

Filing and License Fee: \$310.00 minimum

ID Number: 163809



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 Walsworth Publishing Company, Inc.
2. It is incorporated under the laws of Missouri
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 27, 1956 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 306 North Kansas Avenue, Marceline, MO 64658

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard
(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 National Corporate Research, Ltd.
(Name of Agent)

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

Solicitation of sales of books and any other lawful business matters

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>Don O. Walsworth</u>	<u>306 N Kansas Ave, Marceline, MO 64658</u>
Director	<u>Don O. Walsworth, Jr.</u>	<u>306 N Kansas Ave, Marceline, MO 64658</u>
Director	<u>Jerr vogel</u>	<u>306 N Kansas Ave, Marceline, MO 64658</u>
Director	<u>Jim Mead</u>	<u>306 N Kansas Ave, Marceline, MO 64658</u>

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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	Don O. Walsworth Jr	306 N Kansas Ave, Marceline MO 64658
Vice President	Mark Hattfield	306 N Kansas Ave, Marceline, MO 64658
Treasurer	Jeff Vogel	306 N Kansas Ave, Marceline, MO 64658
Secretary	Edward P. Kennedy	306 N Kansas Ave, Marceline, MO 64658

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>
400	Common	A-voting	\$100
200	Common	B-non-voting	\$100
200	Preferred		\$100

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 62 million.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ none.
- (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 0.00% [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 \$ 120 million.
- (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 \$ 40,000.
- (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 0.3% [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 _____

Date: 6/1/07

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.

Jeff Vogel
Signature of Authorized Officer of the Corporation

Jeff Vogel

Type or Print Name of Authorized Officer

STATE OF MISSOURI



Robin Carnahan
Secretary of State

**CORPORATION DIVISION
CERTIFICATE OF GOOD STANDING**

I, ROBIN CARNAHAN, Secretary of the State of Missouri, do hereby certify that the records in my office and in my care and custody reveal that

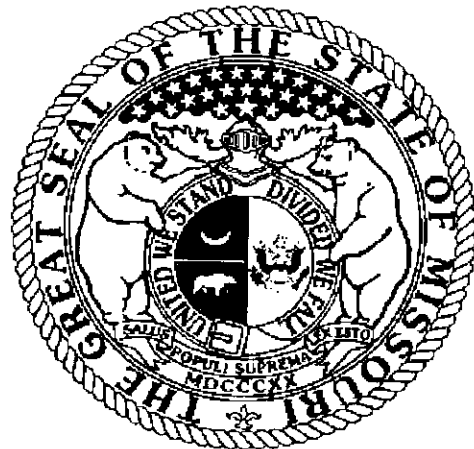
**WALSWORTH PUBLISHING COMPANY, INC.
00088082**

was created under the laws of this State on the 27th day of August, 1956, and is in good standing, having fully complied with all requirements of this office.

IN TESTIMONY WHEREOF, I have set my hand and imprinted the GREAT SEAL of the State of Missouri, on this, the 24th day of April, 2007

Robin Carnahan

Secretary of State



Certification Number: 9665184-1 Reference:
Verify this certificate online at <http://www.sos.mo.gov/businessentity/verification>



Walsworth

Walsworth Publishing Company
306 North Kansas Avenue
Marceline, Missouri 64658

(660) 376-3543
Fax (660) 258-7798

May 4, 2007

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

RE: Walsworth Publishing Company
ID No. 159942

To Whom It May Concern:

Enclosed please find Form No. 254, Application for Certificate of Withdrawal-Non-profit Corporation, for the above-referenced corporation, as well as a check for \$10.

Also enclosed is Form No. 150, Application for Certificate of Authority – Business Corporation, for the same corporation, and a check for \$310.

Walsworth Publishing Company inadvertently filed the wrong form when it applied for its initial Certificate of Authority. It is a foreign for-profit corporation, not a foreign non-profit. We apologize for this oversight, and thank you for your assistance in correcting the records.

Sincerely,

JoAnn W. Bunten, C.P.A.
Senior Regulatory Advisor

Enclosures