



**COMMONWEALTH OF KENTUCKY**  
**MICHAEL G. ADAMS, SECRETARY OF STATE**

**1359442.16**dwilliams  
ADD

**Michael G. Adams**  
**Kentucky Secretary of State**  
 Received and Filed:  
 4/23/2024 9:19 AM  
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**Division of Business Filings**

P.O. Box 718  
 Frankfort, KY 40602  
 (502) 564-3490  
[www.sos.ky.gov](http://www.sos.ky.gov)

**Certificate of Authority**  
 (Foreign Business Entity)

**FBE**

Pursuant to the provisions of KRS 14A – 030 the undersigned hereby applies for authority to transact business in Kentucky on behalf of the entity named below and, for that purpose, submits the following statements:

1. The entity is a:
- |                                                         |                                                           |                                                                 |
|---------------------------------------------------------|-----------------------------------------------------------|-----------------------------------------------------------------|
| <input type="checkbox"/> profit corporation             | <input type="checkbox"/> nonprofit corporation            | <input type="checkbox"/> professional limited liability company |
| <input type="checkbox"/> business trust                 | <input type="checkbox"/> limited liability company        | <input type="checkbox"/> statutory trust                        |
| <input checked="" type="checkbox"/> limited partnership | <input type="checkbox"/> ltd cooperative association      | <input type="checkbox"/> public benefit corporation             |
| <input type="checkbox"/> non-profit llc                 | <input type="checkbox"/> professional service corporation | <input type="checkbox"/> other                                  |

2. The name of the entity is Bluespring Growth Incentive Plan EmployCo, LP  
 (The name must be identical to the name on record with the Secretary of State.)

3. The name of the entity to be used in Kentucky is (if applicable): \_\_\_\_\_  
 (Only provide if "real name" is unavailable for use; otherwise, leave blank.)

4. The state or country under whose law the entity is organized is Delaware

5. The date of organization is 09/01/2021 and the period of duration is \_\_\_\_\_  
 (If left blank, duration is considered perpetual.)

6. The mailing address of the entity's principal office is  
5707 Southwest Parkway, Bldg #2, Ste #400      Austin      TX      78735  
**Street Address**      **City**      **State**      **Zip Code**

7. The street address of the entity's registered office in Kentucky is  
306 W. Main Street, Suite 512      Frankfort      KY      40601  
**Street Address (No P.O. Box Numbers)**      **City**      **State**      **Zip Code**

and the name of the registered agent at that office is C T Corporation System

8. The names and business addresses of the entity's representatives (secretary, officers and directors, managers, trustees or general partners):

Bluespring Growth Incentive Plan Holdings, LP, General Partner	5707 Southwest Parkway, Bldg #2, Ste #400	Austin	TX	78735
<b>Name</b>	<b>Street or P.O. Box</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
<b>Name</b>	<b>Street or P.O. Box</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>
<b>Name</b>	<b>Street or P.O. Box</b>	<b>City</b>	<b>State</b>	<b>Zip Code</b>

9. If a professional service corporation, all the individual shareholders, not less than one half (1/2) of the directors, and all of the officers other than the secretary and treasurer are licensed in one or more states or territories of the United States or District of Columbia to render a professional service described in the statement of purposes of the corporation.

10. I certify that, as of the date of filing this application, the above-named entity validly exists under the laws of the jurisdiction of its formation.

11. If a limited partnership, it elects to be a limited liability limited partnership. Check the box if applicable:

12. If a limited liability company, check box if manager-managed:

13. This application will be effective upon filing.

DocuSigned by: <u>Bredt Norwood</u>	<b>Bredt Norwood</b>	<b>2/13/2024</b>
<b>Signature of Authorized Representative</b>	<b>Printed Name &amp; Title</b>	<b>Date</b>

I, C T Corporation System, consent to serve as the registered agent on behalf of the business entity.  
**Type/Print Name of Registered Agent**

By: <u>SEAN L. EMERICK</u>	<u>ASSISTANT SECRETARY</u>	<u>02/05/2024</u>
<b>Signature of Registered Agent</b>	<b>Printed Name</b>	<b>Title</b> <b>Date</b>