



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 JUN -9 PM 12:25

**Application for Certificate of Authority
 Non-Profit Corporation
 Filing Fee: \$50.00**

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
Royce Family Fund, Inc.		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of:		
Delaware		
3. The date of its incorporation is:		
December 23, 1985		
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 address of its principal place of business is:		
8 Sound Shore Drive, Greenwich, CT 06830		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name	Thomas J. Ligouri, Jr.	
	85 Beach Street, Westerly, RI 02891	
Street Address (NOT a P.O. Box)		
85 Beach Street		
City/Town	State	Zip Code
Westerly	RHODE ISLAND	02891
6. List the specific purposes for transacting business in Rhode Island:		
SEE ATTACHED		
If more space is required, please list on a separate attachment.		<input checked="" type="checkbox"/> Check box for attachment

RECEIVED
 SECRETARY OF STATE
 CORPORATIONS DIV
 2016 JUN -9 PM 12:25

FILED
 JUN 09 2016
 A. A. 12:25 p.m.

APPLICATION FOR CERTIFICATE OF AUTHORITY
NO. 6 PURPOSE

The purpose for which the Corporation is formed are exclusively religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:

- (a) Making grants and providing financial assistance, including but not limited to loans or equity investments, to support projects that further religious, charitable, scientific, literary and educational purposes;
- (b) Cooperating with other charitable organizations whether local, national or international, for any of the foregoing purposes, and;
- (c) Conducting any other activities that may be necessary, useful or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

7. The names and respective addresses of its directors and officers are: **3**

OFFICE	NAME	ADDRESS
Director	Charles M. Royce	8 Sound Shore Drive, Suite 140 Greenwich, CT 06830
Director	Jennifer Royce King	46 Avondale Road Westfield, RI 02891
Director	Charles M. Royce, Jr.	8 Sound Shore Drive, Suite 140 Greenwich, CT 06830
President	Charles M. Royce	8 Sound Shore Drive Suite 140 Greenwich, CT 06830
Vice President	Daniel A King	8 Sound Shore Drive Suite 140 Greenwich, CT 06830
Treasurer	Charles M Royce	8 Sound Shore Drive, Suite 140 Greenwich, CT 06830
Secretary	Nicholas C Moore	8 Sound Shore Drive, Suite 140 Greenwich, CT 06830

If more space is required, please list on a separate attachment. Check box for attachment

8. This application must be accompanied by certified copies of its articles of incorporation and all amendments authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Signature of <input type="checkbox"/> President or <input checked="" type="checkbox"/> Vice President <i>SIGN DOCUMENT HERE</i>	Type or Print Name of Officer Daniel King	Date 6-8-16
Signature of <input checked="" type="checkbox"/> Secretary or <input type="checkbox"/> Assistant Secretary <i>SIGN DOCUMENT HERE</i>	Type or Print Name of Officer NICHOLAS C. MOORE	Date 6-9-16

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.

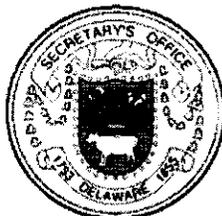
Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ROYCE FAMILY FUND, 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 SEVENTH DAY OF JUNE, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.



2079120 8300C

SR# 20164330107

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

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

Authentication: 202447825

Date: 06-07-16

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "ROYCE FAMILY FUND, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TWENTY-THIRD DAY OF DECEMBER, A.D. 1985, AT 10 O`CLOCK A.M.

CERTIFICATE OF CORRECTION, FILED THE TWENTY-NINTH DAY OF MAY, A.D. 1986, AT 10 O`CLOCK A.M.

CERTIFICATE OF RENEWAL, FILED THE FOURTH DAY OF AUGUST, A.D. 1988, AT 10 O`CLOCK A.M.

RESTATED CERTIFICATE, FILED THE TWELFTH DAY OF SEPTEMBER, A.D. 2006, AT 5:18 O`CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE FIRST DAY OF APRIL, A.D. 2010, AT 12:13 O`CLOCK P.M.

CERTIFICATE OF RENEWAL, FILED THE TWENTY-NINTH DAY OF AUGUST, A.D. 2014, AT 10:30 O`CLOCK A.M.




Jeffrey W. Bullock, Secretary of State

2079120 8100H
SR# 20164330107

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

Authentication: 202447867

Date: 06-07-16

Delaware

The First State

Page 2

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID
CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE
AFORESAID CORPORATION, "ROYCE FAMILY FUND, INC."




