



State of Rhode Island  
Department of State - Business Services Division

## 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:                                                                                                                                                                                                                                                                           |                    |                |
| Allspice Labs, 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: November 8, 2024                                                                                                                                                                                                                                                        |                    |                |
| 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:                                                                                                                                                                                                                                                                   |                    |                |
| 188 Valley Street, Providence, Rhode Island 02909                                                                                                                                                                                                                                                            |                    |                |
| 6. The name and address of the initial registered agent/office in Rhode Island:                                                                                                                                                                                                                              |                    |                |
| Agent Name Brandon Bisbano                                                                                                                                                                                                                                                                                   |                    |                |
| Street Address (NOT a P.O. Box) 14 Garwaine Drive                                                                                                                                                                                                                                                            |                    |                |
| City/Town Lincoln                                                                                                                                                                                                                                                                                            | State RHODE ISLAND | Zip Code 02865 |

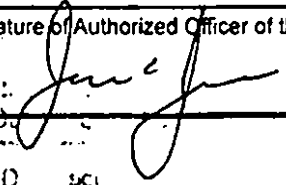
### MAIL TO:

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)

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| <p>7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:</p> <p>Develop cooking-related software and compiling food data</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------|---------|---------------------------------|------------------|---------|-----------------|------------------------------------------------|-------------------|---------------------------------------------------|----------------|------------------------------------------------|----------------|-----------------------------------------------------------|--|--|-----------|--|--|--|--|--|--|--|
| <p>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):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 35%;">NAME</th> <th>ADDRESS</th> </tr> </thead> <tbody> <tr> <td>Brandon Bisbano</td> <td>14 Garwaine Drive, Lincoln, Rhode Island 02865</td> </tr> <tr> <td>William Templeton</td> <td>188 Valley Street, Providence, Rhode Island 02909</td> </tr> <tr> <td>Peter Sullivan</td> <td>318 Beacon Street, Boston, Massachusetts 02116</td> </tr> <tr> <td>James Jasaitis</td> <td>c/o Dentons US LLP 101 JFK Parkway, Short Hills, NJ 07078</td> </tr> </tbody> </table> <p style="text-align: right;">Check the box to indicate an attachment <input type="checkbox"/></p> |                                                           |         |                                 | NAME             | ADDRESS | Brandon Bisbano | 14 Garwaine Drive, Lincoln, Rhode Island 02865 | William Templeton | 188 Valley Street, Providence, Rhode Island 02909 | Peter Sullivan | 318 Beacon Street, Boston, Massachusetts 02116 | James Jasaitis | c/o Dentons US LLP 101 JFK Parkway, Short Hills, NJ 07078 |  |  |           |  |  |  |  |  |  |  |
| NAME                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                         | ADDRESS                                                   |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| Brandon Bisbano                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | 14 Garwaine Drive, Lincoln, Rhode Island 02865            |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| William Templeton                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                            | 188 Valley Street, Providence, Rhode Island 02909         |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| Peter Sullivan                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | 318 Beacon Street, Boston, Massachusetts 02116            |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| James Jasaitis                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               | c/o Dentons US LLP 101 JFK Parkway, Short Hills, NJ 07078 |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| <p>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):</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 15%;">OFFICE</th> <th style="width: 35%;">NAME</th> <th>ADDRESS</th> </tr> </thead> <tbody> <tr> <td>PRESIDENT</td> <td></td> <td></td> </tr> <tr> <td>VICE PRESIDENT</td> <td></td> <td></td> </tr> <tr> <td>TREASURER</td> <td></td> <td></td> </tr> <tr> <td>SECRETARY</td> <td></td> <td></td> </tr> </tbody> </table> <p style="text-align: right;">Check the box to indicate an attachment <input type="checkbox"/></p>                                                                                                                                     |                                                           |         |                                 | OFFICE           | NAME    | ADDRESS         | PRESIDENT                                      |                   |                                                   | VICE PRESIDENT |                                                |                | TREASURER                                                 |  |  | SECRETARY |  |  |  |  |  |  |  |
| OFFICE                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | NAME                                                      | ADDRESS |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| PRESIDENT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| VICE PRESIDENT                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                               |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| TREASURER                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| SECRETARY                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                    |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| <p>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:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 20%;">NUMBER OF SHARES</th> <th style="width: 20%;">CLASS</th> <th style="width: 20%;">SERIES</th> <th style="width: 40%;">PAR VALUE OR STATE NO PAR VALUE</th> </tr> </thead> <tbody> <tr> <td>12,000,000</td> <td>Common</td> <td></td> <td>\$ .00001</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>                                                                                                                        |                                                           |         |                                 | NUMBER OF SHARES | CLASS   | SERIES          | PAR VALUE OR STATE NO PAR VALUE                | 12,000,000        | Common                                            |                | \$ .00001                                      |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| NUMBER OF SHARES                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             | CLASS                                                     | SERIES  | PAR VALUE OR STATE NO PAR VALUE |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| 12,000,000                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                   | Common                                                    |         | \$ .00001                       |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| <p>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.)</p> <p>100 %</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                     |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |
| <p>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.)</p> <p>100 %</p>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |                                                           |         |                                 |                  |         |                 |                                                |                   |                                                   |                |                                                |                |                                                           |  |  |           |  |  |  |  |  |  |  |

|                                                                                                                                                                                                                               |                   |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------|
| 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: <b>CHECK ONE BOX ONLY</b>                                                                                                                                       |                   |
| <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) _____                                                                                                               |                   |
| 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                                                                                                                                                                                      | Date              |
| James Jasaitis                                                                                                                                                                                                                | November 13, 2024 |
| Signature of Authorized Officer of the Corporation                                                                                                                                                                            |                   |
|                                                                                                                                              |                   |

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ALLSPICE LABS, 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 THIRTEENTH DAY OF NOVEMBER, A.D. 2024.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ALLSPICE LABS, INC." WAS INCORPORATED ON THE EIGHTH DAY OF NOVEMBER, A.D. 2024.

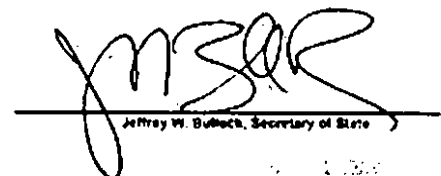
AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



10001879 8300

SR# 20244200961

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

  
Jeffrey W. Bullock, Secretary of State

Authentication: 204863588

Date: 11-13-24



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:

November 18, 2024 12:36 PM

A handwritten signature in black ink, reading "Gregg M. Amore".

Gregg M. Amore  
*Secretary of State*

