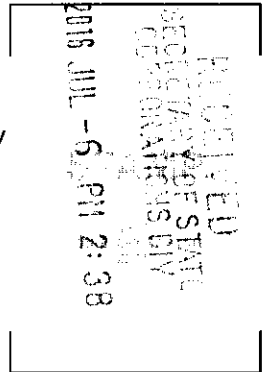




State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904-2615
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov



Application for Certificate of Authority
Foreign Business Corporation
Filing and License Fee: \$310.00 minimum

Pursuant to the provisions of RIGL 7-1.2-1405, 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:	
Group Benefit Services, Inc.	
2. It is incorporated under the laws of:	Maryland
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:	6/05/1980
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 _____	
5. The address of its principal office is:	
6 North Park Drive, Suite 310, Hunt Valley, MD 21030	

FILED 2:36
JUL 06 2016
By 2784/8

6. The name and address of the initial registered agent/office of in Rhode Island:			
Agent Name C T Corporation System			
Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A			
City/Town East Providence	State RHODE ISLAND	Zip Code 02914	

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:			
benefit plan administration			

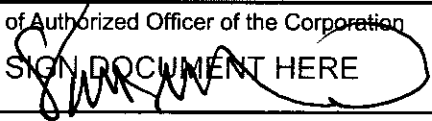
8. (a) The names and respective addresses of its directors (optional, unless directors are required under the laws of the state or country of which it is incorporated):	
NAME	ADDRESS
M. Steven DeCarlo	4725 Piedmont Row Dr., Ste 600,Charlotte, NC 28210
Scott M. Purviance	4725 Piedmont Row Dr., Ste 600,Charlotte, NC 28210

Check the box to indicate an attachment. ☐

8. (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):		
OFFICE	NAME	ADDRESS
PRESIDENT	Kathy F. Simmons	6 North Park Drive, Suite 310, Hunt Valley, MD 21030
VICE PRESIDENT	Scott M. Purviance	4725 Piedmont Row Dr., Ste 600,Charlotte, NC 28210
TREASURER	Scott M. Purviance	4725 Piedmont Row Dr., Ste 600,Charlotte, NC 28210
SECRETARY	Scott M. Purviance	4725 Piedmont Row Dr., Ste 600,Charlotte, NC 28210

Check the box to indicate an attachment. ☒

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:			
NUMBER OF SHARES	CLASS	SERIES	PAR VALUE OR STATE NO PAR VALUE
2500	Class A Common		No Par Value
2500	Class B Common		No Par Value

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ <u>1,568,200</u>		
(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:		
\$ <u>0</u>		
(c) Estimate, as a percentage, 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. Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.		
<u>0</u> %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ <u>36,750,000</u>		
(b) Estimate, in dollars, the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.		
\$ <u>0</u>		
(c) Estimate, as a percentage, the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.		
<u>0</u> %		
12. This application must be 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 incorporated that is dated within 60 days of the filing of this document.		
13. Date when the Certificate of Authority 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 90 days from the day of 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.		
Signature of Authorized Officer of the Corporation 	Type or Print Name of Authorized Officer Scott M. Purviance Vice President & Secretary	Date <u>6/30/16</u>

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.

Additional Officers of Group Benefit Services, Inc.

<u>Title</u>	<u>Name</u>	<u>Mailing address</u>	<u>City</u>	<u>State</u>	<u>ZIP code</u>
Chairman	M. Steven DeCarlo	4725 Piedmont Row Drive, Suite 600	Charlotte	NC	28210
Assistant Secretary	Angela Higbea	4725 Piedmont Row Drive, Suite 600	Charlotte	NC	28210

STATE OF MARYLAND
Department of Assessments and Taxation

I, HEIDI DUDDERAR OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF THE STATE OF MARYLAND, DO HEREBY CERTIFY THAT THE DEPARTMENT, BY LAWS OF THE STATE, IS THE CUSTODIAN OF THE RECORDS OF THIS STATE RELATING TO THE FORFEITURE OR SUSPENSION OF CORPORATIONS, OR THE RIGHTS OF CORPORATIONS TO TRANSACT BUSINESS IN THIS STATE, AND THAT I AM THE PROPER OFFICER TO EXECUTE THIS CERTIFICATE.

I FURTHER CERTIFY THAT GROUP BENEFIT SERVICES, INC., INCORPORATED JUNE 05, 1980, IS A CORPORATION DULY INCORPORATED AND EXISTING UNDER AND BY VIRTUE OF THE LAWS OF MARYLAND AND THE CORPORATION HAS FILED ALL ANNUAL REPORTS REQUIRED, HAS NO OUTSTANDING LATE FILING PENALTIES ON THOSE REPORTS, AND HAS A RESIDENT AGENT. THEREFORE, THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING WITH THIS DEPARTMENT AND DULY AUTHORIZED TO EXERCISE ALL THE POWERS RECITED IN ITS CHARTER OR CERTIFICATE OF INCORPORATION, AND TO TRANSACT BUSINESS IN MARYLAND.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY SIGNATURE AND AFFIXED THE SEAL OF THE STATE DEPARTMENT OF ASSESSMENTS AND TAXATION OF MARYLAND AT BALTIMORE ON THIS JUNE 13, 2016.



Heidi Dudderar
Associate Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1340 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice