



COMMONWEALTH OF KENTUCKY
MICHAEL G. ADAMS, SECRETARY OF STATE

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Michael G. Adams
Kentucky Secretary of State
 Received and Filed:
 7/7/2023 10:48 AM
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Division of Business Filings

P.O. Box 718
 Frankfort, KY 40602
 (502) 564-3490
www.sos.ky.gov

Certificate of Authority
 (Foreign Business Entity)

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: ☒ profit corporation ☐ nonprofit corporation ☐ professional limited liability company
☐ business trust ☐ limited liability company ☐ statutory trust
☐ limited partnership ☐ ltd cooperative association ☐ public benefit corporation
☐ non-profit llc ☐ professional service corporation ☐ other

2. The name of the entity is Upwork Payments Inc.
 (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 10/07/2021 and the period of duration is _____
 (If left blank, duration is considered perpetual.)

6. The mailing address of the entity's principal office is
 655 Montgomery Street STE 490, DPT 17022
 San Francisco CA 94111
Street Address City State Zip Code

7. The street address of the entity's registered office in Kentucky is
 828 Lane Allen Road, Suite 219
 Lexington KY 40504
Street Address (No P.O. Box Numbers) City State Zip Code

and the name of the registered agent at that office is Registered Agent Solutions, Inc.

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

Mohit Kumar, President and Director	475 Brannan Street, Suite 430	San Francisco	CA	94107
Name	Street or P.O. Box	City	State	Zip Code
Olivier Marie, Director	475 Brannan Street, Suite 430	San Francisco	CA	94107
Name	Street or P.O. Box	City	State	Zip Code
Jacob McQuown, Secretary	475 Brannan Street, Suite 430	San Francisco	CA	94107
Name	Street or P.O. Box	City	State	Zip Code

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.

Thomas Bell

Thomas Bell, AML & Sanctions Compliance Officer

7/6/2023

Signature of Authorized Representative

Printed Name & Title

Date

I, Registered Agent Solutions, Inc., consent to serve as the registered agent on behalf of the business entity.
Type/Print Name of Registered Agent

Samantha Niels

Samantha Niels

Assistant Secretary

7/6/2023

Signature of Registered Agent

Printed Name

Title

Date

Additional officers of Upwork Payments Inc.:

Name	Title	Business Address
Paul Black	Chief Information Security Officer	475 Brannan Street Suite 430 San Francisco, CA 94107
Olivier Marie	Chief Financial Officer and Treasurer	475 Brannan Street Suite 430 San Francisco, CA 94107
Thomas Bell	Anti-Money Laundering & Sanctions Compliance Officer	475 Brannan Street Suite 430 San Francisco, CA 94107