

Filing Fee: \$50.00



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

NON-PROFIT CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Adults & Children's Risk Purchasing Group, Inc.
2. It is incorporated under the laws of Illinois
3. The date of its incorporation is April 19, 2012
4. The address of its principal office is One North Franklin, #3600, Chicago, IL 60606
5. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:

To operate as a trade association to have the power to operate as a purchasing group in order to purchase liability insurance for the benefit of its members on a group basis.

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	Daniel V. O'Leary, Jr.	One North Franklin, #3600, Chicago, IL 60606
Director	Bruce N. Menkes	One North Franklin, #3600, Chicago, IL 60606
Director	Stephen T. Lerum	80 South 8th Street, #700, Minneapolis, MN 5502
President	Danile V. O'Leary, Jr.	One North Franklin, #3600, Chicago, IL 60606
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

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

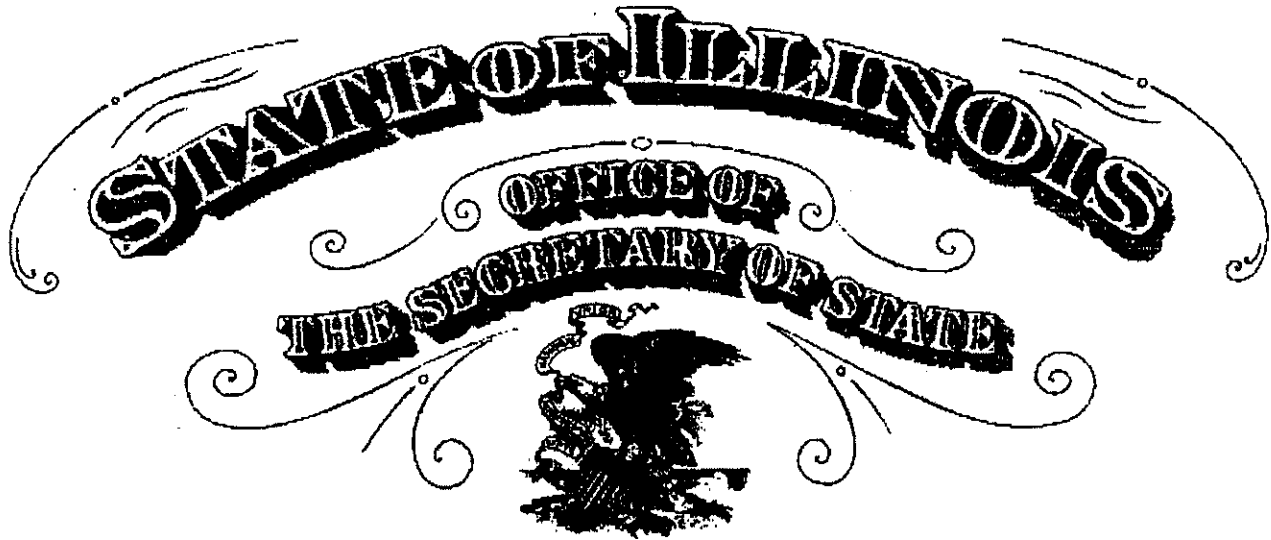
Date: September 5, 2012

Adults & Children's Risk Purchasing Group, Inc.
 Print Exact Name of Corporation Making Application

Daniel V. O'Leary, Jr.
 Signature of President or Vice President (check one)

[Signature]
 Signature of Secretary or Assistant Secretary (check one)

File Number 6830-135-1



To all to whom these Presents Shall Come, Greeting:
I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

THE FOREGOING AND HERETO ATTACHED IS A TRUE AND CORRECT COPY, CONSISTING OF 4 PAGES, AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR ADULTS & CHILDREN'S RISK PURCHASING GROUP, INC. *****



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 20TH day of AUGUST A.D. 2012 .

Jesse White

FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-9522
www.cyberdriveillinois.com



CP0735194
to Secretary of State.

FILED: 04/19/2012
JESSE WHITE ILLINOIS SECRETARY OF STATE

File # 68301351 Filing Fee: \$50 Approved: kak

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

Article 1.

Corporate Name: Adults & Children's Risk Purchasing Group

Article 2.

Name and Address of Registered Agent and Registered Office in Illinois:

Registered Agent:	<u>Daniel</u>	<u>Vincent</u>	<u>O'Leary, Jr.</u>
	First Name	Middle Name	Last Name
Registered Office:	<u>One North Franklin</u>	<u>Suite 3600</u>	
	Number	Street	Suite # (P.O. Box alone is unacceptable)
	<u>Chicago</u>	<u>IL</u>	<u>Cook</u>
	City	ZIP Code	County

Article 3.

The first Board of Directors shall be 3 in number, their Names and Addresses being as follows
Not less than three

Director Name	Street Address	City	State	Zip Code
<u>Daniel V. O'Leary, Jr.</u>	<u>One North Franklin, #3600</u>	<u>Chicago</u>	<u>IL</u>	<u>60606</u>
<u>Bruce N. Menkes</u>	<u>One North Franklin, #3600</u>	<u>Chicago</u>	<u>IL</u>	<u>60606</u>
<u>Stephen Lerum</u>	<u>80 South 8th Street</u>	<u>Minneapolis</u>	<u>MN</u>	<u>55402</u>

Article 4.