Jeffrey W. Bullock, Secretary of State

2079120 8100H
SR# 20164330107

Authentication: 202447867
Date: 06-07-16

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

1791-20

725357006

CERTIFICATE OF INCORPORATION
OF
ROYCE FAMILY FUND, INC.

FILED

DEC 23 1985 10AM

g. Harkins

1. The name of the corporation is ROYCE FAMILY FUND, INC.

2. The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of its registered agent at such address is THE CORPORATION TRUST COMPANY.

3. The nature of the Business or purposes to be conducted or promoted is:

The corporation is a non-stock, nonprofit corporation organized exclusively to receive and administer funds for religious, charitable, scientific, literary and educational purposes within the meaning of Sections 501(c)(3) and 2055 of the Internal Revenue Code of 1954, and to that end to take and hold by bequest, devise, gift, grant, purchase, lease or otherwise any property, real, personal, tangible or intangible, or any undivided interest therein, without limitation as to amount or value: to sell, convey, or otherwise dispose of any such property and to invest, reinvest or deal with the principal or the income thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation

without limitation except such limitations, if any, as may be contained in the instrument under which such property is received, this Certificate of Incorporation, the By-Laws of the Corporation or any laws applicable thereto. To do any other act or thing incidental to or connected with the foregoing purposes, or in advancement thereof.

Notwithstanding any other provision of these articles, the Corporation is organized and operated exclusively for one or more of the purposes as specified in both Section 501(c)(3) and Section 2055 of the Internal Revenue Code of 1954, including religious, charitable, scientific, literary and educational purposes, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal tax under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and Regulations as they now exist as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director, officer of the Corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, trustee, director, officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidates for public office.

In the event of dissolution, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under both Section 501(c)(3) and Section 2055 of the Internal Revenue Code of 1954, as amended, or to such other organization selected by a justice of the Court of the State of Delaware having jurisdiction thereof, to be used in such manner as will best accomplish the general charitable purposes for which this Corporation was formed.

The Corporation will distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation will engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue

Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The corporation shall not have any capital stock, and the conditions of membership shall be as follows:

The conditions of membership shall be as stated in the by-laws.

5. The name and mailing address of each incorporator is as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
John J. Parker	c/o Vittoria & Parker 630 Fifth Avenue New York, N.Y. 10111
Kim Marie Parker	c/o Vittoria & Parker 630 Fifth Avenue New York, N.Y. 10111
M. Patricia O'Connor	c/o Vittoria & Parker 630 Fifth Avenue New York, N.Y. 10111

6. The corporation shall have perpetual existence.

7. In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To make, alter or repeal the by-laws of the Corporation.

8. Elections of directors need not be by written ballot unless the by-laws of the corporation shall so provide.

Meetings of members may be held within or without the State of Delaware, as the by-laws may provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside the State of Delaware at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.

WE, THE UNDERSIGNED, being each of the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to Chapter 1 of Title 8 of The Delaware Code, do make this certificate, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 20th day of December, 1985.


JOHN J. PARKER


KIM MARIE PARKER


M. PATRICIA O'CONNOR

8601490174

FILED

MAY 29 1986

10 Apr
[Signature]
SECRETARY OF STATE

CERTIFICATE OF CORRECTION FILED TO CORRECT
A CERTAIN ERROR IN THE CERTIFICATE OF INCORPORATION
OF
ROYCE FAMILY FUND, INC.

Royce Family Fund, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

1. The name of the corporation is Royce Family Fund, Inc.

2. That a Certificate of Incorporation was filed by the Secretary of State of Delaware on December 23, 1985 and that said certificate requires correction as permitted by subsection (F) of section 103 of The General Corporation Law of the State of Delaware.

3. The inaccuracy or defect of said certificate to be corrected is as follows:

Article 3 (seventh paragraph) incorrectly stated that the Corporation will engage in any act of self-dealing.

4. Article 3 (seventh paragraph) of the certificate is corrected to read as follows:

The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

0002

IN WITNESS WHEREOF, said Royce Family Fund, Inc. has caused this certificate to be signed by Charles M. Royce, its President and attested by Noreen McKee, its Secretary, this 31ST day of January, 1986.

Royce Family Fund, Inc.

