

**APPLICATION FOR AUTHORITY
TO TRANSACT BUSINESS IN ARIZONA OF
FEEDME, INC.
A FOREIGN FOR-PROFIT CORPORATION**

1. The name of the foreign for-profit corporation is Feedme, Inc.
2. The foreign for-profit corporation is organized under the laws of the State of Delaware.
3. The foreign corporation was incorporated in its foreign domicile on December 31, 2018.
4. The purpose of the corporation is to engage in any and all lawful business in which corporations may engage in the state or country under whose law the foreign corporation is incorporated.
5. The character of business the foreign corporation initially intends to conduct in Arizona is the development of a mobile news application.
6. The street address of the principal office of the foreign corporation in the state or country of its incorporation is:
c/o Paracorp Incorporated, 2140 South DuPont Highway, Camden, Delaware 19934
7. The street address of the Arizona known place of business is:
41810 North Venture Drive, Building F, Phoenix, Arizona 85086
8. The name and street address of the statutory agent for the foreign corporation in Arizona is:
Paracorp Incorporated, 8825 N. 23rd Avenue, Suite 100, Phoenix, Arizona 85021
9. The names, titles, and business addresses of the current directors and officers of the foreign corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Floyd Brown	Director and Treasurer	41810 N. Venture Drive, Building F Phoenix, Arizona 85086
Todd Cefaratti	Director	3303 E. Baseline Road, Gilbert, Arizona 85234
Patrick Brown	Director and President	41810 N. Venture Drive, Building F Phoenix, Arizona 85086
David Torres	Chief Executive Officer	41810 N. Venture Drive, Building F Phoenix, Arizona 85086
Kathryn Brown	Secretary	41810 N. Venture Drive, Building F Phoenix, Arizona 85086

10. The foreign corporation is authorized to issue five thousand (5,000) shares, itemized as follows:

Two thousand (2,000) shares of Class A Common Stock, \$0.001 par value per share; and

Three thousand (3,000) shares of Class B Common Stock, \$0.001 par value per share.

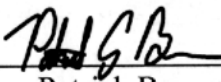
11. The foreign corporation has issued two thousand and eighty-three (2,083) shares, itemized as follows:

Seventy (70) shares of Class A Common Stock, \$0.001 par value per share; and

Two thousand and thirteen (2,013) shares of Class B Common Stock, \$0.001 par value per share.

Dated: April 29, 2019

FEEDME, INC.

By: 
Name: Patrick Brown
Title: President

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

CERTIFICATE OF DISCLOSURE*Read the Instructions C003i***1. ENTITY NAME** – give the exact name of the corporation in Arizona:

Feedme, Inc.

2. FELONY/JUDGMENT QUESTIONS :

Has any person (a) who is currently an officer, director, trustee, or incorporator, or (b) who controls or holds over ten per cent of the issued and outstanding common shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation been:

2.1	Convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.2	Convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the signing of this certificate?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.3	Subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the signing of this certificate, involving any of the following: a. The violation of fraud or registration provisions of the securities laws of that jurisdiction; b. The violation of the consumer fraud laws of that jurisdiction; c. The violation of the antitrust or restraint of trade laws of that jurisdiction?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
2.4	If any of the answers to numbers 2.1, 2.2, or 2.3 are YES , you MUST complete and attach a Certificate of Disclosure Felony/Judgment Attachment form C004.		

3. BANKRUPTCY QUESTION:

3.1	Has any person (a) who is currently an officer, director, trustee, incorporator, or (b) who controls or holds over twenty per cent of the issued and outstanding common shares or twenty per cent of any other proprietary, beneficial or membership interest in the corporation, served in any such capacity or held a twenty per cent interest in any other corporation (not the one filing this Certificate) on the bankruptcy or receivership of the other corporation ?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
3.2	If the answer to number 3.1 is YES , you MUST complete and attach a Certificate of Disclosure Bankruptcy Attachment form C005.		