Purpose(s) for which the Corporation is organized:

To operate as a trade association, and in furtherance thereof, to have the power to operate as a purchasing group pursuant to the provisions of the federal Liability Risk Retention Act of 1986, in order to purchase liability insurance for the benefit of the members on a group basis.

(continued on back)

Article 4.(continued)

Is this Corporation a Condominium Association as established under the Condominium Property Act? (check one)

Yes No

Is this Corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? (check one)

Yes No

Is this Corporation a Homeowner's Association, which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? (check one)

Yes No

Article 5.

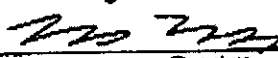
Other provisions (For more space, attach additional sheets of this size.):

Article 6.

Names & Addresses of Incorporators

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated April 19 _____, 2012
Month & Day Year

Signatures and Names	Post Office Address
1. <u></u> Signature	1. <u>One North Franklin, Suite 3600</u> Street
<u>Bruce N. Menkes</u> Name (print)	<u>Chicago, IL 60606</u> City, State, ZIP
2. _____ Signature	2. _____ Street
_____ Name (print)	_____ City, State, ZIP
3. _____ Signature	3. _____ Street
_____ Name (print)	_____ City, State, ZIP
4. _____ Signature	4. _____ Street
_____ Name (print)	_____ City, State, ZIP
5. _____ Signature	5. _____ Street
_____ Name (print)	_____ City, State, ZIP

Signatures must be in BLACK INK on the original document.

Carbon copies, photocopies or rubber stamped signatures may only be used on the duplicate copy.

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in Illinois, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation that is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it will comply with the State and local laws and ordinances relating to alcoholic liquors.

FORM NFP 110.30 (rev. Dec. 2003)
ARTICLES OF AMENDMENT
General Not For Profit Corporation Act

Jesse White, Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-1832
www.cyberdriveillinois.com



FILED:08/15/2012 JESSE WHITE SECRETARY OF STATE

File # 108301351 Filing Fee: \$25 Approved: JR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

1. Corporate Name (See Note 1 on back.): Adults & Children's Risk Purchasing Group
2. Manner of Adoption of Amendment:
The following amendment to the Articles of Incorporation was adopted on August 14, 2012 in the man-
ner indicated below (check one only):
 - By affirmative vote of a majority of the directors in office, at a meeting of the board of directors, in accordance with Section 110.15. (See Note 2 on back.)
 - By written consent, signed by all the directors in office, in compliance with Sections 110.15 and 108.45. (See Note 3 on back.)
 - By members at a meeting of members entitled to vote by the affirmative vote of the members having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation or the bylaws, in accordance with Section 110.20. (See Note 4 on back.)
 - By written consent signed by members entitled to vote having not less than the minimum number of votes necessary to adopt such amendment, as provided by this Act, the Articles of Incorporation, or the bylaws, in compliance with Sections 107.10 and 110.20. (See Note 5 on back.)

3. Text of Amendment:
(a.) When an amendment effects a name change, insert the new corporate name below. Use 3(b.) below for all other amendments. *Article 1: The Name of the Corporation is:

Adults & Children's Risk Purchasing Group, Inc.
New Name

- (b.) All amendments other than name change.
If the amendment affects the corporate purpose, the amended purpose is required to be set forth in its entirety. If there is not sufficient space to add the full text of the amendment, attach additional sheets of this size.

4. The undersigned Corporation has caused these Articles to be signed by a duly authorized officer who affirms, under penalties of perjury, that the facts stated herein are true and correct.

All signatures must be in BLACK INK.

Dated August 15 2012 Adults & Childrens' Risk Purchasing Group
Month & Day Year Exact Name of Corporation

Daniel V. O'Leary Jr
Any Authorized Officer's Signature

Daniel V. O'Leary Jr, President
Name and Title (type or print)

5. If there are no duly authorized officers, the persons designated under Section 101.10(b)(2) must sign below and print name and title.

The undersigned affirms, under penalties of perjury, that the facts stated herein are true.

Dated _____
Month & Day Year

_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)
_____ Signature	_____ Name and Title (print)

NOTES

1. State the true and exact corporate name as it appears on the records of the Secretary of State BEFORE any amendment herein is reported.
2. Directors may adopt amendments without member approval only when the corporation has no members, or no members entitled to vote pursuant to §110.15.
3. Director approval may be:
 - a. by vote at a director's meeting (either annual or special), or
 - b. by consent, in writing, without a meeting.
4. All amendments not adopted under Sec. 110.15 require that:
 - a. the board of directors adopt a resolution setting forth the proposed amendment, and
 - b. the members approve the amendment.

Member approval may be:

- a. by vote at a members meeting (either annual or special), or
- b. by consent, in writing, without a meeting.

To be adopted, the amendment must receive the affirmative vote or consent of the holders of at least two-thirds of the outstanding members entitled to vote on the amendment (but if class voting applies, also at least a two-thirds vote within each class is required).

The Articles of Incorporation may supersede the two-thirds vote requirement by specifying any smaller or larger vote requirement not less than a majority of the outstanding votes of such members entitled to vote, and not less than a majority within each class when class voting applies. (Sec. 110.20)

5. When member approval is by written consent, all members must be given notice of the proposed amendment at least five days before the consent is signed. If the amendment is adopted, members who have not signed the consent must be promptly notified of the passage of the amendment. (Sec. 107.10 & 110.20)



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

