

Filing Fee: \$75.00

ID Number: 000129242



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED 18:03

NOV 18 2016

BUSINESS CORPORATION

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CORPORATIONS DIVISION
2016 NOV 18 PM 12:23

BY LL 288873 APPLICATION FOR
AMENDED CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1411 of the General Laws of Rhode Island, 1956, as amended, the undersigned corporation hereby applies for an Amended 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 Tidgewell Associates, Inc.
2. It is incorporated under the laws of Maryland
3. A Certificate of Authority was issued to the corporation by the office of the Secretary of State of the State of Rhode Island on 01/08/2003, authorizing it to transact business in Rhode Island under the name of:
Tidgewell Associates, Inc.
4. The corporate name of the corporation has been changed to Living Complete Technologies, Inc.
(see Exhibit A)
(If no change, so indicate.)
5. 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:

6. The corporation desires to pursue in the transaction of business in Rhode Island other or additional purposes than those set forth in its prior Application for a Certificate of Authority, as follows:
(If no other or additional purposes are proposed, insert "No Change.")

No change

7. If there has been an increase in the authorized shares of the corporation, list the total number of authorized shares, including the increase (If there has been no increase in shares, insert "no change"):

<u>Total Number of Authorized Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
No change			

8. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 109,556.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 109,556.
- (c) 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, is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
9. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 1,008,891.
- (b) 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 is \$ 1,008,891.
- (c) 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 is 100 %. [divide (b) by (a) and multiply by 100 to obtain the percentage]
10. Except as herein modified, the original Application for Certificate of Authority continues in full force and effect and is hereby confirmed, ratified and incorporated by reference into this Application for Amended Certificate of Authority.
11. This Application for Amended 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 Amended Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 10/24/2016



Signature of Authorized Officer of the Corporation

Kathleen S. Kiefer

Type or Print Name of Authorized Officer

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
TIDGEWELL ASSOCIATES, INC.**

Tidgewell Associates, Inc., a Maryland corporation, having its principal office at Edgewater, Maryland ("Corporation"), hereby certifies to the State Department of Assessments and Taxation that:

FIRST: The Corporation desires to amend and restate the Charter of the Corporation as it is currently in effect.

SECOND: The Charter is hereby amended and restated in its entirety to read as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
LIVING COMPLETE TECHNOLOGIES, INC.**

OCTOBER 6, 2016

ARTICLE I

The name of the Corporation is **Living Complete Technologies, Inc.**

ARTICLE II

The Corporation is a corporation as authorized by Title 2 of the Corporations and Associations Article of the Annotated Code of Maryland.

ARTICLE III

The purposes for which the Corporation is organized are:

- (1) Software Development and Consultation Services; and
- (2) To engage in any lawful business or transaction, or to acquire all or any portion of any entity engaged in any one or more lawful businesses or transactions which the Board of Directors may from time to time authorize or approve, whether or not related to any business activity described in these Articles.

ARTICLE IV

The street address of the principal office of the Corporation is 4029 Chesapeake Drive, Edgewater, Maryland 21037.

ARTICLE V

The name of the resident agent of the Corporation in Maryland is The Corporation Trust Incorporated, whose address is 351 West Camden Street, Baltimore, MD 21201.

ARTICLE VI

The total number of shares which the Corporation has authority to issue is FIVE HUNDRED (500) shares of common stock, without par value.

ARTICLE VII

The number of directors of the Corporation shall be three (3). The number of Directors of the Corporation may be increased or decreased pursuant to the Bylaws of the Corporation. The names of the directors who shall act until the next annual meeting of shareholders or until their successors are duly chosen and qualified are:

Jenny E. Colton
Daniel Killeen
Ronald W. Penczek

ARTICLE VIII

No director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages except (1) to the extent that it is proved that such director or officer actually received an improper benefit or profit in money, property, or services, for the amount of the benefit or profit in money, property or services actually received, or (2) to the extent that a judgment or other final adjudication adverse to such director or officer is entered in a proceeding based on a finding in the proceeding that such director's or officer's action, or failure to act, was (a) the result of active and deliberate dishonesty, or (b) intentionally wrongful, willful or malicious and, in each such case, was material to the cause of action adjudicated in the proceeding.