IMPORTANT: If within 60 days of the delivery of this Certificate to the A.C.C. any person not included in this Certificate becomes an officer, director, trustee or person controlling or holding over ten per cent of the issued and outstanding shares or ten per cent of any other proprietary, beneficial or membership interest in the corporation, the corporation must submit a **SUPPLEMENTAL** Certificate providing information about that person, signed by all incorporators or by a duly elected and authorized officer.

SIGNATURE REQUIREMENTS:

Initial Certificate of Disclosure:	This Certificate must be signed by all incorporators. If more space is needed, complete and attach an Incorporator Attachment form C084.
Foreign corporations:	This Certificate may be signed by a duly authorized officer or by the Chairman of the Board of Directors.
Credit Unions and Loan Companies:	This Certificate must be signed by any 2 officers or directors.

Patrick Brown

Name

41810 North Venture Drive

Address 1

Building F

Address 2

Phoenix

AZ

85086

City

UNITED STATES

State

Zip


Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT

Signature



Patrick Brown

4/29/2019

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☒ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Name

Address 1

Address 2

City

State

Zip

Country

SIGNATURE - see Instructions C003i:

By typing or entering my name and checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☐ I ACCEPT

Signature

Printed Name

Date

REQUIRED - check only one:

- ☐ **Incorporator** - I am an incorporator of the corporation submitting this Certificate.
- ☐ **Officer** - I am an officer of the corporation submitting this Certificate.
- ☐ **Chairman of the Board of Directors** - I am the Chairman of the Board of Directors of the corporation submitting this Certificate.
- ☐ **Director** - I am a Director of the credit union or loan company submitting this Certificate.

Filing Fee: None

All fees are nonrefundable - see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007

Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.

If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC USE ONLY.

STATUTORY AGENT ACCEPTANCE*Please read Instructions M002i*

1. **ENTITY NAME** – give the **exact** name in Arizona of the corporation or LLC that has appointed the Statutory Agent (this must match exactly the name as listed on the document appointing the statutory agent, e.g., Articles of Organization or Article of Incorporation):

Feedme, Inc.

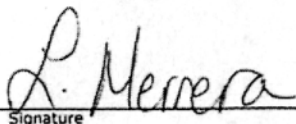
2. **STATUTORY AGENT NAME** – give the exact name of the Statutory Agent appointed by the entity listed in number 1 above (this will be *either* an individual or an entity). *NOTE* - the name must match **exactly** the statutory agent name as listed in the document that appoints the statutory agent (e.g. Articles of Incorporation or Articles of Organization), including any middle initial or suffix:

PARACORP INCORPORATED

3. **STATUTORY AGENT SIGNATURE:**

By the signature appearing below, the individual or entity named in number 2 above accepts the appointment as statutory agent for the entity named in number 1 above, and acknowledges that the appointment is effective until the appointing entity replaces the statutory agent or the statutory agent resigns, whichever occurs first.

The person signing below declares and certifies *under penalty of perjury* that the information contained within this document together with any attachments is true and correct, and is submitted in compliance with Arizona law.


Signature

Leticia Herrera, Assistant Secretary

Printed Name

4/29/2019

Date

REQUIRED – check only one:

☐ **Individual as statutory agent:** I am signing on behalf of myself as the individual (natural person) named as statutory agent.

☒ **Entity as statutory agent:** I am signing on behalf of the entity named as statutory agent, and I am authorized to act for that entity.

Filing Fee: none (regular processing)
Expedited processing – not applicable.
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section
1300 W. Washington St., Phoenix, Arizona 85007
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the **minimum** provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.
All documents filed with the Arizona Corporation Commission are **public record** and are open for public inspection.
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Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FEEDME, 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-EIGHTH DAY OF MARCH, A.D. 2019.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "FEEDME, INC." WAS INCORPORATED ON THE THIRTY-FIRST DAY OF DECEMBER, 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

7217082 8300

SR# 20192348057

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

Authentication: 202533919

Date: 03-28-19

Delaware

Page 1

The First State

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 ON FILE OF "FEEDME, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE THIRTY-FIRST DAY OF DECEMBER, A.D. 2018, AT 8:02 O'CLOCK A.M.

