

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 Clive Samuels and Associates, Inc.
2. It is incorporated under the laws of New Jersey
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 09/24/1980 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 _____
1 Independence Way, Princeton, New Jersey, 08540
6. The address of its proposed registered office in Rhode Island is 155 South Main Street, Suite 301
(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:
Engineering Services. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation
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>Alan B. Abramson</u>	<u>1 Independence Way, Princeton, NJ 08540</u>
Director	<u>William A. Coulombe</u>	<u>1640 Airport Road, Kennesaw, GA 30144</u>
Director	<u>Edgar M. Purvis</u>	<u>1675 West Campbell, Sidney, OH 45365-0669</u>
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). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	Alan B. Abramson	1 Independence Way, Princeton, NJ 08540
Vice President	Edgar M. Purvis	1675 West Campbell, Sidney, OH 45365-0669
Treasurer	David J. Rabe	8000 W. Florissant, St. Louis, MO 63136
Secretary	John A. Sperino	1675 West Campbell, Sidney, OH 45365-0669

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>
1,000	Common	na	0.0000

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,700,000.0000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.0000.
- (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 \$ 9,500,000.0000.
- (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 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: 2/25/09

Timothy G. Westman
Signature of Authorized Officer of the Corporation

Timothy G. Westman, Asst. Secretary

Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Officers & Directors**

- 1 Full Name: David C. Moon
Officer/Director: Officer
Officer's Title: Vice President & Assistant Treasurer
Business Address: 8000 W. Florissant
City: St. Louis
State: MO
ZIP Code: 63136
- 2 Full Name: Nathan Wesselius
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 1 Independence Way
City: Princeton
State: NJ
ZIP Code: 08540
- 3 Full Name: Allan Samuels
Officer/Director: Officer
Officer's Title: Executive Vice President
Business Address: 1 Independence Way
City: Princeton
State: NJ
ZIP Code: 08540
- 4 Full Name: Clive Samuels
Officer/Director: Officer
Officer's Title: Executive Vice President
Business Address: 1 Independence Way
City: Princeton
State: NJ
ZIP Code: 08540
- 5 Full Name: Timothy G. Westman
Officer/Director: Officer
Officer's Title: Assistant Secretary
Business Address: 8000 W. Florissant
City: St. Louis

State:

MO

ZIP Code:

63136

**STATE OF NEW JERSEY
DEPARTMENT OF TREASURY
SHORT FORM STANDING**

CLIVE SAMUELS AND ASSOCIATES, INC.

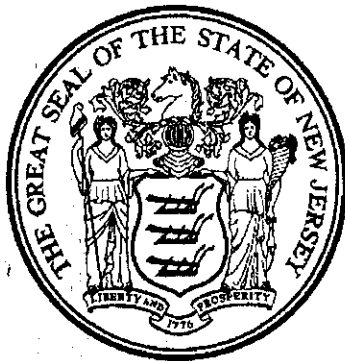
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I, the Treasurer of the State of New Jersey, do hereby certify that the above-named New Jersey Domestic Profit Corporation was registered by this office on September 24, 1980.

As of the date of this certificate, said business continues as an active business in good standing in the State of New Jersey, and its Annual Reports are current.

I further certify that the registered agent and registered office are:

*The Corporation Trust Company
820 Bear Tavern Road
West Trenton, NJ 08628*



Certification# 113639869

*IN TESTIMONY WHEREOF, I have
hereunto set my hand and affixed my
Official Seal at Trenton, this
10th day of February, 2009*

*R. David Rousseau
State Treasurer*

Verify this certificate at
https://www1.state.nj.us/TYTR_StandingCert/JSP/Verify_Cert.jsp



STATE BOARD OF REGISTRATION
FOR PROFESSIONAL ENGINEERS
DIVISION OF DESIGN PROFESSIONALS
1511 PONTIAC AVENUE
BUILDING 68-2
CRANSTON, RI 02920

(401) 462-9592 FAX: (401) 462-9532

www.bdp.state.ri.us

16 February 2009

CLIVE SAMUELS AND ASSOCIATES, INC.

1 INDEPENDENCE WAY
PRINCETON,

NJ 08540

Dear Sir/Madam:

Your request for issuance of a Certificate of Authorization has been reviewed and approved, in the **MECHANICAL (ONLY)** discipline(s) only, by the Board of Registration for Professional Engineers.

You can amend your Certificate of Authorization at a later date if you wish to include other disciplines. 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.

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

As a cautionary reminder, please be advised that until such time that your company holds a certificate of authorization, your firm may not practice or offer to practice engineering within the state of Rhode Island. The offer to practice engineering includes specifically bidding upon projects or responding to requests for proposals for engineering work to be performed with the State of Rhode Island.

Very truly yours,

Board of Registration for Professional Engineers

Richard A. Bernardo, PE
Secretary

RAB/lm

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