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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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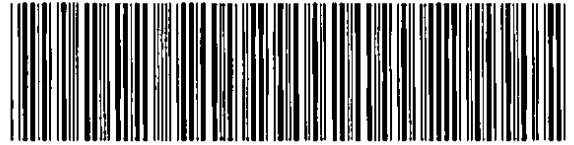
(Business Entity Name)

(Document Number)

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CORPORATE ACCESS, INC.

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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FOREIGN INC

1. PAIDUP, INC
(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL
INSTRUCTIONS:

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TALLAHASSEE, FL

**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. PaidUp, 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. 87-3173445
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 10-07-2021 5. _____
(Date of incorporation) (Date of duration, if other than perpetual)

6. upon filing
(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 475 Brannan Street, Suite 430 San Francisco, CA 94107
(Principal office street address)

655 Montgomery St STE 490, DPT 17022 San Francisco, CA 94111
(Current mailing address, if different)

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

Name: Registered Agent Solutions, Inc.

Office Address: 155 Office Plaza Dr., Suite A

Tallahassee, Florida 32301
(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.

Bradley W. Woydt

(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: Junko Swain
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☒ Director San Francisco, CA 94107
☒ President _____
☐ Vice President _____
☐ Secretary ☒ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Samuel Bright
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☒ Director San Francisco, CA 94107
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Michelle Swiec
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☒ Director San Francisco, CA 94107
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Jacob McQuown
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☐ Director San Francisco, CA 94107
☐ President _____
☐ Vice President _____
☒ Secretary ☐ Treasurer
☐ Other _____ ☐ Other _____

☐ Chairman Name: Paul Black
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☐ Director San Francisco, CA 94107
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other Chief Information Security Officer ☐ Other _____

☐ Chairman Name: Aurora Kaiser
☐ Vice Chairman Address: 475 Brannan Street Suite 430
☐ Director San Francisco, CA 94107
☐ President _____
☐ Vice President _____
☐ Secretary ☐ Treasurer
☒ Other Chief Compliance Officer ☐ 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.

12. [Signature]
 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. Junko Swain, President
 (Typed or printed name and capacity of person signing application)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAIDUP, 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 TWENTY-NINTH DAY OF NOVEMBER, A.D. 2021.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAIDUP, INC." WAS INCORPORATED ON THE SEVENTH DAY OF OCTOBER, A.D. 2021.

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

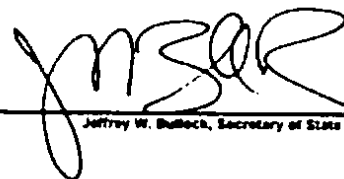
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You may verify this certificate online at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State

Authentication: 204807756

Date: 11-29-21