CERTIFICATE OF CONVERSION, CHANGING ITS NAME FROM "FEEDME JV, LLC" TO "FEEDME, INC.", FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2019, AT 6:07 O'CLOCK P.M.

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-SEVENTH DAY OF MARCH, A.D. 2019, AT 6:07 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "FEEDME, INC."

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

7217082 8100H
SR# 20192348014

Authentication: 202533916
Date: 03-28-19

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

State of Delaware
Secretary of State
Division of Corporations
Delivered 08:02 AM 12/31/2018
FILED 08:02 AM 12/31/2018
SR 20188430701 - File Number 7217082

STATE OF DELAWARE
CERTIFICATE OF FORMATION
OF
FEEDME JV, LLC

The undersigned authorized person, desiring to form a limited liability company pursuant to the Limited Liability Company Act of the State of Delaware, hereby certifies as follows:

1. The name of the limited liability company is FeedMe JV, LLC.
2. The Registered Office of the limited liability company in the State of Delaware is located at 2140 S. DuPont Highway, in the City of Camden, County of Kent, Zip Code 19934. The name of its Registered Agent at such address upon whom process against this limited liability company may be served is Paracorp Incorporated.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation this 31st day of December, 2018.

By: /s/ Jason Weber
Name: Jason Weber
Authorized Person

FILED 06:07 PM 03/27/2019
SR 20192332969 - File Number 7217082

STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A LIMITED LIABILITY COMPANY TO A
CORPORATION PURSUANT TO SECTION 265 OF
THE DELAWARE GENERAL CORPORATION LAW

The company does hereby certify:

- 1.) The jurisdiction where the Limited Liability Company first formed is Delaware.
- 2.) The jurisdiction immediately prior to filing this Certificate is Delaware.
- 3.) The date the Limited Liability Company first formed is December 31, 2018.
- 4.) The name of the Limited Liability Company immediately prior to filing this Certificate is "FeedMe JV, LLC".
- 5.) The name of the Corporation as set forth in the Certificate of Incorporation is "Feedme, Inc."

IN WITNESS WHEREOF, the undersigned being duly authorized to sign on behalf of the converting Limited Liability Company have executed this Certificate on the 27 day of March, 2019.

COMPANY:

FEEDME JV, LLC,
a Delaware limited liability company

By: PLGB

Name: Patrick Brown

Title: Authorized Person

**CERTIFICATE OF INCORPORATION OF
FEEDME, INC.**

ARTICLE ONE

The name of the corporation is Feedme, Inc.

ARTICLE TWO

The address of the corporation's registered office in the State of Delaware is 2140 S. DuPont Highway, City of Camden, County of Kent, Delaware, Zip Code 19934. The name of its registered agent at such address is Paracorp Incorporated.

ARTICLE THREE

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 (the "DGCL").

ARTICLE FOUR

The corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Class A Common Stock" and "Class B Common Stock", or cumulatively as "Common Stock". The total number of shares of Common Stock which the corporation shall have authority to issue is five thousand (5,000), and the par value of each such share is \$0.001 per share. Two thousand (2,000) shares shall be Class A Common Stock and three thousand (3,000) shares shall be Class B Common Stock.

The number of authorized shares of Class A Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of Common Stock of the corporation representing a majority of the votes represented by all outstanding shares of Common Stock entitled to vote, irrespective of the provisions of Section 242(b)(2) of the DGCL.

(a) Voting Rights. The Class A Common Stock shall be non-voting, unless specifically required by the DGCL. Each holder of shares of Class B Common Stock shall be entitled to one (1) vote for each share of Class B Common Stock held as of the applicable date on any matter that is submitted to a vote or for the consent of the stockholders of the Corporation.

