

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

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SECRETARY OF STATE
CORPORATIONS DIV
2008 APR 10 AM 11:32

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 Bentley Motors, Inc.
- 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:

(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 May 15, 1957 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 _____
3800 Hamlin Road, Auburn Hills, MI 48326

- 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:
Automobile Distribution

- 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>See Attachment</u>	
Director		
Director		
Director		

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(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	See Attachment	
Vice President		
Treasurer		
Secretary		

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>
50,000			100.00

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,800,000.

(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 \$ 675,000,000.

(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 \$ 6,700,000.

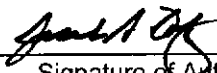
(c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .99% [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 90th 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: March 17, 2008



 Signature of Authorized Officer of the Corporation

Joseph S. Folz, Secretary

 Type or Print Name of Authorized Officer

Bentley Motors, Inc.

Corporate Address: 3800 Hamlin Road, Auburn Hills, Michigan 48326

Board of Directors

Geoff Dowding	3800 Hamlin Road, Auburn Hills, MI 48326
Joseph S. Folz	3800 Hamlin Road, Auburn Hills, MI 48326
Christophe Georges	3800 Hamlin Road, Auburn Hills, MI 48326
Stuart McCullough	Pym's Lane, Crewe, Cheshire, England CW1 3PL

<u>Officers</u>	<u>Position/ Home Address</u>
Christophe Georges	President & COO 20 Watertown Street, Apt 414 Watertown, MA 02472
Geoff Dowding	Vice President N/A - England
Joseph S. Folz	Vice President & Secretary 4255 Sheldon Road Rochester, MI 48306
Juergen Hoffman	Chief Financial Officer N/A - England
Tom Applegarth	Treasurer 211 Merrill Street, Apt. 510 Birmingham, MI 48009
Douglas Wadell	Assistant Secretary 7224 Vista Drive Shelby Township, MI 48316
Martin E. Luedtke	Treasurer 3584 South Creek Drive Rochester, MI 48306
Lawrence S. Tolep	Assistant Treasurer 1480 W. Horseshoe Bend. Rochester Hills, MI 48306

3/2008

Delaware

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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BENTLEY MOTORS, INC." 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 THIRTY-FIRST DAY OF MARCH, 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.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml



Harriet Smith Windsor

Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 6489379

DATE: 03-31-08



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

