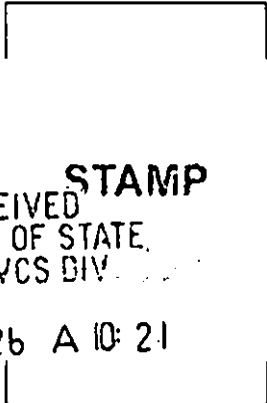




State of Rhode Island  
 Department of State - Business Services Division



**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: <b>Cognitive ToyBox, 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>8/11/2014</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>1 Washington Square Village #150, New York, NY, 10012</b>		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name <b>Rhode Island Registered Agent LLC</b>		
Street Address (NOT a P.O. Box) <b>47 Wood Ave STE 2</b>		
City/Town <b>Barrington</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02806</b>

**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)

10:21

**FILED STAMP**  
 SEP 26 2022  
 BY *[Signature]* **WBALV**

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
 Provide early education services, including but not limited to early childhood assessment products, professional development, and family engagement products.

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

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	Tammy Kwan	1 Washington Square Village, #150, New York, NY 10012
VICE PRESIDENT	Tammy Kwan	1 Washington Square Village, #150, New York, NY 10012
TREASURER	Tammy Kwan	1 Washington Square Village, #150, New York, NY 10012
SECRETARY	Tammy Kwan	1 Washington Square Village, #150, New York, NY 10012

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
1,253,075	Common	n/a	no par value
738,982	Preferred	n/a	no par value

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.)

1% \_\_\_\_\_ %

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.*

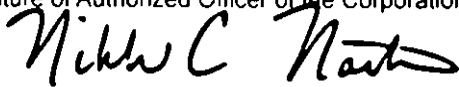
Type or Print Name of Authorized Officer

Nikki Navta

Date

9-19-2022

Signature of Authorized Officer of the Corporation



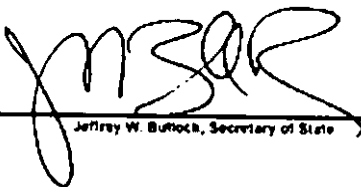
# Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COGNITIVE TOYBOX, 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-SECOND DAY OF SEPTEMBER, A.D. 2022.



  
Jeffrey W. Bullock, Secretary of State

5584719 8300

SR# 20223574188

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

Authentication: 204456234

Date: 09-22-22



State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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 26, 2022 12:21 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

