

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**

RECEIVED  
STATE  
CORPORATIONS DIV  
2011 MAR 21 AM 10:47

**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 Emanuelson-Podas, Inc.
- 2. It is incorporated under the laws of Minnesota
- 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 August 29, 1968 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 \_\_\_\_\_

10401 Bren Road East, Minnetonka, MN 55343

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

Warwick, RI 02888  
(City/Town) (Zip Code)

and the name of its proposed registered agent in Rhode Island at that address is InCorp Services, Inc.  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
provide mechanical and electrical consulting engineering services for commerical facilities.

- 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>Michael A. Weber</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>
Director	<u>Matthew W. Vuits</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>
Director	<u>Scott A. Vander Heiden</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>

**FILED**  
MAR 21 2011  
BY [Signature]  
140534

(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>Michael Webert</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>
Vice President	<u>Matthew Fults</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>
Treasurer	<u>Scott vander Heiden</u>	<u>10401 Bren Rd. E, Minnetonka, MN 55343</u>
Secretary	<u></u>	<u></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> 1,000,000	<u>Class</u> common	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u> \$0.01
<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 \$ 0.
- (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 \$ 3,200,000.00.
- (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 \$ 100,000.00.
- (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 3.1 % [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: June 30, 2010

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

Matthew W. Fults +  
\_\_\_\_\_  
Type or Print Name of Authorized Officer

2010 JUN 30 2:01 PM  
STATE OF RHODE ISLAND  
CORPORATION DIVISION

State of Minnesota

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**SECRETARY OF STATE**

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Certificate of Good Standing

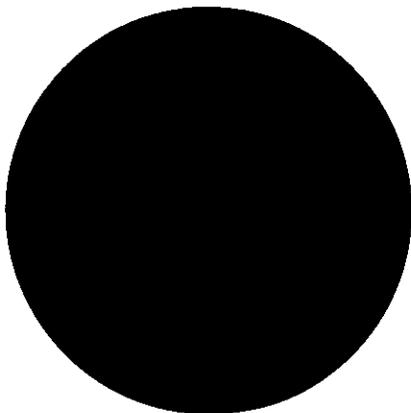
I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Emanuelson-Podas, Inc.

Date Formed: 08/29/1968

Chapter Governed By: 302A

This certificate has been issued on 03/04/11.



*Mark Ritchie*  
Secretary of State

State of Minnesota

**SECRETARY OF STATE**

Certificate of Good Standing

I, Mark Ritchie, Secretary of State of Minnesota, do certify that: The corporation listed below is a corporation formed under the laws of Minnesota; that the corporation was formed by the filing of Articles of Incorporation with the Office of the Secretary of State on the date listed below; that the corporation is governed by the chapter of Minnesota Statutes listed below; and that this corporation is authorized to do business as a corporation at the time this certificate is issued.

Name: Emanuelson-Podas, Inc.

Date Formed: 08/29/1968

Chapter Governed By: 302A

This certificate has been issued on 04/30/10.



42:01WV  
APR 10 24  
Mark Ritchie  
Secretary of State.



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

22 February 2011

EMANUELSON-PODAS, INC.

10401 BREN ROAD EAST  
MINNETONKA, MN 55343

em

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

Kazem Farhoumand, PE  
Secretary

KF/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 handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

*Secretary of State*

