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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

RECEIVED  
SECRETARY OF STATE  
CORPORATIONS DIV  
2014 MAR 19 PM 12:09

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 TerraTherm, Inc.
2. It is incorporated under the laws of Massachusetts
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 11/1/2000 and the period of its duration is perpetual
5. The address of its principal office is 151 Suffolk Lane, Gardner, MA 01440
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A  
(Street Address, not P.O. Box)  
Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is National Registered Agents, Inc.  
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Environmental remediation
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 Attachment A</u> |                |
| Director |                         |                |
| Director |                         |                |
| Director |                         |                |

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By 49-220311  
A.A. 12:09 p.m.

(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      | See Attachment A |                |
| Vice President |                  |                |
| 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> |
|-------------------------|--------------|---------------|-----------------------------------------------------------------|
| 200,000                 | Common       |               | .01                                                             |
| 57,142                  | Preferred    |               | .01                                                             |

10. (a) \$ 8,000,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 1,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) .001 % = 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) \$ 29,000,000 = 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.
- (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: 3/3/2014

David Allworth  
Signature of Authorized Officer of the Corporation

David Allworth, CFO  
Type or Print Name of Authorized Officer

ATTACHMENT A: TERRATHERM, INC. CT QUALIFICATION

| Title                           | Individual Name  | Address                                              |
|---------------------------------|------------------|------------------------------------------------------|
| PRESIDENT                       | JOHN BIRSCHENK   | 358 FEDERAL HILL RD., MILFORD, NH<br>03055 USA       |
| TREASURER                       | DAVID B ALLWORTH | 15 ATHERTON ROAD #1 BROOKLINE, MA<br>02446 USA       |
| SECRETARY                       | RALPH S. BAKER   | 840 ASHBY WEST ROAD FITCHBURG, MA<br>01420 USA       |
| CEO                             | JOHN BIRSCHENK   | 358 FEDERAL HILL RD., MILFORD, NH<br>03055 USA       |
| CFO                             | DAVID B ALLWORTH | 15 ATHERTON ROAD #1 BROOKLINE, MA<br>02446 USA       |
| CHAIRMAN,<br>CHIEF<br>SCIENTIST | RALPH S. BAKER   | 840 ASHBY WEST ROAD FITCHBURG, MA<br>01420 USA       |
| DIRECTOR                        | GREG A BETTERTON | 981 RIDGEWOOD AVE. SUITE 105<br>VENICE, FL 34285 USA |
| DIRECTOR                        | NICHOLAS PAPPAS  | 40 BROAD STREET BOSTON, MA 02109<br>USA              |
| DIRECTOR                        | JEFF POWELL      | 843 AMES HILL DRIVE TEWKSBURY, MA<br>01876 USA       |
| DIRECTOR                        | RALPH S. BAKER   | 840 ASHBY WEST ROAD FITCHBURG, MA<br>01420 USA       |
| DIRECTOR                        | JOHN M BIRSCHENK | 358 FEDERAL HILL RD, MILFORD, NH<br>03055 USA        |

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William Francis Galvin  
Secretary of the  
Commonwealth

*The Commonwealth of Massachusetts*  
*Secretary of the Commonwealth*  
*State House, Boston, Massachusetts 02133*

Date: March 17, 2014

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To Whom It May Concern :

I hereby certify that according to the records of this office,  
**TERRATHERM, INC.**

is a domestic corporation organized on **November 01, 2000** , under the General Laws of the Commonwealth of Massachusetts. I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that, said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,  
I have hereunto affixed the  
Great Seal of the Commonwealth  
on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

Certificate Number: 14036656360

Verify this Certificate at: <http://corp.sec.state.ma.us/CorpWeb/Certificates/Verify.aspx>

Processed by: tgr



# 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*

