

F230000006598

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

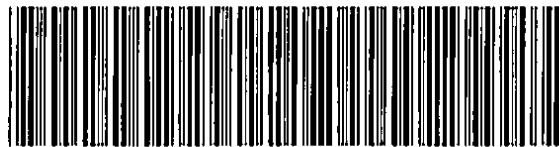
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2023 NOV 27 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FL

RECEIVED

2023 NOV 27 PM 3:50

OFFICE OF  
TALLAHASSEE, FL

12

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 127268 8255349

AUTHORIZATION

COST LIMIT : \$ 70.00

ORDER DATE : November 13, 2023

ORDER TIME : 1:24 PM

ORDER NO. : 127268-060

CUSTOMER NO: 8255349

FOREIGN FILINGS

NAME: COTERIE APPLICATIONS, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT#

EXAMINER: \_\_\_\_\_

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Coterie Applications, 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:

\_\_\_\_\_  
Name of Person

\_\_\_\_\_  
Firm/Company

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Person

at (\_\_\_\_\_) \_\_\_\_\_

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**

- |   |  |   |   |
|---|--|---|---|
| <input type="checkbox"/> \$70.00 Filing Fee | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$78.75 Filing Fee &<br>Certified Copy | <input type="checkbox"/> \$87.50 Filing Fee,<br>Certificate of Status &<br>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. Coterie Applications, 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. 83-3234193  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 07/27/2018 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. 4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242  
(Principal office street address)

\_\_\_\_\_  
(Current mailing address, if different)

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

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

**FILED**  
**2023 NOV 27 PM 3:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FL**

**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.*

Corporation Service Company

By: \_\_\_\_\_

(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: David McFarland

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other CEO ☐ Other \_\_\_\_\_

☐ Chairman Name: Morgan Smith

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other Chief Operating Officer ☐ Other \_\_\_\_\_

☐ Chairman Name: Paul Bessire

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other Chief Data Officer ☐ Other \_\_\_\_\_

☐ Chairman Name: Marci Campbell

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other Chief Technology Officer ☐ Other \_\_\_\_\_

☐ Chairman Name: Marc Frenkel

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other Chief Financial Officer ☐ Other \_\_\_\_\_

☐ Chairman Name: Bobbie Collies

☐ Vice Chairman Address: \_\_\_\_\_

☒ Director 4455 Carver Woods Drive, Suite 100

☐ President Blue Ash, OH 45242

☐ Vice President \_\_\_\_\_

☐ Secretary \_\_\_\_\_ ☐ Treasurer \_\_\_\_\_

☒ Other Chief Growth 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. Morgan Smith  
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. Mogan Smith, Chief Operating Officer  
(Typed or printed name and capacity of person signing application)

# Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COTERIE APPLICATIONS, 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-FIRST 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 "COTERIE APPLICATIONS, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF JULY, A.D. 2018.

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

6992356 8300

SR# 20234037430

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

Authentication: 204648502

Date: 11-21-23

**Coterie Applications, Inc.**

**Officers & Directors List**

<b>Name</b>	<b>Title</b>	<b>Business Address</b>	<b>Resident Address</b>
David McFarland	Chief Executive Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	404 Old Willow CT, South Lebanon, OH 45065
Morgan Smith	Chief Operating Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	289 Maple Ave, Oradell, NJ 07649
Paul Bessire	Chief Data Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	127 East 8 <sup>th</sup> St, Covington, KY 41011
Marci Campbell	Chief Technology Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	7912 Remington Rd, Montgomery, OH 45242
Marc Frenkel	Chief Financial Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	16 Shield Dr, Woodcliff Lake, NJ 07677
Bobbie Collies	Chief Growth Officer	4455 Carver Woods Drive, Suite 100, Blue Ash, OH 45242	972 Pine Ridge Ct, PO Box 22, Brownsville, WI 53006

**Coterie Applications, Inc.**

**Capital Stock Rider**

<b>Class</b>	<b>Series</b>	<b>Authorized Shares</b>	<b>Issued</b>	<b>Par Value</b>
Common Stock Non-Voting		11,300,000	1,583,079.00	0.00001
Common Stock Non-Voting PIU		269,230	262,819.00	0.00001
Common Stock Voting		67,000,000	12,902,193.00	0.00001
Preferred Stock	Series B	23,300,000	21,311,573.00	0.00001
Preferred Stock	Series A-1	10,243,000	9,574,736.00	0.00001
Preferred Stock	Series A-1	11,600,000	11,181,122.00	0.00001
Preferred Stock	Series Seed Plus-2	1,600,000	1,214,831.00	0.00001
Preferred Stock	Series Seed Plus-1	4,125,000	3,847,478.00	0.00001
Preferred Stock	Series Seed	3,500,000	2,615,385.00	0.00001