(b) Liquidation. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, the holders of Common Stock shall be entitled to share equally, on a per share basis, all assets of the Corporation of whatever kind available for distribution to the holders of Common Stock.

(c) Dividends. The holders of Common Stock shall be entitled to share equally, on a per share basis, in such dividends and other distributions of cash, property or shares of stock of the corporation as may be declared from time to time with respect to the Common Stock out of

assets or funds of the corporation legally available therefor; provided, however, that in the event that such dividend is paid in the form of shares of Common Stock or rights to acquire Common Stock, the holders of Class A Common Stock shall receive Class A Common Stock or rights to acquire Class A Common Stock, as the case may be, and the holders of Class B Common Stock shall receive Class B Common Stock or rights to acquire Class B Common Stock, as the case may be.

(d) Residual Rights. All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein or in the Bylaws of the corporation or in any amendment hereto or thereto shall be vested in the Common Stock.

(e) Subdivision or Combinations. If the corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock will be subdivided or combined in the same manner.

(f) Identical Rights. Except as expressly provided in this ARTICLE FOUR, Class A Common Stock and Class B Common Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters.

ARTICLE FIVE

The incorporator of the corporation is Patrick Brown, 41810 N. Venture Drive, Building F, Anthem, Arizona 85086. The powers of the incorporator are to terminate upon the filing of this Certificate of Incorporation.

ARTICLE SIX

The name and mailing address of each person who is to serve as an initial director of the corporation until the first annual meeting of the stockholders of the corporation, or until his or her successor is elected and qualified, are: Floyd G. Brown, 41810 N. Venture Drive, Building F, Anthem, Arizona 85086; Patrick Brown, 41810 N. Venture Drive, Building F, Anthem, Arizona 85086; and Todd Cefaratti, 3303 E. Baseline Road, Gilbert, AZ 85234.

ARTICLE SEVEN

Election of members to the Board of Directors need not be by written ballot unless and except to the extent that the Bylaws of the corporation shall so require.

Meetings of the stockholders of the corporation may be held within or without the State of Delaware, as the Bylaws of the corporation may provide. Unless otherwise designated from time to time in the Bylaws or by the Board of Directors, the books of the corporation may be kept (subject to any provision contained in the DGCL) within or without the State of Delaware, including at the principal executive offices of the corporation.

ARTICLE EIGHT

In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors of the corporation is expressly authorized to make, alter and

repeal the Bylaws of the corporation, subject to the power of the stockholders of the corporation to adopt, alter or repeal any Bylaw of the corporation, whether adopted by them or otherwise, to the extent required by the DGCL.

ARTICLE NINE

To the fullest extent permitted by the DGCL, a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director of the corporation; provided, that the foregoing provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the liability of directors, the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as amended. Any amendment, modification or repeal of any provision in this certificate of incorporation or the Bylaws of the corporation shall not adversely affect any right or protection of a director or former director of the corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

The provisions of this ARTICLE NINE shall not be deemed to limit or preclude indemnification of a director by the corporation for any liability of a director which has not been eliminated by the provisions of this ARTICLE NINE.

ARTICLE TEN

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 (i) any derivative action or proceeding brought on behalf of the Corporation, (ii) any action asserting a claim for breach of a fiduciary duty owed by any director, officer, employee or agent of the corporation to the corporation or the corporation's stockholders, (iii) any action asserting a claim arising pursuant to any provision of the DGCL, this certificate of incorporation or the Bylaws of the corporation or (iv) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

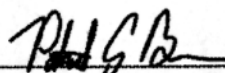
ARTICLE ELEVEN

The corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon stockholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this ARTICLE ELEVEN.

[Signature page follows]

I, THE UNDERSIGNED, for the purposes of incorporating and organizing a corporation under the General Corporation Law of the State of Delaware, do execute this Certificate of Incorporation, and do certify that the facts herein stated are true.

Dated: March 27, 2019.



Patrick Brown, Incorporator