

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 CoActiv Capital Partners, Inc.
2. It is incorporated under the laws of Delaware
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 8/1/2008 and the period of its duration is Perpetual
5. The address of its principal office is 655 Business Center Drive Suite 250 Horsham, PA 19044
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at that address is C T Corporation System

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

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).

Table with 2 columns: Name, Address. Contains handwritten text: (SEE ATTACHED LIST) FILED

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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	_____	
Vice President	(SEE ATTACHED LIST)	
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>
5,000			No Par Value
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) \$ 35,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) \$ 300,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) .857 % = 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. {divide (b) by (a) and multiply by 100 to obtain the percentage}

11. (a) \$ 187,000,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) \$ 50,000 = 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.

(c) .0267 % = 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. {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: 09/14/2012

Maria Skow

Signature of Authorized Officer of the Corporation

Maria Skow

Type or Print Name of Authorized Officer

**CoActiv Capital Partners, Inc.
655 Business Center Drive
Suite 250
Horsham, PA 19044**

FEIN: 20-5977026

Chief Executive Officer

Donald P. Campbell
1144 Harrogate Way
Ambler, PA 19002
215-628-8058
DOB: 11/30/46
SS# 171-36-0193
PA LIC# 13027370
dcampbell@leaserv.com

Chief Operating Officer & President

Steve A. Grosso
711 Swamp Road
Wrightstown, PA 18940
215-598-9558
DOB: 04/12/58
SS# 171-52-7837
PA LIC# 18113800
sgrosso@leaserv.com

Chief Financial Officer & Secretary

Rene J. Paradis
236 Lehigh Dr
Richboro, PA 18954
215-322-5430
SS# 220-96-0794
PA LIC# 28747595
rparadis@leaserv.com

PARENT COMPANY-

Marubeni America Corporation
375 Lexington Avenue
New York, NY 10017-3984
212-450-0207

FEIN: 13-5643190

**CoActiv Capital Partners, Inc.
Board of Directors**

**Taro Kawabe
5211 Wessex Pl
Princeton, NJ 08540**

**Naoya Iwashita
375 Lexington Avenue
New York, NY 10017-3984**

**Kazuhiro Yasuda
375 Lexington Avenue
New York, NY 10017-3984**

**Donald P. Campbell
1144 Harrogate Way
Ambler, PA 19002**

**Steve A. Grosso
711 Swamp Road
Wrightstown, PA 18940**

Term of Directors: Indefinitely until their respective successors are elected and qualified.

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "COACTIV CAPITAL PARTNERS, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE SEVENTEENTH DAY OF SEPTEMBER, A.D. 2012.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 9850734

DATE: 09-17-12



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

