

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

2014 MAR -3 AM 11:56
SECRETARY OF STATE
CORPORATIONS DIV

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 Sensus USA 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 1/22/1992 (in Delaware) and the period of its duration is perpetual (see attached)

5. The address of its principal office is 8601 Six Forks Road, Ste 700, Raleigh NC 27615

6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A,
(Street Address, not P.O. Box)

East Providence, RI 02914 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:

Sales of water, gas and electric meters.

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>See Attached</u>	
Director		
Director		
Director		

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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	Randy Bays	8601 Six Forks Rd, Ste 700, Raleigh NC 27615
Vice President	Colin Flannery	8601 Six Forks Rd, Ste 700, Raleigh NC 27615
Treasurer		
Secretary		

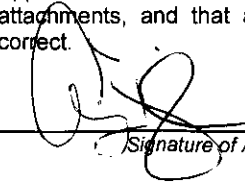
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
500 Authorized	Common		\$0.001
1500 Authorized	Preferred	Series A	\$0.001

10. (a) \$ 166,538,062 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 1,203 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0.00072% = 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) \$ 506,645,704 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 0 = 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. **(see attached)**
- (c) 0 % = 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: 2/25/2014



Signature of Authorized Officer of the Corporation

Courtney Enghauser

Type or Print Name of Authorized Officer

**Sensus USA Inc.
Corporate Officer Listing**

President

Randy Bays
8601 Six Forks Road, Ste 700
Raleigh, NC 27615

CFO

Courtney Enghauser
8601 Six Forks Rd, Ste 700
Raleigh, NC 27615

Assistant Secretary, EVP & General Counsel

Colin Flannery
8601 Six Forks Road, Ste 700
Raleigh, NC 27615

<u>Title</u>	<u>Name/Address</u>
Director	John W. Jordan, II 875 N. Michigan Ave, Ste 4020 Chicago, IL 60610
Director	David W. Zalaznick 767 5th Avenue, 48th Floor NY, NY 10153
Director	Thomas Quinn 1751 Lake Cook Road, Ste 550 Deerfield, IL 60015
Director	Jonathan F. Boucher 767 5th Avenue, 48th Floor NY, NY 10153
Director	Leonard Seevers 200 West Street New York, NY 10282
Director	Nicole V. Agnew 85 Broad St, 10th Floor NY, NY 10004
Director	Eugene McGrath 90 Greenhaven Road Rye, NY 10580
Director	Louis D'Ambrosio 352 Bellevue Avenue Haddonfield, NJ 08033

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**Attachment to "Application For Certificate of Authority," pg 1 Question 4 and pg 2, Question 11
Sensus USA Inc.**

Please note that Sensus USA Inc. ("Sensus") does not have a physical location in the state of Rhode Island. Sensus has one employee located in the state working out of his home, and the only property in the state is computer equipment. The employee's start date was May 21, 2012. Sensus does ship products from outside the state to customers located in Rhode Island. Sensus filed the Business Application and Registration form with the State of Rhode Island Division of Taxation on May 29, 2012.

Delaware

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "SENSUS USA 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 THIRD DAY OF FEBRUARY, A.D. 2014.

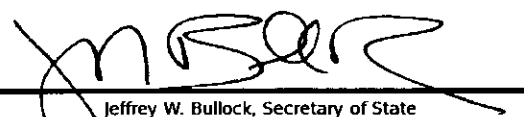
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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1105641

DATE: 02-03-14