

F/90000003081

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

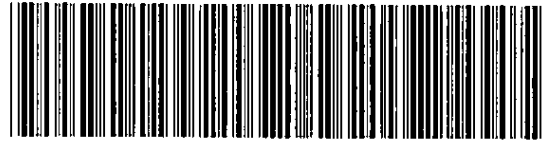
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer.

Office Use Only



200417973072

NIC & Amend

FILED

2023 NOV 16 PM 12 01

RECEIVED

2023 NOV 16 PM 1:34

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY
NOV -17 2023

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 11/16/2023

****WALK IN****

ENTITY NAME X1 INC.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$7035.00

ACCOUNT #: I20160000072

S. B. H.

Please call Tina at the above number for any issues or concerns. Thank you so much!

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)

F19000003081

(Document number of corporation (if known))

1. X1 INC.
(Name of corporation as it appears on the records of the Department of State)
2. Delaware 3. 07/05/2019
(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? 08.29.2023
5. ROBINHOOD CREDIT, 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 Incorporating Services, Ltd.
1540 Glenway Drive Tallahassee, FL 32301
(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.

Assistant Secretary

Signature of New Registered Agent, if changing

FILED
2023 NOV 16 PM 12 01
TALLAHASSEE, FLORIDA

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>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> 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.

Ailien Phan
 Secretary

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

Ailien Phan

(Typed or printed name of person signing)

CCO

(Title of person signing)

Delaware

The First State

Page 1


I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS FILED FROM AND INCLUDING THE RESTATED CERTIFICATE OR A MERGER WITH A RESTATED CERTIFICATE ATTACHED OF "ROBINHOOD CREDIT, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF MERGER, FILED THE THIRD DAY OF JULY, A.D. 2023, AT 9:25 O`CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "X1 INC." TO "ROBINHOOD CREDIT, INC.", FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2023, AT 2:47 O`CLOCK P.M.




Jeffrey W. Bullock, Secretary of State

6569892 8100X
SR# 20233907791

Authentication: 204530616
Date: 11-06-23

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:25 AM 07/03/2023
FILED 09:25 AM 07/03/2023
SR 20232910229 - File Number 6569892

**CERTIFICATE OF MERGER
FOR THE MERGER OF
XERXES MERGER SUB, INC.
WITH AND INTO
X1 INC.**

July 3, 2023

Pursuant to Section 251(c) of the
General Corporation Law of the State of Delaware

X1 Inc., a Delaware corporation (the "**Company**"), does hereby certify to the following facts relating to the merger (the "**Merger**") of Xerxes Merger Sub, Inc., a Delaware corporation ("**Merger Sub**"), with and into the Company, with the Company remaining as the surviving corporation of the Merger (the "**Surviving Corporation**");

- FIRST: The Company's name is X1 Inc., and it is incorporated pursuant to the General Corporation Law of the State of Delaware (the "**DGCL**"). Merger Sub's name is Xerxes Merger Sub, Inc. and it is incorporated pursuant to the DGCL. The Company and Merger Sub are the constituent corporations in the Merger.
- SECOND: An Agreement and Plan of Merger, dated as of June 21, 2023 (the "**Agreement**"), by and among Robinhood Markets, Inc., a Delaware corporation, Merger Sub, the Company and the Holders' Agent (as defined therein), has been approved, adopted, certified, executed and acknowledged by each of the Company and Merger Sub in accordance with the provisions of Section 251(c) of the DGCL and the requisite stockholders of the Company and Merger Sub have given their written consent thereto in accordance with Section 228 of the DGCL.
- THIRD: In accordance with the Agreement and upon the effectiveness of this filing, Merger Sub will merge with and into the Company. The name of the Surviving Corporation of the Merger shall be "X1 Inc."
- FOURTH: Upon the effectiveness of the Merger, the Certificate of Incorporation of the Surviving Corporation shall be amended and restated to read in its entirety as set forth in Exhibit A attached hereto.
- FIFTH: The Surviving Corporation is a corporation formed and existing under the laws of the State of Delaware.
- SIXTH: The executed Agreement is on file at the principal place of business of the Surviving Corporation at 85 Willow Rd, Menlo Park, CA 94025
- SEVENTH: A copy of the executed Agreement will be furnished by the Surviving Corporation on request and without cost, to any stockholder of any constituent corporation of the Merger.
- EIGHTH: The Merger shall become effective upon filing of this Certificate of Merger with the Secretary of State of the State of Delaware in accordance with the provisions of Sections 103 and 251(c) of the DGCL.

