

Filing and License Fee: \$310.00 minimum

ID Number: \_\_\_\_\_



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division  
148 W. River Street  
Providence, Rhode Island 02904-2615

RECEIVED STATE SECRETARY OF STATE CORPORATIONS DIV  
2008 FEB -7 AM 11:36

**BUSINESS CORPORATION**

**APPLICATION FOR CERTIFICATE OF AUTHORITY**

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- 1. The name of the corporation is Toll Architecture I, P.A.
- 2. It is incorporated under the laws of Delaware

- 3. The name, if different, which it elects to use in Rhode Island is:
  - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island: Toll Architecture I, P.A., Inc.
  - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:

- 4. The date of its incorporation is March 17, 2006 and the period of its duration is perpetual
- 5. The address of its principal office in the state or country under the laws of which it is incorporated is 1209 Orange Street, Wilmington, DE 19801

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
(Street Address, not P.O. Box)  
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is C T Corporation System  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
architectural services

- 8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Jed Gibson</u>	<u>250 Gibraltar Road, Horsham, PA 19044</u>
Director	_____	_____
Director	_____	_____
Director	_____	_____

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By [Signature] 4/9/08

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Jed Gibson	250 Gibraltar Road, Horsham, PA 19044
Vice President		
Treasurer	Jed Gibson	250 Gibraltar Road, Horsham, PA 19044
Secretary	Jed Gibson	250 Gibraltar Road, Horsham, PA 19044

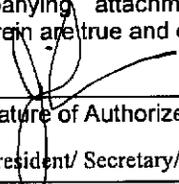
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
100	Common	N/A	\$.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ -0-.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ -0-.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is -0-%. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 11,200,000.00.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ -0-.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is -0-% [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

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

Date: 2.5.08

  
 \_\_\_\_\_  
 Signature of Authorized Officer of the Corporation  
 Jed Gibson, President/ Secretary/Treasurer  
 \_\_\_\_\_  
 Type or Print Name of Authorized Officer

# Delaware

PAGE 1

*The First State*

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TOLL ARCHITECTURE I, P.A." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SIXTH DAY OF FEBRUARY, A.D. 2008.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

4127813 8300

080128217



*Harriet Smith Windsor*

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6365906

DATE: 02-06-08



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

**BOARDS FOR DESIGN PROFESSIONALS**

BOARD OF EXAMINATION AND REGISTRATION OF ARCHITECTS  
BOARD OF EXAMINERS OF LANDSCAPE ARCHITECTS  
BOARD OF REGISTRATION FOR PROFESSIONAL ENGINEERS  
BOARD OF REGISTRATION FOR PROFESSIONAL LAND SURVEYORS

1 CAPITOL HILL, 2nd FLOOR, PROVIDENCE, R.I. 02908-5860  
(401) 222-2565 Fax: (401) 222-5744 www.bdp.state.ri.us

20 December 2007

TOLL ARCHITECTURE I, P.A.  
ATTN: GATES/LEGAL  
250 GIBRALTAR RD  
HORSHAM, PA 19044

Dear Sir/Madam:

Your request for Certificate of Authorization has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects. In accordance with the procedures adopted by this Board, **you are requested to provide the following information.**

The document requested by the Board is a **CERTIFICATE OF GOOD STANDING**, not **Certificate of Authority**, issued by the Rhode Island Secretary of State's Office, indicating that at the present time your corporate entity is in good standing insofar as registration procedures required by the Secretary of State's Office. The Board is requesting that the **original certificate of such notice be provided within 60 days. A copy of this letter must accompany your certificate of authority application, along with the required fee for a certificate of good standing, to the Secretary of State's office.**

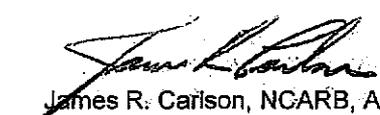
You can contact the Secretary of State's Office by calling (401) 222-3040. Ask for corporations and explain you need the necessary papers to become registered in the State of Rhode Island.

**Upon receipt** of this **CERTIFICATE OF GOOD STANDING**, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board through its secretary or legal counsel.

**Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING, your application is considered incomplete and you are not authorized to practice architecture in the state of Rhode Island.**

Very truly yours,

BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS

  
James R. Carlson, NCARB, AIA  
Secretary

JRC/dmb

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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*