By

President

ATTEST:

By

Secretary

00603

802170032

Certificate

for Renewal and Revival of Charter

FILED

AUG 4 1988

[Handwritten signature]

Royce Family Fund, Inc. a corporation organized under the laws of Delaware, the certificate of incorporation of which was filed in the office of the Secretary of State on the 23rd day of December 19 85 and recorded in the office of the Recorder of Deeds for New Castle County, the charter of which was voided for non-payment of taxes, now desires to procure a restoration, renewal and revival of its charter, and hereby certifies as follows:

- 1. The name of this corporation is Royce Family Fund, Inc.
- 2. Its registered office in the State of Delaware is located at 1209 Orange Street, City of Wilmington Zip Code _____ County of New Castle the name and address of its registered agent is The Corporation Trust Company 1209 Orange St., Wilmington, DE
- 3. The date when the restoration, renewal, and revival of the charter of this company is to commence is the 29th day of February, 1988, same being prior to the date of the expiration of the charter. This renewal and revival of the charter of this corporation is to be perpetual.
- 4. This corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 19 82, at which time its charter became inoperative and void for non-payment of taxes and this certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

IN TESTIMONY WHEREOF, and in compliance with the provisions of Section 312 of the General Corporation Law of the State of Delaware, as amended, providing for the renewal, extension and restoration of charters, Charles M. Royce

the last and acting President, and Noreen McKee the last and acting Secretary of Royce Family Fund, Inc. have hereunto set their hands to this certificate this 3rd day of August, 1988

[Signature of Charles M. Royce]
Last and Acting President

ATTEST

[Signature of Noreen McKee]
Last and Acting Secretary

State of Delaware
Secretary of State
Division of Corporations
Delivered 05:34 PM 09/12/2006
FILED 05:18 PM 09/12/2006
SRV 060842924 - 2079120 FILE

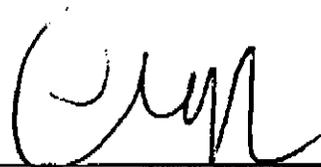
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ROYCE FAMILY FUND, INC.

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

The undersigned, being the President of Royce Family Fund, Inc. (the "Corporation"), a non-stock, not-for-profit corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Royce Family Fund, Inc. This name has never been changed.
2. The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on December 23, 1985.
3. This Amended and Restated Certificate of Incorporation of the Corporation was duly adopted by the Corporation's directors and members in accordance with the applicable provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.
4. This Amended and Restated Certificate of Incorporation restates, integrates and amends the provisions of the Certificate of Incorporation of the Corporation.
5. The text of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety to read as set forth in Attachment A hereto.

IN WITNESS WHEREOF, the undersigned has subscribed this document on the date set forth below and does hereby affirm, under penalties of perjury, that the statements contained herein have been examined by him and are true and correct to the best of his knowledge.



By: Charles M. Royce
Title: President

Dated: April 21, 2006

Attachment A

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
ROYCE FAMILY FUND, INC.**

ARTICLE I

NAME

The name of the corporation is **ROYCE FAMILY FUND, Inc.** (the "Corporation").

ARTICLE II

REGISTERED OFFICE AND AGENT

The address, including street, number, city and county, of the registered office of the Corporation in the State of Delaware is **Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle.** The name of the registered agent of the Corporation in the State of Delaware at that address is **The Corporation Trust Company.**

ARTICLE III

PURPOSE

The purposes for which the Corporation is formed are **exclusively religious, charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and shall include but shall not be limited to:**

(a) **making grants and providing financial assistance, including but not limited to loans or equity investments, to support projects that further religious, charitable, scientific, literary and educational purposes;**

(b) **cooperating with other charitable organizations whether local, national or international, for any of the foregoing purposes; and**

(c) conducting any other activities that may be necessary, useful or desirable for the furtherance or accomplishment of the foregoing purposes, provided that those activities would not endanger the Corporation's not-for-profit or tax-exempt status.

ARTICLE IV

POWERS

The Corporation shall have the authority to exercise all of the powers conferred upon corporations organized not-for-profit and without authority to issue capital stock under the provisions of the General Corporation Law of the State of Delaware together with the power to solicit grants and contributions for any corporate purpose. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income taxation under Section 501(c)(3) of the Code.

ARTICLE V

DURATION

The duration of the Corporation is to be perpetual.

ARTICLE VI

NO CAPITAL STOCK

The Corporation shall not have authority to issue capital stock.

ARTICLE VII

MEMBERS

The Corporation shall have one class of members. The rights and conditions of membership shall be stated in the By-Laws of the Corporation.