IN WITNESS WHEREOF, the Company has caused this Certificate of Merger to be executed by its duly authorized officer as of the date first above written.

X1 INC.

By: /s/ Deepak Rao
Name: Deepak Rao
Title: Chief Executive Officer

EXHIBIT A

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF X1 INC.

ARTICLE I: NAME

The name of the corporation is X1 Inc. (the "*Company*").

ARTICLE II: AGENT FOR SERVICE OF PROCESS

The address of the registered office of the corporation in the State of Delaware is 3500 South Dupont Highway, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is Incorporating Services, Ltd.

ARTICLE III: PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

ARTICLE IV: AUTHORIZED STOCK

The total number of shares of stock which the corporation has authority to issue is One Hundred (100) shares, all of which shall be Common Stock, \$0.0001 par value per share.

ARTICLE V: AMENDMENT OF BYLAWS

The Board of Directors of the corporation shall have the power to adopt, amend or repeal Bylaws of the corporation.

ARTICLE VI: VOTE BY BALLOT

Election of directors need not be by written ballot unless the Bylaws of the corporation shall so provide.

ARTICLE VII: DIRECTOR LIABILITY

1. **Limitation of Liability.** To the fullest extent permitted by law, no director of the corporation shall be personally liable for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the Delaware General Corporation Law is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law, as so amended.

2. **Change in Rights.** Neither any amendment nor repeal of this Article VII, nor the adoption

limitation on the personal liability of a director of the corporation existing at the time of such amendment, repeal or adoption of such an inconsistent provision.

ARTICLE VIII: FORUM SELECTION

Unless the corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall, to the fullest extent permitted by law, be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the corporation; (b) any action asserting a breach of a fiduciary duty owed by any current or former director, officer, employee or stockholder of the corporation to the corporation or the corporation's stockholders; (c) any action asserting a claim arising pursuant to any provision of the Delaware General Corporation Law, this Certificate of Incorporation or the Bylaws or as to which the Delaware General Corporation Law confers jurisdiction on the Court of Chancery of the State of Delaware; (d) any action to interpret, apply, enforce or determine the validity of this Certificate of Incorporation or the Bylaws; or (e) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring or holding any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of this Article VIII.

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
X1 INC.**

(Pursuant to Section 242 of the
General Corporation Law of the State of Delaware)

X1 Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “DGCL”), does hereby certify:

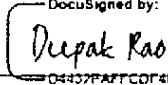
1. The name of the corporation is X1 Inc. (the “**Corporation**”), and that the Corporation was originally incorporated pursuant to the DGCL on October 5, 2017 under the name Thrive Financial.
2. That the Board of Directors of the corporation duly adopted a resolution proposing to amend the Amended and Restated Certificate of Incorporation of the Corporation (the “**Certificate**”), declaring this amendment to the Certificate (the “**Amendment**”) to be advisable and in the best interests of the corporation and its stockholders.
3. The Certificate is hereby amended to reflect a change in the name of the Corporation by deleting Article 1 of the Certificate in its entirety and restating the same as follows:

“The name of the corporation is Robinhood Credit, Inc. (the “**Company**”).”

4. This Amendment was duly adopted in accordance with the provisions of Section 242(d)(1) of the DGCL, which provide that no meeting or vote of stockholders shall be required to adopt an amendment to the certificate of incorporation that effects only changes of a corporation’s name.

[Signature page follows]

IN WITNESS WHEREOF, this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation has been executed by a duly authorized officer of the Corporation on this 29th day of August, 2023.

By:  _____
Name: Deepak Rao
Title: President and Chief Executive Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROBINHOOD CREDIT, 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 NOVEMBER, A.D. 2023.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "ROBINHOOD CREDIT, INC." WAS INCORPORATED ON THE FIFTH DAY OF OCTOBER, A.D. 2017.

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



6569892 8300

SR# 20233907791

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

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

Jeffrey W. Bullock, Secretary of State

Authentication: 204530620

Date: 11-06-23