



NORTH CAROLINA

Department of the Secretary of State

To all whom these presents shall come, Greetings:

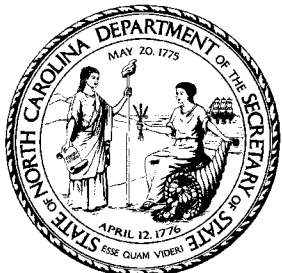
I, Elaine F. Marshall, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF

SMART CITY MEDIA, LLC

the original of which was filed in this office on the 11th day of June, 2018.



Scan to verify online.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 11th day of June, 2018.

Elaine F. Marshall

Secretary of State

*State of North Carolina
Department of the Secretary of State*

SOSID: 1714135
Date Filed: 6/11/2018 2:48:00 PM
Elaine F. Marshall
North Carolina Secretary of State
C2018 162 00536

**APPLICATION FOR CERTIFICATE OF AUTHORITY
FOR LIMITED LIABILITY COMPANY**

Pursuant to §57D-7-03 of the General Statutes of North Carolina, the undersigned limited liability company hereby applies for a Certificate of Authority to transact business in the State of North Carolina, and for that purpose submits the following:

1. The name of the limited liability company is Smart City Media, LLC;

and if the limited liability company name is unavailable for use in the State of North Carolina, the name the limited liability company wishes to use is Smart City Media, LLC.

2. The state or country under whose laws the limited liability company was formed is New York.

3. Principal office information: (Select either a or b.)

a. ☐ The limited liability company has a principal office.

The principal office telephone number: (917)846-1524.

The street address and county of the principal office of the limited liability company is:

Number and Street: 54 West 40th Street

City: New York State: NY Zip Code: 10018 County: Manhattan

The mailing address, *if different from the street address*, of the principal office of the corporation is:

Number and Street: _____

City: _____ State: _____ Zip Code: _____ County: _____

b. ☒ The limited liability company does not have a principal office.

4. The name of the registered agent in the State of North Carolina is: C T Corporation System.

5. The street address and county of the registered agent's office in the State of North Carolina is:

Number and Street: 160 Mine Lake Ct., Ste. 200

City: Raleigh, State: NC Zip Code: 27615-6417 County: Wake

6. The North Carolina mailing address, *if different from the street address*, of the registered agent's office in the State of North Carolina is:

Number and Street: _____

City: _____ State: NC Zip Code: _____ County: _____

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7. The names, titles, and usual business addresses of the current company officials of the limited liability company are:
(use attachment if necessary) (This document must be signed by a person listed in item 7.)

<u>Name and Title</u>	<u>Business Address</u>
Tom Touchet, CEO	54 West 40th Street, NY, NY 10018
Mike Mainthow, Chief Marketing Officer	54 West 40th Street, NY, NY 10018
Jeff C. Frazier, Chief Strategy Officer	316 Hogans Valley Way
Karl Turkel, Chief Creative Officer	54 West 40th Street, NY, NY 10018

8. Attached is a certificate of existence (or document of similar import), duly authenticated by the secretary of state or other official having custody of limited liability company records in the state or country of formation. **The Certificate of Existence must be less than six months old. A photocopy of the certification cannot be accepted.**
9. If the limited liability company is required to use a fictitious name in order to transact business in this State, a copy of the resolution of its managers adopting the fictitious name is attached.
10. (Optional): Please provide a business e-mail address: Privacy Redacted.
The Secretary of State's Office will e-mail the business automatically at the address provided above at no cost when a document is filed. **The e-mail provided will not be viewable on the website.** For more information on why this service is offered, please see the instructions for this document.
11. This application will be effective upon filing, unless a delayed date and/or time is specified: _____.

This the 20 day of May, 2018

Smart City Media, LLC

Name of Limited Liability Company



Signature of Company Official

Jeff C. Frazier, Chief Strategy Officer

Type or Print Name and Title

Notes:

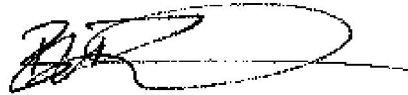
1. **Filing fee is \$250.** This document must be filed with the Secretary of State.

State of New York Department of State } ss:

I hereby certify, that SMART CITY MEDIA, LLC a NEW YORK Limited Liability Company filed Articles of Organization pursuant to the Limited Liability Company Law on 02/13/2015, and that the Limited Liability Company is existing so far as shown by the records of the Department.

The Biennial Statement is past due.

*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 04th day of June
two thousand and eighteen.*



Brendan W. Fitzgerald
Executive Deputy Secretary of State



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CT

North Carolina Secretary of State,

This notice is regarding the Registration filing for **Smart City Media, LLC** in the state of North Carolina.

The following address has been verified to be a deliverable address.

54 West 40th Street
New York, NY 10018 County of Manhattan

Sincerely,

CT Corporation System

By: Patrick Duffy