

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

**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 Mechanical Systems & Services, Inc.
- 2. It is incorporated under the laws of North Carolina
- 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 March 19, 1996 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 1001 Tuckaseegee Road, Charlotte, NC 28208

- 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 The Corporate System  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Sale and installation of energy management systems.

- 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 Attached</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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By 92365246

(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	<u>D. Hunter Edwards, Jr.</u>	<u>1001 Tuckaseegee Road, Charlotte, NC 28208</u>
Vice President	<u>Michael G. Carter</u>	<u>1001 Tuckaseegee Road, Charlotte, NC 28208</u>
Treasurer	<u>Steven D. Harris</u>	<u>1001 Tuckaseegee Road, Charlotte, NC 28208</u>
Secretary	<u>Steven D. Harris</u>	<u>1001 Tuckaseegee Road, Charlotte, NC 28208</u>

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>
<u>100,000</u>	<u>I</u>	<u>Voting</u>	<u>No par value</u>
<u>100,000</u>	<u>II</u>	<u>Non-Voting</u>	<u>No par value</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 20,074,906.00

(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 \$ 50,000.00

(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: July 17, 2008

Steven D. Harris VP  
Signature of Authorized Officer of the Corporation

Steven D. Harris  
Type or Print Name of Authorized Officer

## Corporate Board of Directors

Director / Chairman	D. Hunter Edwards, Jr.
Director	Michael G. Carter
Director	Timothy L. Clark
Director	Jeffrey A. Brotherton
Director	Steven D. Harris

Business address for all corporate directors:

1001 Tuckaseegee Road  
Charlotte, NC 28208



# NORTH CAROLINA

## Department of The Secretary of State

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### CERTIFICATE OF EXISTENCE

I, ELAINE F. MARSHALL, Secretary of State of the State of North Carolina, do hereby certify that

### **MECHANICAL SYSTEMS & SERVICES, INC.**

is a corporation duly incorporated under the laws of the State of North Carolina, having been incorporated on the 19th day of March, 1996, with its period of duration being Perpetual.

I FURTHER certify that, as of the date set forth hereunder, the said corporation's articles of incorporation are not suspended for failure to comply with the Revenue Act of the State of North Carolina; that the said corporation is not administratively dissolved for failure to comply with the provisions of the North Carolina Business Corporation Act; that its most recent annual report required by N.C.G.S. 55-16-22 has been delivered to the Secretary of State; and that the said corporation has not filed articles of dissolution as of the date of this certificate.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at the City of Raleigh, this 8th day of July, 2008.

*Elaine F. Marshall*

Secretary of State





# 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*

