

State of Idaho

Office of the Secretary of State

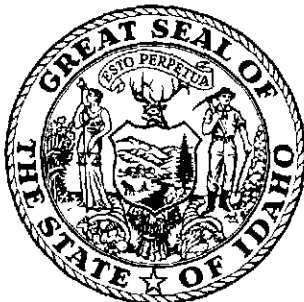
**CERTIFICATE OF REGISTRATION
OF
UPSTART NETWORK, INC.**

File Number C 209077

I, LAWERENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: March 4, 2016



Lawrence Denney
SECRETARY OF STATE

By *Beggs*



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

FILED EFFECTIVE

2016 MAR -4 PM 2: 16

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: Upstart Network, Inc.
2. The name which it shall use in Idaho is: Upstart Network, Inc.
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> General Partnership
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> General Cooperative Association
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership)
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> Statutory Trust, Business Trust, or Common-law Business Trust
<input type="checkbox"/> Other: _____ (Use "Other" only if your foreign entity type is <u>not</u> listed above, and enter the type here.)	
4. Jurisdiction of formation: Delaware
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
2 Circle Star Way, San Carlos, CA 94070
(Street Address)

(Mailing Address, if different)
6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:

(Street Address)

(Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:

(Address)
8. The name of the registered agent and street address of registered agent in Idaho:
National Registered Agents, Inc. 921 S Orchard Street, Suite G, Boise, Idaho 83705
(Name) (Address)
9. The name, capacity, and mailing address of at least one governor:

<u>David Girouard</u>	<u>CEO</u>	<u>2 Circle Star Way, San Carlos, CA</u>
(Name)	(Capacity)	(Address)
_____	_____	_____
(Name)	(Capacity)	(Address)

Signature: _____

David Girouard

Typed Name: David Girouard

Capacity: CEO

Secretary of State use only

IDAHO SECRETARY OF STATE

03/04/2016 05:00

CK:PREPAID CT:221028 BH:1516913
1@ 100.00 = 100.00 FOR REG ST #2

C209077

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "UPSTART NETWORK, 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 EIGHTH DAY OF JANUARY, A.D. 2016.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "UPSTART NETWORK, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF FEBRUARY, A.D. 2012.

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



5115428 8300

SR# 20160121299

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: 201641050

Date: 01-08-16