	0.0005
51,476,968	Preferred	(A-E) see attached	0.0005
_____	_____	_____	_____
_____	_____	_____	_____

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.)

0.0949 %

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.)

0.050 %

ATTACHMENT TO: RI Application for Certificate of Authority by a Foreign Business Corporation

**CORPORATION NAME: Carbon, Inc.**

**Additional Directors (RI Application for Certificate of Authority by a Foreign Business Corporation: Item 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):***

Director Joseph M. DeSimone:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Ellen Kullman:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Jim Goetz:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Andreas Hubert:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Bobby Long:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Deborah Messemer:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Alan Mulally:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Michelle Johnston Holthaus:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

Director: Bryce Lee:  
Address: 1089 Mills Way, Redwood City, CA 94063 USA

**9. SHARES AUTHORIZED TO ISSUE (Attachment to RI Application for Certificate of Authority FORM 150 - Revised: 12/2021)**

Carbon, Inc.

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Number of Authorized preferred shares with Par value (AUTHORIZED TO ISSUE):

No of Shares	15,071,406	Class	Preferred	Series	A	Par Value or State No Par Value	0.0005
No of Shares	6,794,021	Class	Preferred	Series	B	Par Value or State No Par Value	0.0005
No of Shares	10,330,132	Class	Preferred	Series	C	Par Value or State No Par Value	0.0005
No of Shares	8,564,980	Class	Preferred	Series	D	Par Value or State No Par Value	0.0005
No of Shares	10,716,429	Class	Preferred	Series	E	Par Value or State No Par Value	0.0005
Total:		Class:		Series:			
Total:		Class:		Series:			
Total:		Class:		Series:			
Total:		Class:		Series:			

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

Karrie Rexford

Date

Sep 6, 2023

Signature of Authorized Officer of the Corporation

*Karrie Rexford*

121200834518425

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CARBON, 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 NINTH 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 "CARBON, INC." WAS INCORPORATED ON THE TWENTY-THIRD DAY OF JANUARY, A.D. 2013.

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



5278373 8300

SR# 20233203497

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://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: 203926941

Date: 08-09-23



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 22, 2023 01:37 PM

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

Gregg M. Amore  
*Secretary of State*

