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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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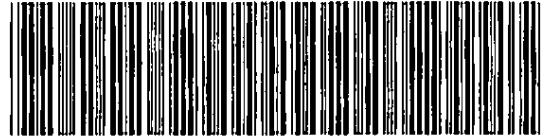
(Business Entity Name)

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T. LEMIEUX

FEB 15 2022

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BlockFi Inc.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Lauren Milovich

Name of Person

BlockFi Inc.

Firm/Company

201 Montgomery St., Suite 263

Address

Jersey City, NJ 07302

City/State and Zip code

licensing@blockfi.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lauren Milovich

at (845) 596-1125

Name of Person

Area Code

Daytime Telephone Number

STREET/COURIER ADDRESS:

Registration Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☒ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. BlockFi Inc.
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- (If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 82-2390015
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/01/2017 5. Perpetual
(Date of incorporation) (Date of duration, if other than perpetual)
6. 09/23/2019
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 201 Montgomery Street, Suite 263, Jersey City, NJ 07302
(Principal office street address)
- 201 Montgomery Street, Suite 263, Jersey City, NJ 07302
(Current mailing address, if different)

8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324
(City) (Zip code)

9. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

DocuSigned by
Tina Lipko Vice President 1/25/2022
87ED5CCF166147D
(Registered agent's signature)

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

A. DIRECTORS

☐ Chairman Name: Zachary Prince

☐ Vice Chairman Address: 201 Montgomery Street

☒ Director Suite 263

☒ President Jersey City, NJ 07302

☐ Vice President _____

☐ Secretary _____ ☐ Treasurer _____

☐ Other _____ ☐ Other _____

☐ Chairman Name: Jonathan Mayers

☐ Vice Chairman Address: 201 Montgomery Street

☐ Director Suite 263

☐ President Jersey City, NJ 07302

☐ Vice President _____

☒ Secretary _____ ☐ Treasurer _____

☐ Other _____ ☒ Other General Counsel

☐ Chairman Name: David Spack

☐ Vice Chairman Address: 201 Montgomery Street

☐ Director Suite 263

☐ President Jersey City, NJ 07302

☐ Vice President _____

☐ Secretary _____ ☐ Treasurer _____

☒ Other CCO ☐ Other _____

☐ Chairman Name: Florencia Marquez

☐ Vice Chairman Address: 201 Montgomery Street

☒ Director Suite 263

☐ President Jersey City, NJ 07302

☒ Vice President _____

☐ Secretary _____ ☐ Treasurer _____

☐ Other _____ ☐ Other _____

☐ Chairman Name: Tony Lauro

☐ Vice Chairman Address: 201 Montgomery Street

☐ Director Suite 263

☐ President Jersey City, NJ 07302

☐ Vice President _____

☐ Secretary _____ ☒ Treasurer _____

☒ Other CFO ☐ Other _____

☐ Chairman Name: Yuri Mushkin

☐ Vice Chairman Address: 201 Montgomery Street

☐ Director Suite 263

☐ President Jersey City, NJ 07302

☐ Vice President _____

☐ Secretary _____ ☐ Treasurer _____

☒ Other CRO ☐ Other _____

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

1/25/2022

12. David Spack
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. David Spack, Chief Compliance Officer
(Typed or printed name and capacity of person signing application)

Additional List of Officers & Directors for BlockFi Inc.

Laura Cooper
Chief People Officer
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Adam Healy
Chief Security Officer
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Shannon Allmon
General Manager of Retail Products
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Andrew Tam
Chief Marketing Officer
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Amit Cheela
Senior Vice President of Finance
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Shayne Mullin
Vice President of Business Development
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Maura Liconte
Anti-Money Laundering Compliance Officer
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

James Fitzgerald
Director
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Stefan Cohen
Director
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Ellen-Blair Chube
Director
201 Montgomery Street
Suite 263
Jersey City, NJ 07302

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLOCKFI 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 TENTH DAY OF JANUARY, A.D. 2022.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BLOCKFI INC." WAS INCORPORATED ON THE FIRST DAY OF AUGUST, A.D. 2017.

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



6498541 8300

SR# 20220080443

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

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

Authentication: 202359881

Date: 01-10-22