THIRD: The amendment and restatement does not increase the authorized capital stock of the Corporation.

FOURTH: The foregoing amendment and restatement to the Charter of the Corporation has been approved by a majority of the Board of Directors, declared to be advisable and the amendment was limited to a change expressly authorized by Md. Code Ann., Corporations and Associations §2-605 to be made without action by the stockholders.

FIFTH: The current address of the principal office of the Corporation is 4029 Chesapeake Drive, Edgewater, Maryland 21037.

SIXTH: The name of the resident agent of the Corporation in Maryland is The Corporation Trust Incorporated, whose address is 351 West Camden Street, Baltimore, MD 21201.

SEVENTH: There are currently three directors of the Corporation who are:

Jenny E. Colton
Daniel Killeen
Ronald W. Penczek

EIGHTH: The provisions set forth in the foregoing articles of amendment and restatement are all of the provisions of the charter currently in effect.

IN WITNESS WHEREOF, Living Complete Technologies, Inc. has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and witnessed by its Secretary on this 6th day of October, 2016.

WITNESS:

Living Complete Technologies, Inc.


Kathleen S. Kiefer, Secretary

Jenny E. Colton, President

THE UNDERSIGNED, President of Living Complete Technologies, Inc., who executed on behalf of the Corporation the foregoing Articles of Amendment and Restatement of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment and Restatement to be the corporate act of said Corporation and hereby certifies that to the best of her knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Kathleen S. Kiefer, Secretary

Jenny E. Colton, President

SIXTH: The name of the resident agent of the Corporation in Maryland is The Corporation Trust Incorporated, whose address is 351 West Camden Street, Baltimore, MD 21201.

SEVENTH: There are currently three directors of the Corporation who are:

Jenny E. Colton
Daniel Killeen
Ronald W. Penczek

EIGHTH: The provisions set forth in the foregoing articles of amendment and restatement are all of the provisions of the charter currently in effect.

IN WITNESS WHEREOF, Living Complete Technologies, Inc. has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and witnessed by its Secretary on this 6th day of October, 2016.

WITNESS:

Living Complete Technologies, Inc.

Kathleen S. Kiefer, Secretary



Jenny E. Colton, President

THE UNDERSIGNED, President of Living Complete Technologies, Inc., who executed on behalf of the Corporation the foregoing Articles of Amendment and Restatement of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment and Restatement to be the corporate act of said Corporation and hereby certifies that to the best of her knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

Kathleen S. Kiefer, Secretary



Jenny E. Colton, President

STATE OF MARYLAND
Department of Assessments and Taxation

I, MICHAEL L. HIGGS 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 TIDGEWELL ASSOCIATES, INC. FILED ITS ARTICLES OF AMENDMENT WITH A NAME CHANGE CHANGING ITS NAME TO LIVING COMPLETE TECHNOLOGIES, INC. WITH THIS DEPARTMENT ON OCTOBER 07, 2016 AND THAT THE CORPORATION IS AT THE TIME OF THIS CERTIFICATE IN GOOD STANDING 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 OCTOBER 12, 2016.



Michael L. Higgs
Deputy Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941
MRS (Maryland Relay Service) (800) 735-2258 TT/Voice
Fax (410) 333-7097

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STATE OF MARYLAND
Department of Assessments and Taxation

I, MICHAEL L. HIGGS 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 LIVING COMPLETE TECHNOLOGIES, INC., INCORPORATED MAY 02, 2002, 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 OCTOBER 12, 2016.



Michael L. Higgs
Deputy Director



301 West Preston Street, Baltimore, Maryland 21201
Telephone Balto. Metro (410) 767-1344 / Outside Balto. Metro (888) 246-5941 0010345648
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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

