

FLUDD 0005332

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

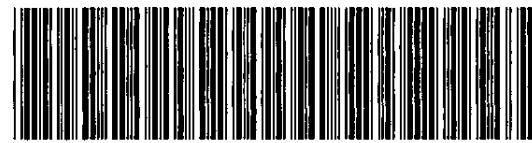
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer: 3/20/17

Andrew Cosgrove
Advised to Add (inc)
to Alternate Name
10

Office Use Only



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01/31/17--01013--028 **43.75

2017 MAR 20 PM 4:28
RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Name chg/cup

MAR 20 2017

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Credify Finance Corporation
Name of Corporation

DOCUMENT NUMBER: 16000005332

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Andrew Cosgrove

Name of Contact Person

Upgrade, Inc.

Firm/Company

425 California Street, Suite 600

Address

San Francisco, CA 94104

City/State and Zip Code

licensing@upgrade.com

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

For further information concerning this matter, please call:

Andrew Cosgrove 415 326-4357
Name of Contact Person at () Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

\$35.00 Filing Fee

\$43.75 Filing Fee &
Certificate of Status

\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2017

ANDREW COSGROVE
CREDIFY FINANCE CORPORATION
425 CALIFORNIA STREET - STE. 600
SAN FRANCISCO, CA 94104

SUBJECT: CREDIFY FINANCE CORPORATION
Ref. Number: F16000005332

We have received your document for CREDIFY FINANCE CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L09000059920 - UPGRADE, LLC.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 217A00002135

RECEIVED
17 MAR 20 PM 3:12

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

**SECTION I
(1-3 MUST BE COMPLETED)**

F 16000005332

SECRETARY OF STATE
TALLAHASSEE, FLA.
in Florida

三

1. Credify Finance Corporation (Name of corporation as it appears on the records of the Department of State)

2. Delaware 3. 12/01/2016
(Incorporated under laws of) (Date authorized to do bus.)

2. Delaware 3. 12/01/2016
(Incorporated under law: CD) (Date of incorporation)

(Date authorized to do business in Florida) **2**

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? 1/04/17

5 Upgrade, 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)

UPGRADE LOANS, INC.

(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. 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)

JEFFREY BOGAN
(Typed or printed name of person signing)

Secretary

(Title of person signing)

CERTIFICATE OF AMENDMENT TO

State of Delaware
Secretary of State
Division of Corporations
Delivered 06:06 PM 01/05/2017
FILED 06:06 PM 01/05/2017
SR 20170077870 - File Number 6049832

RESTATED CERTIFICATE OF INCORPORATION OF
CREDIFY FINANCE CORPORATION

Credify Finance Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), DOES HEREBY CERTIFY:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Secretary of State of Delaware on May 31, 2016 under the name "Credity Inc."

SECOND: The Corporation filed a Certificate of Amendment with the Secretary of State of Delaware on June 13, 2016 and changed its name to "Credify Finance Corporation."

THIRD: This amendment to the Restated Certificate of Incorporation of the Corporation as set forth below has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware by the directors of the Corporation.

FOURTH: Article I of the Restated Certificate of Incorporation as presently in effect is amended to read in its entirety as follows:

"The name of this corporation is Upgrade, Inc. (the "Company")."

FIFTH: All other provisions of the Restated Certificate of Incorporation remain in full force and effect.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its President and Chief Executive Officer this 4th day of January, 2017.

CREDIFY FINANCE CORPORATION

By Renaud Laplanche
Renaud Laplanche
Chief Executive Officer

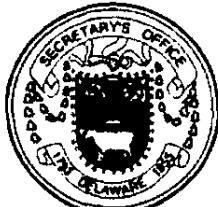
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPGRADE, 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 ELEVENTH DAY OF JANUARY, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPGRADE, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2016.



6049832 8300

SR# 20170164765

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



Jeffrey W. Bullock, Secretary of State

Authentication: 201852287

Date: 01-11-17

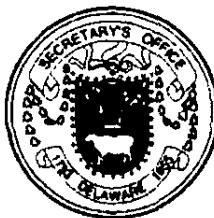
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "CREDIFY FINANCE CORPORATION", CHANGING ITS NAME FROM "CREDIFY FINANCE CORPORATION" TO "UPGRADE, INC.", FILED IN THIS OFFICE ON THE FIFTH DAY OF JANUARY, A.D. 2017, AT 6:06 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



Jeffrey W. Bullock, Secretary of State

6049832 8100
SR# 20170077870

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

Authentication: 201826195
Date: 01-05-17

**ACTION BY UNANIMOUS WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
UPGRADE, INC.**

Pursuant to Section 141(f) of the Delaware General Corporation Law and the Bylaws of Upgrade, Inc., a Delaware Corporation ("Company"), the undersigned, constituting the sole member of the Board of Directors of the Company (the "Board"), hereby takes the following actions and adopts the following resolution by unanimous written consent without a meeting:

WHEREAS, the Company seeks to register for authority to do business as a foreign corporation in various states other than Delaware, its state of incorporation; and

WHEREAS, the name "Upgrade, Inc." is unavailable in Pennsylvania, Connecticut, Nevada, Utah, Virginia, Washington, North Carolina, Louisiana, Arizona, Oklahoma, Alabama, Arkansas, Florida, Michigan, Nebraska, New Mexico, New York, and Illinois;

NOW THEREFORE, be it:

RESOLVED, that the Board hereby adopts the fictitious name "Upgrade Loans" to be used by the Company to transact business in the above-mentioned states;

RESOLVED FURTHER, that the Board hereby also adopts the fictitious name "Upgrade Loans Inc." to be used by the Company in any of the above-mentioned states that will not accept the use of "Upgrade Loans."

This Written Consent may be signed in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one instrument.

Dated: March 3, 2017


Renaud Laplande
Renaud Laplande

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE SAID "CREDIFY FINANCE CORPORATION", FILED A CERTIFICATE OF AMENDMENT, CHANGING ITS NAME TO "UPGRADE, INC." ON THE FIFTH DAY OF JANUARY, A.D. 2017, AT 6:06 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE NOT HAVING BEEN CANCELLED OR DISSOLVED SO FAR AS THE RECORDS OF THIS OFFICE SHOW AND IS DULY AUTHORIZED TO TRANSACT BUSINESS.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPGRADE, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF MAY, A.D. 2016.



Jeffrey W. Bullock, Secretary of State



6049832 8320
SR# 20171569071

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

Authentication: 202135719
Date: 03-03-17