

FOL000005190

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Date: **April 12, 2023**

Account#: 120000000088

Name: **James Brodbeck**

Reference #: **1961101**

Entity Name: **BLOOM RETIREMENT HOLDINGS INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☒ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

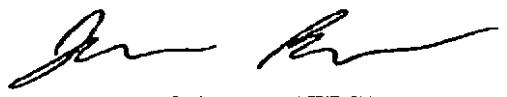
☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: **\$35.00**

Signature: 

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.150-4, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F06000005190

(Document number of corporation (if known))

AMERICAN ADVISORS GROUP, INC.

1. _____
(Name of corporation as it appears on the records of the Department of State)
2. California 3. 8/3/2006
(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 04/03/2023
5. Bloom Retirement Holdings Inc.
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove
_____	_____	_____	☐ Add
		_____	☐ Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of a director, president or other officer - if in the hands of
a receiver or other court appointed fiduciary, by that fiduciary)

Matthew Engel

CFO

(Typed or printed name of person signing)

(Title of person signing)

FILING FEE \$35.00



California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies

Entity Name: Bloom Retirement Holdings Inc.

Formed In: CALIFORNIA

Entity No.: 2680531

Entity Type: Stock Corporation - CA - General

Issuance Date: 04/12/2023

Copies Requested: 1

Receipt No.: 003981554

Certificate No.: 099380234

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B1647-0482	04/03/2023	Amendment	2

** **** * End of list ***** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on April 12, 2023.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



For Office Use Only

-FILED-

File No.: BA20230604914

Date Filed: 4/3/2023

**CERTIFICATE OF AMENDMENT
OF
FIFTH AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
AMERICAN ADVISORS GROUP**

The undersigned, Reza Jahangiri, hereby certifies that:

1. He is the duly elected, qualified and acting CEO and Secretary of American Advisors Group, a California corporation (the "Corporation"), with California Entity Number 2680531.
2. Article I of the Fifth Amended and Restated Articles of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

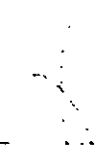
"The name of the corporation (hereinafter, the "Corporation") is Bloom Retirement Holdings Inc."

3. The foregoing amendment of the Fifth Amended and Restated Articles of Incorporation of the Corporation has been duly approved by the Board of Directors.
4. The foregoing amendment of the Fifth Amended and Restated Articles of Incorporation of the Corporation has been duly approved by the required vote of shareholders in accordance with Sections 902 and 903 of the California Corporations Code, and applicable provisions of the Fifth Amended and Restated Articles of Incorporation of the Corporation. The total number of outstanding shares entitled to vote with respect to the foregoing amendment was (i) 148,327 shares of Class A Voting Common Stock, par value \$.0001 per share ("Class A Common Stock"), (ii) 0 shares of Class B Non-Voting Common Stock, par value \$.0001 per share ("Class B Common Stock") (iii) 0 shares of Series B Preferred Stock, par value \$.0001 per share ("Series B Preferred Stock") (iv) 0 shares of Series C-1 Convertible Preferred Stock, par value \$.0001 per share ("Series C-1 Preferred Stock"), (v) 3,532,928 shares of Series D Voting Convertible Preferred Stock, par value \$.0001 per share ("Series D Voting Preferred Stock"); (vi) 0 shares of Series D Non-Voting Convertible Preferred Stock, par value \$.0001 per share ("Series D Non-Voting Preferred Stock", and together with the Series D Voting Preferred Stock, the "Series D Preferred Stock") and (vii) 73,444 shares of Series E Convertible Preferred Stock, par value \$.0001 per share ("Series E Preferred Stock"). The percentage vote required was more than 50% of (i) the total number of outstanding shares of Class A Common Stock and Class B Common Stock voting together as a single class, (ii) the total number of outstanding shares of Series D Preferred Stock, (iii) the total number of outstanding shares of Series E Preferred Stock, and (iv) the total number of outstanding shares of Series B Preferred Stock, Series C-1 Preferred Stock, Series D Preferred Stock and Series E Preferred Stock voting together as a single class. The number of shares voting in favor of the amendment equaled or exceeded the vote required.

[Signature Page Follows]

The undersigned further declares under perjury of penalty under the laws of the State of California that the matters set forth in this Certificate of Amendment, which is executed at Orange, California, are true and correct of his knowledge and that the undersigned has executed this certificate as of the date indicated below.

Date: March 31, 2023

By: 
Name: Reza Jahangiri
Title: CEO and Secretary



Secretary of State Certificate of Status

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, hereby certify:

Entity Name: Bloom Retirement Holdings Inc.
Entity No.: 2680531
Registration Date: 10/29/2004
Entity Type: Stock Corporation - CA - General
Formed In: CALIFORNIA
Status: Active

The above referenced entity is active on the Secretary of State's records and is authorized to exercise all its powers, rights and privileges in California.

This certificate relates to the status of the entity on the Secretary of State's records as of the date of this certificate and does not reflect documents that are pending review or other events that may impact status.

No information is available from this office regarding the financial condition, status of licenses, if any, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of April 12, 2023.

SHIRLEY N. WEBER, PH.D.
Secretary of State

Certificate No.: 099355636

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.