

Filing Fee: \$50.00

ID Number: 520264



**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**

**CERTIFICATE OF CORRECTION**

Pursuant to the provisions of Section 7-1.2-105 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby submits the following Certificate of Correction:

1. The name of the corporation is:  
\* M. Arthur Gensler, Jr. + Associates, Inc.

2. The document to be corrected is Certificate of Authority

3. The document being corrected was originally filed on 12/04/2009

4. Specify the inaccurate record of the corporate action or the defective or erroneous execution, seal or acknowledgement:  
\* The correct corporate name is: M. Arthur Gensler Jr. + Associates, Inc.  
Please note that there is no comma between "Gensler" and "Jr."

5. The corrected portion of the document states as follows:  
The name of the corporation is: M. Arthur Gensler Jr. + Associates, Inc.

6. The document attached to this certificate is the corrected document.

7. This Certificate of Correction shall be effective upon filing unless a specified date is provided which shall be no later than the 90<sup>th</sup> day after the date of this filing \_\_\_\_\_

Under penalty of perjury, I declare and affirm that I have examined this Certificate of Correction, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/18/2010

**FILED**

NOV 19 2010

By DS 10:23

131529

Meghan Rhea  
Signature of Authorized Officer of the Corporation

Meghan Rhea, Assistant Secretary and General Counsel  
Type or Print Name of Authorized Officer

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CORPORATIONS DIV  
NOV 19 AM 10:23

Filing and License Fee: \$310.00 minimum

ID Number: 520264



**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 M. Arthur Gensler Jr. + Associates, 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 April 4, 1967 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

2 Harrison Street, Suite 400, San Francisco, CA 94105

- 6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200  
(Street Address, not P.O. Box)

Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)

that address is Corporation Service Company  
(Name of Agent)

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

Architectural, Design and Planning 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	<u>Please see attached</u>	
Director	↓	
Director		
Director		

(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	Please See Attached	
Vice President	↓	
Treasurer	↓	
Secretary	↓	

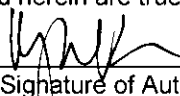
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000,000	Common	N/A	\$ 0.01

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 86,000,000.
- (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 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 \$ 480,000,000.
- (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 \$ 0.
- (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 90<sup>th</sup> 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: 11/18/2010

  
\_\_\_\_\_  
Signature of Authorized Officer of the Corporation

Meghan Rhee, Assistant Secretary and General Counsel  
\_\_\_\_\_  
Type or Print Name of Authorized Officer

## BOARD OF DIRECTORS – BOARD MEMBERS AND OFFICERS

M. Arthur Gensler Jr. & Associates, Inc.

May 14, 2010

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### OFFICERS

M. Arthur Gensler Jr.: *Chairman*  
Walter A. Hunt, Jr.: *Vice Chairman*  
Daniel W. Winey: *Secretary*  
David Gensler: *CFO (Treasurer)*  
Denis Ducey: *Assistant Secretary*  
Meghan Rhea: *Assistant Secretary*  
Karen Draper: *Assistant Secretary*

### ADDRESS

Two Harrison Street, Suite 400, San Francisco, CA 94105 | 415-433-3700  
1230 Avenue of the Americas, Suite 1500, New York, NY 10020 | 212-492-1400  
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### DIRECTORS

Robin Klehr Avia : *Director*  
Joseph Brancato: *Director*  
Andrew P. Cohen: *Executive Director*  
James E. Furr: *Director*  
M. Arthur Gensler Jr.: *Director*  
David Gensler: *Executive Director*  
Diane Hoskins: *Executive Director*  
Walter A. Hunt, Jr.: *Director*  
Christopher Johnson: *Director*  
Daniel W. Winey: *Director*

### ADDRESS

1230 Avenue of the Americas, Suite 1500, New York, NY 10020 | 212-492-1400  
1230 Avenue of the Americas, Suite 1500, New York, NY 10020 | 212-492-1400  
2500 Broadway, Suite 300, Santa Monica, CA 90404 | 310-449-5600  
711 Louisiana Street, Suite 300, Houston, TX 77002 | 713-844-0000  
Two Harrison Street, Suite 400, San Francisco, CA 94105 | 415-433-3700  
Two Harrison Street, Suite 400, San Francisco, CA 94105 | 415-433-3700  
2020 K Street, NW, Suite 200, Washington, DC 20006 | 202-721-5200  
1230 Avenue of the Americas, Suite 1500, New York, NY 10020 | 212-492-1400  
Aldgate House, 33 Aldgate High Street, London EC3N 1AH, UK | 44-20-7073-9600  
Two Harrison Street, Suite 400, San Francisco, CA 94105 | 415-433-3700

**State of California  
Secretary of State**

**CERTIFICATE OF STATUS**

**ENTITY NAME:**

**M. ARTHUR GENSLER JR. & ASSOCIATES, INC.**

**FILE NUMBER: C0524594**  
**FORMATION DATE: 04/04/1967**  
**TYPE: DOMESTIC CORPORATION**  
**JURISDICTION: CALIFORNIA**  
**STATUS: ACTIVE (GOOD STANDING)**

**I, DEBRA BOWEN, Secretary of State of the State of California,  
hereby certify:**

**The records of this office indicate the entity is authorized to exercise  
all of its powers, rights and privileges in the State of California.**

**No information is available from this office regarding the financial  
condition, business activities or practices of the entity.**



**IN WITNESS WHEREOF, I execute this certificate  
and affix the Great Seal of the State of  
California this day of December 03, 2009.**

*Debra Bowen*

**DEBRA BOWEN  
Secretary of State**