



State of Rhode Island
Department of State - Business Services Division

REC'D RIDGESS
 14 FEB 16 PM 2:26:45
 TAMP

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: Modaxo Traffic Management USA 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: 12/05/2023 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: 5265 Rockwell Dr., NE, Cedar Rapids, IA 52402					
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name C T Corporation System Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A <table border="1"> <tr> <td>City/Town East Providence</td> <td>State RHODE ISLAND</td> <td>Zip Code 02914</td> </tr> </table>			City/Town East Providence	State RHODE ISLAND	Zip Code 02914
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 2:24
 FEB 16 2024
 BY XFNZV
 PJ

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

software sales and support Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.

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
William R. Delaney	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402
Rob Clay	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402
Brian Beattie	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402

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	Roderick Allen Jones	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402
VICE PRESIDENT		
TREASURER	Brian Beattie	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402
SECRETARY	Mark Paciocco	5265 Rockwell Dr., NE, Cedar Rapids, IA 52402

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
5,000	Common		\$0.0001

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.)

2.26 %

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.)

2.54 %

**Attachment to Rhode Island
Officers & Directors**

- | | | |
|---|-------------------|-------------------------|
| 1 | Full Name: | William R. Delaney |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chief Executive Officer |
| | Business Address: | 5265 Rockwell Dr., NE |
| | City: | Cedar Rapids |
| | State: | IA |
| | ZIP Code: | 52402 |
| 2 | Full Name: | Rob Clay |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | Chief Financial Officer |
| | Business Address: | 5265 Rockwell Dr., NE |
| | City: | Cedar Rapids |
| | State: | IA |
| | ZIP Code: | 52402 |
| 3 | Full Name: | Geoff Allan |
| | Officer/Director: | Officer |
| | Officer's Title: | VP Finance |
| | Business Address: | 5265 Rockwell Dr., NE |
| | City: | Cedar Rapids |
| | State: | IA |
| | ZIP Code: | 52402 |

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) _____

14. *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.*

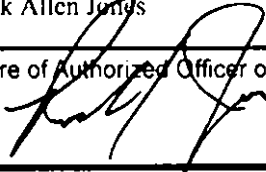
Type or Print Name of Authorized Officer

Roderick Allen Jones

Date

02/08/2024

Signature of Authorized Officer of the Corporation

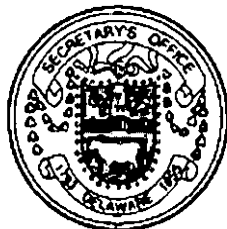


Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MODAXO TRAFFIC MANAGEMENT USA 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 FIFTEENTH DAY OF FEBRUARY, A.D. 2024.



2718643 8300

SR# 20240513867

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

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202814851

Date: 02-15-24



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:

February 16, 2024 02:24 PM

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

Gregg M. Amore
Secretary of State

