

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 Ewing Cole, Inc.
- 2. It is incorporated under the laws of Pennsylvania
- 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 October 28, 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 \_\_\_\_\_  
100 North 6th Street, Philadelphia PA 19106

- 6. The address of its proposed registered office in Rhode Island is 10 Weybasset Street  
(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 C T Corporation System  
(Name of Agent)

- 7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Provider of architectural 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	<u>Patrick M. Brunner</u>	<u>100 North 6th Street, Philadelphia PA 19106</u>
Director	<u>Richard A. Esslinger</u>	<u>100 North 6th Street, Philadelphia PA 19106</u>
Director	<u>Keith J. Fallon</u>	<u>100 North 6th Street, Philadelphia PA 19106</u>
Director	<u>John C. Gerbner</u>	<u>100 North 6th Street, Philadelphia PA 19106</u>

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STATE OF RHODE ISLAND  
CORPORATIONS DIVISION

(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	S. Mark Hebden	100 North 6th Street, Philadelphia PA 19106
Vice President	Donald H Dissinger	100 North 6th Street, Philadelphia PA 19106
Treasurer	Joseph T. Kelly	100 North 6th Street, Philadelphia PA 19106
Secretary	Jared Loos	100 North 6th Street, Philadelphia PA 19106

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	A	-	\$ 1
1,000,000	B	-	\$ 1

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 500,000.
- (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 %. [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 \$ 51,000,000.
- (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 \$ 100,000.
- (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 0.2 % [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: 5/12/11

Joseph T. Kelly  
 Signature of Authorized Officer of the Corporation

Joseph T. Kelly  
 Type or Print Name of Authorized Officer

ATTACHMENT TO APPLICATION FOR CERTIFICATE OF  
AUTHORITY OF EWING COLE, INC.

Item 8 (continued):

Patrick M. Brunner, AIA	Joseph T. Kelly
Richard A. Esslinger, P.E.	Jared Loos, P.E.
Keith G. Fallon, AIA	Robert McConnell, AIA
John C. Gerbner, AIA	William McCullough, AIA
S. Mark Hebden, AIA	James A. Wilson, AIA
Eric Joesten, P.E.	James A. Wolters, AIA

Item 9 (continued):

Joseph T. Kelly	-	Chairman, CEO, CFO and Treasurer
S. Mark Hebden, AIA	-	President and Chief Operating Officer
John C. Gerbner, AIA	-	Senior Vice President
James A. Wilson, AIA	-	Senior Vice President
Donald H. Dissinger, AIA	-	Senior Vice President
Jared Loos, P.E.	-	Secretary

The address for all officers and directors is 100 North 6<sup>th</sup> Street, Philadelphia PA  
19106

COMMONWEALTH OF PENNSYLVANIA  
DEPARTMENT OF STATE

JUNE 20, 2011

TO ALL WHOM THESE PRESENTS SHALL COME, GREETING:

I DO HEREBY CERTIFY THAT,

**EWING COLE, INC.**

is duly incorporated as a Pennsylvania Corporation under the laws of the Commonwealth of Pennsylvania and remains a subsisting corporation so far as the records of this office show, as of the date herein.

I DO FURTHER CERTIFY THAT, This Certificate of Good Standing shall not imply that all fees, taxes, and penalties owed to the Commonwealth of Pennsylvania are paid.



IN TESTIMONY WHEREOF, I have hereunto set my hand and caused the Seal of the Secretary's Office to be affixed, the day and year above written.

*Carol A. Riddle*

Secretary of the Commonwealth



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

17 June 2011

EWING COLE, INC.  
140 N. 6TH ST.  
PHILADELPHIA, PA 19106

Dear Sir/Madam:

Your request for Certificate of Authorization (COA) has been reviewed and approved by the Rhode Island Board of Examination and Registration of Architects (the "Board"). 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 Rhode Island 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.

**Upon receipt** of this **CERTIFICATE OF GOOD STANDING**, the Board will issue your Certificate of Authorization. If you have any questions, please feel free to contact this Board.

**Please be advised that until receipt of this CERTIFICATE OF GOOD STANDING, your application is considered incomplete and you are not authorized to practice architecture in the state of Rhode Island.**

Very truly yours,

**BOARD OF EXAMINATION AND  
REGISTRATION OF ARCHITECTS**

Christian J. Ladds, AIA  
Secretary

CJL/dmb