

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 WILLI HILL, INC.
2. It is incorporated under the laws of NEW YORK
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 09/16/1999 and the period of its duration is 56/02 12/31/13
5. The address of its principal office is 200 PARK AVENUE SOUTH, 8TH FLOOR, NEW YORK, NY 10003
6. The address of its proposed registered office in Rhode Island is 77 EDDY ST. 4TH FLOOR
(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 JOLIAN BLEVINS
(Name of Agent)

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

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 _____

Director _____

Director _____

Director _____

MAY 09 2013

BY 02196873

(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>MARK RUFFALO</u>	<u>200 PARK AVE S, 8TH FLOOR, NEW YORK, NY 10003</u>
Vice President	_____	_____
Treasurer	<u>STUART GELWARG</u>	<u>200 PARK AVE S, 8TH FLOOR, NEW YORK, NY 10003</u>
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>
<u>2000</u>	<u>COMMON</u>		<u>\$0.01</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) \$ 0 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = 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) \$ 1,400,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 100,000 = 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) 7 % = 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: 4/25/13

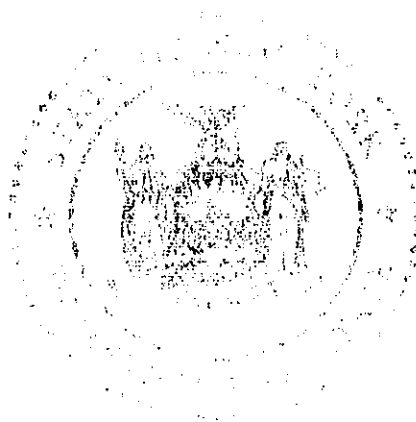
[Signature]
Signature of Authorized Officer of the Corporation

CHEIF FINANCIAL OFFICER

Type or Print Name of Authorized Officer

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of WILLI HILL INC. was filed on 09/16/1999, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



2013 APR 29 PM 12:16
DEPARTMENT OF STATE
CORPORATIONS DIV

*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 23rd day of April two
thousand and thirteen.*

First Deputy Secretary of State

Certificate of Incorporation
Of
Willi Hill Inc.

F990916000779

Under Section 402 of the Business Corporation Law

THE UNDERSIGNED, being of the age of 18 years or older, under S 402 of the New York Business corporation Law does hereby set forth:

1. The name of the corporation is: Willi Hill Inc.
2. The purpose is to engage in any lawful act or activity for which corporations may be organized under this chapter. This corporation is not formed to engage in any act or activity that requires the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
3. The office of the corporation is to be located in the City of New York City, County of New York, in the State of New York.
4. The aggregate number of shares which the corporation shall have the authority to issue is 2,000 shares with a par value of one cent (\$0.01) per share.
5. The secretary of state is designated as the agent of the corporation upon whom process against it may be served and the post office address within this state to which the secretary of state shall mail a copy of any process against it served upon him is: 40 Colvin Avenue, Suite 200, Albany, NY 12206. Located in the County of Albany.
6. The name and address of the registered agent of the corporation are: Business Filings, Inc., 314 S. 40 Colvin Avenue, Suite 200, Albany, NY 12206. Located in the County of Albany. Said registered agent is to be the agent of the corporation upon whom service of process against it may be served.

Subscribed and affirmed as true under the penalties of perjury.


Richard Oster, Business Filings
8025 Excelsior Dr. Suite 200
Madison, WI 53717

September 15, 1999

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990916000779

CERTIFICATE OF INCORPORATION
OF

Willi Hill Inc.

NAME AND ADDRESS OF FILER

Business Filings Incorporated
Richard Oster
8025 Excelsior Dr, Suite 200
Madison WI 53717

1cc
STATE OF NEW YORK
DEPARTMENT OF STATE
FILED SEP 16 1999
TAX \$ 10
BY: PEM

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