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

FILED
MAR 09 2009
BY AMF
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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 Kiely Hines & Associates Insurance Agency, Inc.
2. It is incorporated under the laws of Kentucky
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 11-27-1978 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 215 Breckenridge Lane, PO Box 76169, Louisville KY 40257-0669
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd, Suite 200 (Street Address, **not** P.O. Box)
   Warwick (City/Town), RI 02888 (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is Registered Agent Solutions, Inc. (Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
   To sell insurance, Life + health / Property + Casualty
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).

	Name	*Address*
Director	Ellen K. Traboe	
Director	James A. Bohn	
Director	James E. Braun	See Attached
Director		

Form No. 150
Revised: 12/05

(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).

	Name	*Address*
President	Ellen K. Trabue	
Vice President	James E. Brown	See Attached
Treasurer	James A. Bohn	
Secretary	James A. Bohn	

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
2,000	Common	A	∅
20,000	Common	B	∅

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is $ 144,000 furniture + fixtures.

(b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is $ ∅.

(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 $ 17m premium.

(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 $ 3,000 estimate.

(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 .02 % [*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: 2-26-09

Signature of Authorized Officer of the Corporation

Ellen K. Trabue

Type or Print Name of Authorized Officer

Owner's Addresses and Offices Held

Name	Address	City	State	Zip	Title
Ellen K. Trabue	2108 Edgeland Ave.	Louisville	KY	40204	President / CEO
James A. Bohn	12931 Wooded Forest Rd.	Louisville	KY	40243	Exec. VP / Treasure & Secretary
James E. Brown	12622 Ledges Dr.	Louisville	KY	40243	Exec. VP

Commonwealth of Kentucky
Trey Grayson, Secretary of State

2/19/2009

Division of Corporations
Business Filings

P. O. Box 718
Frankfort, KY 40602
(502) 564-2848
http://www.sos.ky.gov

Certificate of Existence

Authentication Number: 76703
Jurisdiction: Kiely Hines & Associates Insurance Agency, Inc.
Visit http://apps.sos.ky.gov/business/obdb/certvalidate.aspx to authenticate this certificate.

I, Trey Grayson, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

KIELY, HINES & ASSOCIATES INSURANCE AGENCY, INC.

is a corporation duly incorporated and existing under KRS Chapter 271B, whose date of incorporation is November 27, 1978 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 19th day of February, 2009.

Trey Grayson
Secretary of State
Commonwealth of Kentucky
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