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ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
100 North Main Street
Providence, Rhode Island 02903-1335

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 **Dickerson Employee Benefits, Inc.**
2. It is incorporated under the laws of **California** ☐
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 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 **1918 Riverside Drive Los Angeles, CA 90039**

6. The address of its proposed registered office in Rhode Island is **36 Washington Square**
(Street Address, not P.O. Box)
- Newport** ☐ RI **02840** ☐ and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
- that address is **Mark B. Bardort, Esquire**
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Nonresidnet Insurance Agency sales & 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	see attached ☐	
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 attached ☒	
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>
100,000 ☒	Common ☒	none ☒	no par ☒
<u>100,000</u>			

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1500000.
- (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 _____%. [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 \$ 8000000.
- (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 \$ 100000.
- (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 1.3% [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 upon 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: April 22, 2009

[Signature]

Signature of Authorized Officer of the Corporation

Carl Dickerson, President ☒

Type or Print Name of Authorized Officer

First Name: Carl	Middle Name: Ethridge	Last Name: Dickerson
Title (Officer, Director, etc.): President/CEO		Ownership: 35%
Resident Street: 490 Prospect Blvd.		
City/State/Zip: Pasadena, CA 91103		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

First Name: Jean	Middle Name: Viola	Last Name: Dickerson
Title (Officer, Director, etc.): Director		Ownership: 35%
Resident Street: 490 Prospect Blvd.		
City/State/Zip: Pasadena, CA 91103		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

First Name: Dennis	Middle Name: Clark	Last Name: Dickerson
Title (Officer, Director, etc.): Director		Ownership: 0%
Resident Street: 212 Aspenwood Lane		
City/State/Zip: Nashville, Tennessee 37221		
County: Nashville		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

First Name: Angela	Middle Name: Beth	Last Name: Dickerson
Title (Officer, Director, etc.): Director		Ownership: 10 %
Resident Street: 130 East Bonita Avenue		
City/State/Zip: Sierra Madre, CA 91024		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

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First Name: Carl	Middle Name: Anthony	Last Name: Lee
Title (Officer, Director, etc.): Executive Vice President		Ownership: 5 %
Resident Street: 130 East Bonita Avenue		
City/State/Zip: Sierra Madre, CA 91024		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

First Name: Stephanie	Middle Name: Rene	Last Name: Wolff
Title (Officer, Director, etc.): Shareholder		Ownership: 10 %
Resident Street: 1545 Ramona Avenue		
City/State/Zip: South Pasadena, CA 91030		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		

First Name: Michael	Middle Name: Klaus	Last Name: Wolff
Title (Officer, Director, etc.): Executive Vice President		Ownership: 5 %
Resident Street: 1545 Ramona Avenue		
City/State/Zip: South Pasadena, CA 91030		
County: Los Angeles		
Complete Business Address: 1918 Riverside Drive, Los Angeles, CA 90039		