ARTICLE VIII

MANAGEMENT

Except as otherwise provided by law, or in any By-Laws of the Corporation, the activities and affairs of the Corporation shall be managed and all the powers of the Corporation shall be exercised by the Board of Directors.

Pursuant to Section 109 of the General Corporation Law, the Board of Directors may amend or repeal the By-Laws of the Corporation at any meeting of the Board of Directors at which a quorum is present.

ARTICLE IX

DIRECTORS' LIABILITY

The personal liability of the directors and of any persons performing any of the duties of directors of the Corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended or supplemented.

ARTICLE X

NO PRIVATE INUREMENT

The Corporation is not formed for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributed to, or inure to the benefit of, any private individual. However, reasonable compensation may be paid for services rendered to or for the Corporation in furtherance of one or more of its purposes.

ARTICLE XI

LOBBYING AND PARTICIPATION IN POLITICAL CAMPAIGNS

No part of the activities of the Corporation shall be devoted to carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate or intervene (including the publishing or distributing of statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE XII

FEDERAL EXCISE TAXES

If the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, then for the period in which the Corporation is so deemed, it shall distribute its income for each taxable year in such manner and at such times as not to be subject to tax under Section 4942 of the Code. In addition, if the Corporation is at any time deemed to be a private foundation within the meaning of Section 509 of the Code, the Corporation shall not engage in any act of self-dealing (as defined in Section 4941(d) of the Code), retain any excess business holdings (as defined in Section 4943(c) of the Code), make

any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code, or make any taxable expenditures (as defined in Section 4945(d) of the Code).

ARTICLE XIII

DISSOLUTION

In the event of dissolution, the assets and property of the Corporation remaining after payment of expenses and the satisfaction of all liabilities shall be distributed as determined by the Board of Directors to charitable organizations then qualified under Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose. Any assets of the Corporation not so disposed of shall be disposed of by the Court of Common Pleas (or a Court of equivalent or comparable jurisdiction) of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

AMENDMENTS

From time to time, and in furtherance of the exempt purposes for which the Corporation is being organized, any of the provisions of this Certificate of Incorporation may be amended, altered, or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted, in the manner and at the time prescribed by those laws. In accordance with Section 242 of the General Corporation Law, any amendments by the Board of Directors of the Certificate of Incorporation must be approved by the sole member of the Corporation.

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for non-payment of taxes and/or for failure to file a complete annual report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 312 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Royce Family Fund, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street (street),
in the City of Wilmington, County of New Castle
Zip Code 19801. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is Corporation Trust Center
3. The date of filing of the Corporation's original Certificate of Incorporation in Delaware was December 23, 1985
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its charter until the 1st day of March A.D. 2010, at which time its charter became inoperative and void for non-payment of taxes and/or failure to file a complete annual report and the certificate for renewal and revival is filed by authority of the duly elected directors of the corporation in accordance with the laws of the State of Delaware.

By: /s Charles M. Royce
Authorized Officer

Name: Charles M. Royce
Print or Type

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:30 AM 08/29/2014
FILED 10:30 AM 08/29/2014
SRV 141135050 - 2079120 FILE

**STATE OF DELAWARE
CERTIFICATE FOR RENEWAL
AND REVIVAL OF CHARTER**

The corporation organized under the laws of the State of Delaware, the charter of which was voided for failure to file a complete annual franchise tax report, now desires to procure a restoration, renewal and revival of its charter pursuant to Section 313 of the General Corporation Law of the State of Delaware, and hereby certifies as follows:

1. The name of the corporation is Royce Family Fund, Inc.
2. The Registered Office of the corporation in the State of Delaware is located at 1209 Orange Street (street),
in the City of Wilmington, County of New Castle
Zip Code 19801. The name of the Registered Agent at such address upon
whom process against this Corporation may be served is The Corporation Trust
Company
3. The date of filing of the Corporation's original Certificate of Incorporation in
Delaware was December 23, 1985
4. The renewal and revival of the charter of this corporation is to be perpetual.
5. The corporation was duly organized and carried on the business authorized by its
charter until the 1st day of March A.D. 2012, at which time its
charter became inoperative and void for failure to file a complete annual franchise tax
report and the certificate for renewal and revival is filed by authority of the duly elected
directors of the corporation in accordance with the laws of the State of Delaware.

By: Nicholas C Moore
Authorized Officer

Name: Nicholas C. Moore, Secretary
Print or Type