



State of Rhode Island
Department of State - Business Services Division

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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: Zipongo, 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: 10/15/2004 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: 595 Pacific Ave, FL 4 San Francisco, CA 94133		
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name Incorporating Services, Ltd. Street Address (<u>NOT</u> a P.O. Box) 222 Jefferson Blvd. 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

AUG 04 2025
BY **HB FvK**
1223 **KJ**

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

Providing telenutrition to help individuals make healthier food choices and manage their health

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
Jason Langheier	595 Pacific Ave, FL 4 San Francisco, CA 94133
Matt Hobart	595 Pacific Ave, FL 4 San Francisco, CA 94133
Frank Williams	595 Pacific Ave, FL 4 San Francisco, CA 94133
Tom Verghese	595 Pacific Ave, FL 4 San Francisco, CA 94133

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	Kurt Knight	595 Pacific Ave, FL 4 San Francisco, CA 94133
VICE PRESIDENT	Milo Krastev	595 Pacific Ave, FL 4 San Francisco, CA 94133
TREASURER	Alexandra Frey	595 Pacific Ave, FL 4 San Francisco, CA 94133
SECRETARY	Cecile Abramowicz	595 Pacific Ave, FL 4 San Francisco, CA 94133

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:

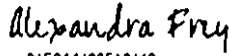
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
300,000,000	Common		\$0.0001
13,456,641	Preferred	A	\$0.0001
13,245,049	Preferred	B1	\$0.0001
17,547,341	Preferred	B	\$0.0001

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.)

0 %

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 %

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) _____	
14. <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	Date
Alexandra Frey, Controller	07/17/2025
Signature of Authorized Officer of the Corporation <div style="display: inline-block; vertical-align: middle; margin-left: 20px;"> Signed by:  <small>04E3A14825A2418</small> </div>	

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.

Attachment

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
Rasu Shrestha	595 Pacific Ave, FL 4 San Francisco, CA 94133
Kurt Knight	595 Pacific Ave, FL 4 San Francisco, CA 94133

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
5,075,711	Preferred	C1	
29,532,679	Preferred	C	
12,644,356	Preferred	C2	
116,000,000	Preferred	D	

Delaware

The First State

Page 1

I, CHARUNI PATIBANDA-SANCHEZ, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ZIPONGO, 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-NINTH DAY OF JULY, A.D. 2025.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ZIPONGO, INC." WAS INCORPORATED ON THE FIFTEENTH DAY OF OCTOBER, A.D. 2004.

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



3868218 8300

SR# 20253496445

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

A handwritten signature in black ink, reading "C. P. Sanchez".

Charuni Patibanda-Sanchez, Secretary of State

Authentication: 204320643

Date: 07-29-25