

Filing Fee: \$150.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

2013 SEP 30 AM 11:37
SECRETARY OF STATE
CORPORATIONS DIV

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION

Pursuant to the provisions of Section 7-16-49 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the limited liability company is:

Southern Graphic Systems, LLC

[] This company has been duly organized in its state of formation as a low-profit limited liability company. (Check box if applicable)

2. The name, if different, under which it proposes to register and transact business in Rhode Island is:

3. The limited liability company is organized under the laws of Kentucky

4. The date of its organization is November 19, 1946

5. The period of duration of the limited liability company is (if perpetual, so state) Perpetual

6. The address of the limited liability company's resident agent in Rhode Island is:

222 Jefferson Boulevard, Suite 200 Warwick, RI 02888
(Street Address, not P.O. Box) (City/Town) (Zip Code)

and the name of the resident agent at such address is Corporation Service Company (Name of Agent)

7. The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.

8. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:

CSC-Lawyer's Incorporating Service Company
421 W. Main, Frankfort, KY 40601

9. The mailing address for the limited liability company is:

626 West Main Street, Suite 500
Louisville, KY 40202

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BY [Signature] 207056

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10. Management of the Limited Liability Company:

A. The limited liability company is to be managed by its members. *(If you have checked this box, go to item no. 11.)*

or

B. The limited liability company is to be managed by one (1) or more managers. *(If the limited liability company has managers at the time of the filing of these Articles of Organization, state the name and address of each manager.)*

<u>Manager</u>	<u>Address</u>
See attached list	
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

11. This application is accompanied by a certificate of good standing duly authenticated by the secretary of state or other authorized officer of the jurisdiction under which the foreign limited liability company was organized.

12. The date this Application for Registration is to become effective, if later than the date of filing, is:

_____ (not prior to, nor more than 30 days after, the filing of this Application for Registration)

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: September 16, 2013

Southern Graphic Systems, LLC

Print Exact Name of Limited Liability Company Making Application

By 
Signature of Authorized Person

MANAGERS

SOUTHERN GRAPHIC SYSTEMS, LLC

Henry R. Baughman
President and Chief Executive Officer, SGS International, LLC
626 W. Main Street Ste. 500
Louisville, KY 40202

James M. Dahmus
Executive Vice President and Chief Financial Officer, SGS International, LLC
626 W. Main Street Ste. 500
Louisville, KY 40202

David J. Mansell
Managing Director ONEX
161 Bay Street
PO Box 700
Toronto Ontario Canada M5J – 2S1

Akira Okubo
Principal ONEX
161 Bay Street
PO Box 700
Toronto Ontario Canada M5J – 2S1

Joseph F. Dooley
190 Little Fox Lane
Southbury, CT 06488

Neil Fiske
652 Hudson Street NE, Apt 2W
New York, NY 10014

Daniel I. Malina
Operating Advisor to Thomas H. Lee Partners
18442 Nicklaus Way
Eden Prairie, MN 55347

2018 SEP 30 AM 11:37
OFFICE OF THE
SECRETARY OF STATE

Commonwealth of Kentucky
Alison Lundergan Grimes, Secretary of State

Alison Lundergan Grimes
Secretary of State
P. O. Box 718
Frankfort, KY 40602-0718
(502) 564-3490
<http://www.sos.ky.gov>

Certificate of Existence

Authentication number: 143118
Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

SOUTHERN GRAPHIC SYSTEMS, LLC

is a limited liability company duly organized and existing under KRS Chapter 14A and KRS Chapter 275, whose date of organization is November 19, 1946 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 13th day of September, 2013, in the 222nd year of the Commonwealth.



Alison Lundergan Grimes
Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
143118/0047140

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SECRETARY OF STATE
CORPORATIONS DIV



State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

