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State of Rhode Island  
**Department of State - Business Services Division**

RECEIVED  
 R.I. DEPT. OF STATE  
 BUS SVCS DIV  
**STAMP**  
 2023 OCT 11 A 11:58

**Application for Registration**  
 FOREIGN Limited Liability Company

→ Filing Fee: \$150.00

Pursuant to the provisions of RIGL 7-16-49, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:			
Payreel Holdings LLC			
Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/>			
The name, if different, under which it proposes to register and transact business in Rhode Island is:			
2. The LLC is organized under the laws of		Delaware	
3. The date of its organization is:		07/22/2022	
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 _____			
4. The name and address of the resident agent/office in Rhode Island is:			
Agent Name		COGENCY GLOBAL INC.	
Street Address ( <u>NOT</u> a P.O. Box)		222 Jefferson Boulevard	
City/Town	Warwick	State	<b>RHODE ISLAND</b>
		Zip Code	02888
5. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:			
Holding Company			
Check the box to indicate an attachment <input type="checkbox"/>			

**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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 BY ML SDDXA

6. The RI Department of State is appointed the agent of the foreign limited liability company for service of process if, at any time, there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

7. The address of the office required to be maintained in the state or country of its organization by the laws of that state or, if not so required, of the principal office of the foreign limited liability company is:

850 New Burton Rd #201, Dover, DE 19904

8. The mailing address for the limited liability company is:

11455 El Camino Real, Suite 450, San Diego, CA 92130

9. Management of the Limited Liability Company:

The Limited Liability Company is to be managed by: **CHECK ONLY ONE BOX**

By its members (If you have checked this box, **DO NOT** fill out the chart below)

By one (1) or more managers (List managers below)

MANAGER	ADDRESS
Andrew Thompson	11455 El Camino Real, Suite 450, San Diego, CA 92130
Hiral Pithadia	11455 El Camino Real, Suite 450, San Diego, CA 92130
Noah Seidenfeld	11455 El Camino Real, Suite 450, San Diego, CA 92130
See Attached	See Attached

10. 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 filing.

11. Date when this application for Certificate of Registration 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 Registration, including any accompanying attachments, and that all statements contained herein are true and correct.*

Type or Print Name of LLC  Payreel Holdings LLC	Date  10/09/2023
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Signature of Authorized Person DocuSigned by:  
*Todd Keener*  
E6E8C975D1C5428

**ATTACHMENT**

**LIST OF MANAGERS**

<b>Name</b>	<b>Title</b>	<b>Address</b>	<b>Residence Address</b>
Andrew Thompson	Manager	11455 El Camino Real, Suite 450 San Diego, CA 92130	11455 El Camino Real, Suite 450 San Diego, CA 92130
Hiral Pithadia	Manager	11455 El Camino Real, Suite 450 San Diego, CA 92130	11455 El Camino Real, Suite 450 San Diego, CA 92130
Noah Seidenfeld	Manager	11455 El Camino Real, Suite 450 San Diego, CA 92130	11455 El Camino Real, Suite 450 San Diego, CA 92130
Heidi McLean	Manager	11455 El Camino Real, Suite 450 San Diego, CA 92130	11455 El Camino Real, Suite 450 San Diego, CA 92130
Todd Keener	Manager	11455 El Camino Real, Suite 450 San Diego, CA 92130	11455 El Camino Real, Suite 450 San Diego, CA 92130

# Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYREEL HOLDINGS LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FIFTH DAY OF AUGUST, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAYREEL HOLDINGS LLC" WAS FORMED ON THE TWENTY-SECOND DAY OF JULY, A.D. 2022.

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



6929209 8300

SR# 20233341072

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", written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204037906

Date: 08-25-23



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:

October 11, 2023 11:58 AM

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

Gregg M. Amore  
*Secretary of State*

