

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:

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1. The name of the corporation is Carl Walker, Inc.
2. It is incorporated under the laws of Michigan
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 September 30, 1985 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 5136 Lovers Lane, Ste. 200, Kalamazoo, MI 49002

6. The address of its proposed registered office in Rhode Island is 10 Weybosset St. (SEE ATTACHED)
(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 Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Professional Engineering

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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CT HAS MOVED – NEW ADDRESS:

CT CORPORATION SYSTEM
155 SOUTH MAIN STREET, SUITE 301
PROVIDENCE, RI 02903

- (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>see attached</u>	
Vice President		
Treasurer		
Secretary		

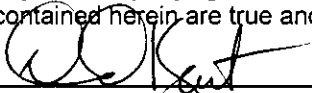
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>500,000</u>	<u>Common</u>	<u>N/A</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
\$ 7,413,496.00.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ Ø.
- (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 Ø %. [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
\$ 14,000,000.00.
- (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 \$ 10,000.00.
- (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 .07 % [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: 7-3-08



Signature of Authorized Officer of the Corporation

David Kent

Type or Print Name of Authorized Officer



Officers

Gary L. Cudney, P.E.
President & Treasurer
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Gailius A. Vasonis, P.E.
Vice President
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

L. Dennis Burns, P.E.
Vice President
950 W. Elliot Rd., Suite 107
Tempe, AZ 85284

Michael C. Ortlieb, P.E.
Sr Vice Pres & Secretary
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Joey D. Rowland, P.E.
Vice President
14045 Ballantyne Corp Pl
Suite 380
Charlotte, NC 28277

David Kent, CPA
Vice President
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Timothy D. Christle, P.E.
Vice President
2801 Network Blvd, Ste 101
Frisco, TX 75034

Robert C. McConnell, P.E.
Vice President
2460 W 26th Ave., Ste 500C
Denver, CO 80211

Jim Van Husen, P.E.
Vice President
950 W. Elliot Rd., Suite 107
Tempe, AZ 85284

Mark A. Postma, P.E.
Vice Pres. & Asst. Sec.
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Directors

Gary L. Cudney, P.E.
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

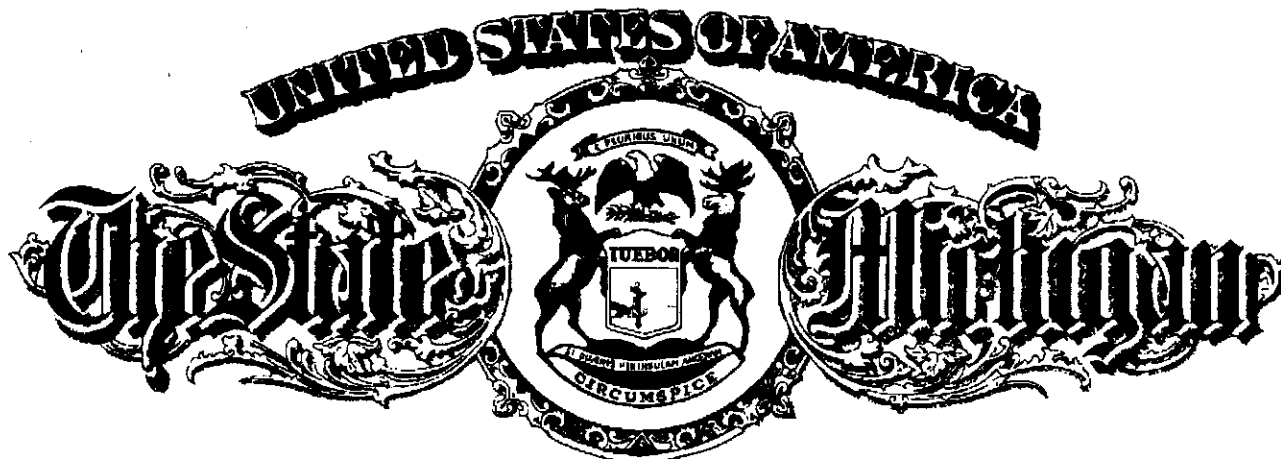
Robert McGraw, AIA
c/o Kingscott Assoc. Inc
229 E. Michigan, Ste 335
Kalamazoo, MI 49007

Michael C. Ortlieb, P.E.
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Mike Summers
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Mark A. Postma, P.E.
Vice President
5136 Lovers Lane, Suite 200
Kalamazoo, MI 49009

Jim Van Husen, P.E.
Vice President
950 W. Elliot Rd., Suite 107
Tempe, AZ 85284



Michigan Department of Labor & Economic Growth

Lansing, Michigan

This is to Certify That

CARL WALKER, INC.

a Michigan profit corporation was validly incorporated on September 30, 1985, and said corporation is validly in existence under the laws of this state.

This certificate is issued pursuant to the provisions of 1972 PA 284, as amended, to attest to the fact that the corporation is in good standing in Michigan as of this date and is duly authorized to transact business and for no other purpose.

This certificate is in due form, made by me as the proper officer, and is entitled to have full faith and credit given it in every court and office within the United States.



Sent by Facsimile Transmission
959442

In testimony whereof, I have hereunto set my hand, in the City of Lansing, this 18th day of June, 2008.

Andrew S. Mitchell, Director

Bureau of Commercial Services



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Department of Business Regulation
DIVISION OF DESIGN PROFESSIONALS
1511 Pontiac Avenue, Bldg. 68-2
Cranston, RI 02920
(401) 462-9530 Fax: (401) 462-9532 www.bdp.state.ri.us

21 July 2009
CARL WALKER, INC.

5136 LOVERS LANE, STE. 200
LALAMAZOO, MI 49002

Dear Sir/Madam:

Your request for issuance of a Certificate of Authorization has been reviewed and approved, in the **CIVIL** 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



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. RALPH MOLLIS

Secretary of State

