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To: Division of Corporations
Fax Number : (850)617-6383

From: Account Name : INCORPORATING SERVICES FL
Account Number : I20050000052
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**FOREIGN PROFIT/NONPROFIT CORPORATION
UPSTREAM USA, INC.**

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K. SALY

APR - 7 2017

APPLICATION BY FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN FLORIDA

IN COMPLIANCE WITH SECTION 617.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN NOT FOR PROFIT CORPORATION FOR AUTHORIZATION TO CONDUCT ITS AFFAIRS IN THE STATE OF FLORIDA:

1. Upstream USA, Inc.

(Name of corporation: must include the word "INCORPORATED" or "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present. "Company" or "Co." may not be used as a corporate suffix by a nonprofit corporation.)

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 32-2581424
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/03/2017 5. _____
(Date of Incorporation) (Date of duration, if other than perpetual)

6. _____
(Date first conducted affairs in Florida if prior to registration. See sections 617.1501 & 617.1502, F.S. to determine penalty liability.)

7. 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103
(Principal office address)

(Current mailing address, if different)

8. Reduce poverty and unplanned pregnancy in the United States by providing contraception education and training
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

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

Name: Incorporating Services, Ltd.

Office Address: 1540 Glenway Drive

Tallahassee, Florida 32301
(City) (Zip Code)

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TALLAHASSEE FLORIDA

10. 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.

Buneyo Porter, Asst Sec
(Registered agent's signature)

11. 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.

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COUNTY OF DADE
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors

A. DIRECTORS

Chairman: Anita Bekenstein
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

Vice Chairman: Sarah Brown
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

Director: Stephanie Dodson
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

Director: Howard K. Stevenson
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

B. OFFICERS

President: Peter Belden/Mark Edwards
Address: 350 Rhode Island Street, South Building, Suite 240
San Francisco, CA 94103

Vice President: _____
Address: _____

Secretary: Stephanie Dodson
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

Treasurer: Howard H. Stevenson
Address: 350 Rhode Island Street, South Building, Suite 240, San Francisco, CA 94103

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. *Peter Belden*
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Peter Belden Co-CEO
(Typed or printed name and capacity of person signing application)

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPSTREAM USA, 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 SIXTH DAY OF APRIL, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPSTREAM USA, INC." WAS INCORPORATED ON THE THIRD DAY OF JANUARY, A.D. 2017.

2017 APR -6 AM 8:44
OFFICE OF THE SECRETARY OF STATE
DELAWARE



Jeffrey W. Bullock
Jeffrey W. Bullock, Secretary of State

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