

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 Gresham And Associates, Inc.
2. It is incorporated under the laws of Georgia
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 July 11, 1979 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 _____
One Gresham Landing Stockbridge, GA 30281
6. The address of its proposed registered office in Rhode Island is 155 South main Street, St. 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 CT Corporations System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Insurance Brokerage
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>James V. Gresham</u>	<u>02317 Forest Drive, Jonesboro, GA 30236</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	<u>George L. Abernathy</u>	<u>3300 South Bay Dr., Jonesboro, GA 30236</u>
Vice President	<u>James A. Gresham</u>	<u>351 Teamon Road, Griffin, GA 30223</u>
Treasurer	<u>Gail Gresham</u>	<u>2317 Forest Drive, Jonesboro, GA 30236</u>
Secretary	<u>Gail Gresham</u>	<u>2317 Forest Drive, Jonesboro, GA 30236</u>

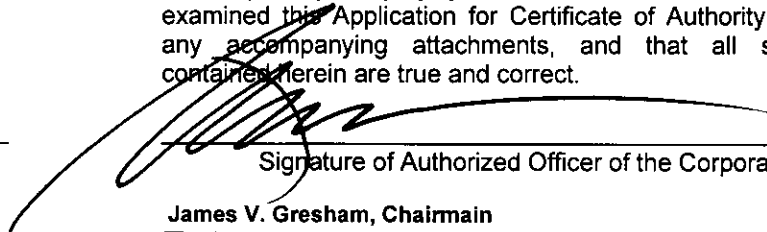
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<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>Common</u>	<u></u>	<u>\$1.00</u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 11,870,464 .
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.00 .
- (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 \$ 33,664,687.00 .
- (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 \$ 0.00 .
- (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: 07-06-2009


Signature of Authorized Officer of the Corporation

James V. Gresham, Chairmain

Type or Print Name of Authorized Officer

STATE OF GEORGIA

Secretary of State

Corporations Division
315 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, Karen C Handel, Secretary of State and the Corporations Commissioner of the state of Georgia, hereby certify under the seal of my office that

GRESHAM AND ASSOCIATES, INC.

Domestic Profit Corporation

was formed or was authorized to transact business on 07/11/1979 in Georgia. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



WITNESS my hand and official seal of the City of Atlanta and the State of Georgia on 25th day of June, 2009

Karen C Handel
Secretary of State



July 14, 2009

Secretary of State of Rhode Island
Corporations Division
148 W. River Street
Providence, RI 02904-2615

RE: Entity Name Letter of Consent

As the President of Gresham & Associates of Rhode Island, Inc. I give my consent to Gresham And Associates, Inc. a Georgia corporation to register as a business entity with your department under the name of Gresham And Associates, Inc.

Best Regards,

A handwritten signature in black ink, appearing to read 'George L. Abernathy'. The signature is fluid and cursive, with a large, sweeping 'G' at the beginning.

George L. Abernathy, President

GA/bt

July 14, 2009

State of Rhode Island and Providence Plantations
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, RI 02904-2615

RE: Certificate of Authority

Please find enclosed the letter of consent from Gresham & Associates of Rhode Island, Inc. per your instructions on the enclosed correspondence.

Best Regards,

A handwritten signature in black ink that reads "Barbara Thompson". The signature is fluid and cursive, with the first name "Barbara" and last name "Thompson" clearly distinguishable.

Barbara Thompson
Contracts/Licensing Administrator
Gresham & Associates, Inc.
P. O. Box 927
One Gresham Landing
Stockbridge, GA 30281
Direct Fax: 770-389-6912
Email: bthompson@greshaminc.com



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

