

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 RMF Engineering, Inc.
2. It is incorporated under the laws of Maryland
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 February 2, 1983 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 5520 Research Park Drive
Suite 300, Baltimore, Maryland 21228-4791
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard,
(Street Address, not P.O. Box)
Suite 200, Warwick RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is National Registered Agents, Inc.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Engineering consulting 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).

	Name	Address
Director	See Attached List	
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>Duane S. Pinnix, P.E.</u>	<u>5520 Research Park Drive, Suite 300, Baltimore, MD 21228</u>
Vice President	<u>Robert D. Smith, P.E.</u>	<u>5520 Research Park Drive, Suite 300, Baltimore, MD 21228</u>
Treasurer	<u>Kenneth E. Pitz, P.E.</u>	<u>5520 Research Park Drive, Suite 300, Baltimore, MD 21228</u>
Secretary	<u>Stephen E. McAdams, P.E.</u>	<u>5520 Research Park Drive, Suite 300, Baltimore, MD 21228</u>

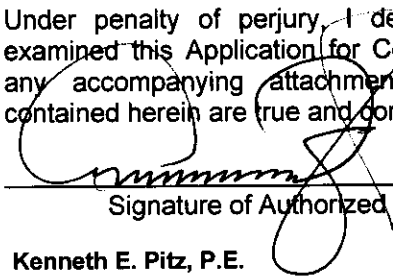
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>10,000</u>	<u>Class A</u>		<u>See Attached</u> ☒
<u>2,000</u>	<u>Class B</u>		

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,205,932.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ zero.
- (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 zero %. [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 \$ 350,000.
- (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 \$ 28,000,000 (2008).
- (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 1.25 % [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: 11 May 2009


Signature of Authorized Officer of the Corporation

Kenneth E. Pitz, P.E.

Type or Print Name of Authorized Officer

**RMF ENGINEERING, INC.
AND SUBSIDIARY**

**CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2008 AND 2007
(SEE ACCOUNTANTS' REVIEW REPORT)**

	COMMON STOCK (a)	TREASURY STOCK (b)	ADDITIONAL PAID-IN CAPITAL	RETAINED EARNINGS	TOTAL
BALANCES, December 31, 2006	\$4,999,866	\$ (466,088)	\$11,395	\$2,220,354	\$6,765,527
ADD:					
Sale of 330 shares of common stock	614,114				614,114
DEDUCT:					
Net loss				(1,233,277)	(1,233,277)
Purchase of 16 shares of common stock		(32,862)			(32,862)
BALANCES, December 31, 2007	5,613,980	(498,950)	11,395	987,077	6,113,502
ADD,					
Net income					
Sale of 188 shares of common stock	321,313			929,934	929,934
DEDUCT,					
Retirement of 288 shares of common stock	(346,867)	498,950		(152,083)	-
BALANCES, December 31, 2008	\$5,588,426	\$ -	\$11,395	\$1,764,928	\$7,364,749

(a) COMMON STOCK - Without par value, consisting of Class A (voting) with 10,000 shares authorized, 3,650 shares issued at December 31, 2008 and 3,746 shares issued at December 31, 2007, and Class B (nonvoting) with 2,000 shares authorized, 115 shares issued at December 31, 2008 and 119 shares issued at December 31, 2007.

(b) TREASURY STOCK - 272 shares of Class A common stock at cost, and 16 shares of Class B common stock at cost, at December 31, 2007.

See Notes to Consolidated Financial Statements



RMF ENGINEERING, INC.
OFFICERS AND BOARD OF DIRECTORS

Duane S. Pinnix, President, Director (Officer)

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Kenton J. Balenske, Director

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Kenneth E. Pitz, Executive Vice President / Treasurer, Director (Officer)

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Wesson H. Miller, Director

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Richard J. Borkowicz, Director

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Stephen E. McAdams, Secretary, Director (Officer)

Business 5520 Research Park Drive, Suite 300
Baltimore, Maryland 21228-4791

Paul J. Harry, Director

Business 4309 Emperor Boulevard, Suite 325
Durham, North Carolina 27703

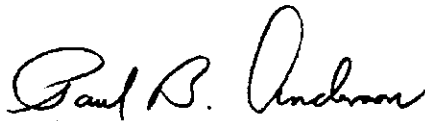
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STATE OF MARYLAND
Department of Assessments and Taxation

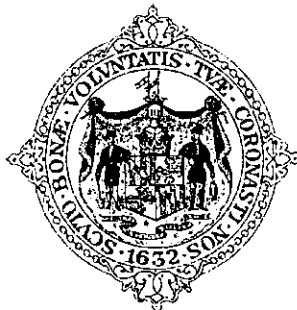
I, PAUL B. ANDERSON OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT RMF ENGINEERING, INC. IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS APRIL 22, 2009.



Paul B. Anderson
Charter Division



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097



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

16 December 2009

RMF ENGINEERING, INC.

5520 RESEARCH PARK DRIVE, SUITE 300
BALTIMORE, MD 21228-4791

Dear Sir/Madam:

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