

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2015 AUG 19 PM 2:52

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 Wilderness USA, 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 May 9, 2014 and the period of its duration is perpetual
5. The address of its principal office is 300 Lucius Gordon Drive, West Henrietta, NY 14586
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:
Provide professional vegetation management services to railway customers in the United States

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		

Form No. 150
Revised: 08/11

(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 attached	
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>
1,000	Common		\$0.01

10. (a) \$ 50,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 20,000 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 40 % = 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) \$ 100,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 10,000 = 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) 10 % = 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: 8-18-2015



Signature of Authorized Officer of the Corporation

JoAn Tolosa, Vice President

Type or Print Name of Authorized Officer

Limited Power of Attorney

Wilderness USA, Inc. (a New York corporation), hereby appoints CT Corporation System, The Corporation Trust Company and associated companies (hereinafter collectively referred to as "CT Corporation System") as attorney-in-fact solely for the following purposes, all subject to the direction and determination of Wilderness USA, Inc.'s authorized officers:

- executing and filing on behalf of Wilderness USA, Inc. to qualify the corporation in the states listed in Exhibit A, on behalf of the Corporation.
- In the execution of any documents necessary for the sole, limited purpose, set forth herein, JoAn Tolosa & Joseph Tamimi shall exercise the power of Vice President and/or Secretary.

West Henrietta, NY

Wilderness USA, Inc.

By: Bernard J. Kelly
Bernard J. Kelly, Vice President - Accounting & Assistant Secretary

ACKNOWLEDGEMENT

State of New York)

COUNTY OF MONROE)

On this 3rd day of August 2015, Bernard J. Kelly, known to me, or satisfactorily proven to me to be the person who executed the foregoing instrument, did personally appear before me and acknowledged to me under lawful oath or affirmation that he is the Vice President - Accounting & Assistant Secretary of Wilderness USA, Inc.; that as such he was authorized to execute the within instrument on behalf of the said company; and that he freely and voluntarily executed the within instrument on behalf and in the name of the said company for the purposes therein expressed.

WITNESS my hand and seal the day and year above written.

John C. Meyer
Notary Public

My commission expires:

THOMAS C. MEYER
Notary Public, State of New York
Wayne County, No. 01ME6038347
Commission Expires 12/31/22

Exhibit A

Georgia
Maryland
Massachusetts
Oklahoma
Kentucky
Missouri
Nevada
Arizona
Delaware
Connecticut
Arkansas
Oregon
South Dakota
Utah
Virginia
Iowa
Wyoming
Idaho
Louisiana
Rhode Island
District of Columbia
New Hampshire
North Carolina
Pennsylvania
Wisconsin
Vermont
Colorado
Nebraska
Tennessee
Maine
New Mexico
South Carolina
Montana
Mississippi
Washington
Minnesota
Alabama
North Dakota

WILDERNESS USA, INC.

WILDERNESS USA, INC.

2015 DIRECTORS & OFFICERS

Director / Officer Name	Business Address	Title
Thomas R. Rogers	300 Lucius Gordon Drive West Henrietta, New York 14586	Director, CEO
Robert A. Brewer	300 Lucius Gordon Drive West Henrietta, New York 14586	Director, President
James W. Stenger	300 Lucius Gordon Drive West Henrietta, New York 14586	Director, Senior Vice-President, CFO, Secretary & Treasurer
Michael P. O'Connor	300 Lucius Gordon Drive West Henrietta, New York 14586	Director & Vice-President
Bernard J. Kelly	300 Lucius Gordon Drive West Henrietta, New York 14586	Vice-President, Accounting & Assistant Secretary

**State of New York
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of WILDERNESS USA, INC. was filed on 05/09/2014, 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.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 17th day of August
two thousand and fifteen.*

Anthony Giardina

Anthony Giardina
Executive Deputy Secretary of State



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

