



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2016 APR 22 PM 1:30

**Application for Registration
Foreign Limited Liability Company**
Filing Fee: \$150.00


Pursuant to the provisions of RIGL 7-16-49, the undersigned foreign limited liability company hereby applies for a Certificate of Registration to transact business in the state of Rhode Island, and for that purpose submits the following statement:

| | | |
|--|--------------------|----------------|
| 1. The name of the limited liability company is: | | |
| Winthorpe Capital LLC | | |
| Is this company organized in its state or country of formation as a low-profit limited liability company? Yes <input type="checkbox"/> No <input checked="" type="checkbox"/> | | |
| The name, if different, under which it proposes to register and transact business in Rhode Island is: | | |
| | | |
| 2. The LLC is organized under the laws of: | Delaware | |
| 3. The date of its organization is: | November 17, 2015 | |
| And the period of its duration is: CHECK ONLY ONE BOX | | |
| <input checked="" type="checkbox"/> Perpetual (on-going) | | |
| <input type="checkbox"/> Date certain for dissolution _____ | | |
| 4. The name and address of the resident agent/office in Rhode Island is: | | |
| Agent Name Gene M. Carlino, Esq. | | |
| Street Address (NOT a P.O. Box) 317 Iron Horse Way, Suite 301 | | |
| City/Town Providence | State RHODE ISLAND | Zip Code 02908 |
| 5. The Department of State is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence. | | |
| 6. The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is: | | |
| 1201 Orange Street, Suite 600, One Commerce Center, Wilmington, DE 19801 | | |

FILED

APR 22 2016

BY AK 272853
1:30

| | | |
|---|---|------------------------|
| 7. The mailing address for the limited liability company is: | | |
| One Realty Way, East Providence, RI 02914 | | |
| 8. Management of the Limited Liability Company: | | |
| The limited liability company is managed: | | |
| <input type="checkbox"/> By its members (If you have checked this box, go to Section 9. (DO NOT fill out the chart below.) | | |
| <input checked="" type="checkbox"/> By one (1) or more managers (List managers below) | | |
| MANAGER | ADDRESS | |
| John Pesce | One Realty Way, East Providence, RI 02914 | |
| | | |
| | | |
| | | |
| 9. This application is accompanied by a Certificate of Good Standing/Letter of Status issued by the proper officer of the state or country under the laws of which it is formed that is dated within 60 days of the filing of this document. | | |
| 10. Date when this application for Certificate of Registration will be effective: CHECK ONLY ONE BOX | | |
| <input checked="" type="checkbox"/> Date received (Upon filing) | | |
| <input type="checkbox"/> Later effective date (Date must be no more than 30 days from the day of filing) _____ | | |
| <i>Under penalty of perjury, I declare and affirm that I have examined this Application for Registration, including any accompanying attachments, and that all statements contained herein are true and correct.</i> | | |
| Signature of Authorized Person  | Type or Print Name of LLC Winthorpe Capital LLC | Date 7/18/16 |

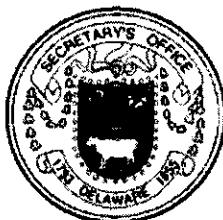
If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email corporations@sos.ri.gov.

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY "WINTHORPE CAPITAL LLC" IS DULY FORMED
UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND
HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS
OF THE TWENTIETH DAY OF APRIL, A.D. 2016.*



5804917 8300

SR# 20162420901

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

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 202184259

Date: 04-20-16