

S&DC-S/N

Statement and Designation by Foreign Corporation

To qualify a corporation from another state or country to transact intrastate business in California, fill out this form, and submit for filing along with:

- A \$100 filing fee (for a foreign stock corporation) or \$30 filing fee (for a foreign nonprofit corporation), and
- A certificate of good standing, issued within the last six (6) months by the agency where the corporation was formed. **Note:** If the corporation is a nonprofit, the certificate of good standing also must indicate the corporation is a nonprofit or nonstock corporation.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! Corporations in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

FILED
 Secretary of State
 State of California
 AUG 29 2013

This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

Corporate Name (List the exact name of the corporation, as shown in the certificate of good standing. If the name of the corporation is not available for use in the State of California, the corporation must qualify under an assumed name. E.g., "[list the exact name] which will do business in California as [list the proposed assumed name].") For general corporate name requirements and restrictions in California, go to www.sos.ca.gov/business/be/name-availability.htm.)

① Noosphere Ventures USA, Inc.

Corporate History

② State or foreign country where this corporation was formed: Delaware

Service of Process (List a California resident or an active 1505 corporation in California that agrees to be your agent to accept service of process in case your corporation is sued. You may list any adult who lives in California. You may not list your own corporation as the agent. Do not list an address if the agent is a 1505 corporation.)

③ a. Mark Watt

Agent's Name

b. 575 High Street, Suite 310.

Palo Alto,

CA 94301

Agent's Street Address (if agent is not a corporation)

City (no abbreviations)

State Zip

The corporation named in Item 1 above irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the California Secretary of State if that agent or that agent's successor is no longer authorized to act or cannot be found at the address given.

Corporate Addresses

④ a. 575 High Street, Suite 310.

Palo Alto,

CA 94301

Street Address of Principal Executive Office

City (no abbreviations)

State Zip

b. 575 High Street, Suite 310.

Palo Alto

CA 94301

Street Address of Principal Office in California, if any

City (no abbreviations)

State Zip

c. _____
Mailing Address of Principal Executive Office, if different from 4a or 4b

City (no abbreviations)

State Zip

Read and sign below: This form must be signed by an officer of the foreign corporation.

▶ Mark Watt
 Sign here

Mark Watt

Print your name here

President

Your business title

Make check/money order payable to: **Secretary of State**

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
 Business Entities, P.O. Box 94260
 Sacramento, CA 94244-2600

Drop-Off

Secretary of State
 1500 11th Street, 3rd Floor
 Sacramento, CA 95814

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "NOOSPHERE VENTURES 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 TWENTY-NINTH DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "NOOSPHERE VENTURES USA, INC." WAS INCORPORATED ON THE EIGHTH DAY OF AUGUST, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

5380718 8300

131040792



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 0701859

DATE: 08-29-13