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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

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OFFICE OF THE SECRETARY OF STATE
CORPORATIONS DIV
MAY 14 AM 10:35

NON-PROFIT CORPORATION

**APPLICATION FOR
CERTIFICATE OF WITHDRAWAL**

Pursuant to the provisions of Section 7-6-83 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Withdrawal from the state of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Brookfield U.S. Foundation, Inc.
2. It is incorporated under the laws of New York
3. It is not conducting affairs in the state of Rhode Island.
4. It hereby surrenders its authority to conduct affairs in the state of Rhode Island.
5. It revokes the authority of its registered agent in Rhode Island to accept service of process and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in Rhode Island during the time the corporation was authorized to conduct affairs in Rhode Island may hereafter be made on the corporation by service thereof on the Secretary of State of the State of Rhode Island.
6. The post office address to which the secretary of state may mail a copy of any process against the corporation that may be served on him or her is:

200 Donald Lynch Boulevard, Suite 300, Marlborough, MA 01752

Under penalty of perjury, we declare and affirm that we have examined this Application for Certificate of Withdrawal, and that all statements contained herein are true and correct.

Date: 5-9-14

Brookfield U.S. Foundation, Inc.

Print Exact Name of Corporation Making Application

By [Signature]

President or Vice President (check one)

AND

By [Signature]

Secretary or Assistant Secretary (check one)

FILED

MAY 14 2014

BY [Signature] 224/137
10:35



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

