



State of Rhode Island and Providence Plantations
Department of State - Business Services Division

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 BUS. SVCS. DIV.
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Certificate of Authority
 FOREIGN Corporation

→ Filing 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: Walgreens.com, Inc. | | |
| 2. It is incorporated under the laws of: Illinois | | |
| 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: April 30, 1999 | | |
| 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: 200 Wilmot Road, Deerfield, IL 60015 | | |
| 6. The name and address of the initial registered agent/office of in Rhode Island: | | |
| Agent Name Corporation Service Company | | |
| Street Address (NOT a P.O. Box) 222 Jefferson Boulevard, Suite 200 | | |
| City/Town Warwick | State RHODE ISLAND | Zip Code 02888 |

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

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By 286863

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To provide all goods and services, to sell pharmaceutical and other products, and to buy, sell, lease and otherwise deal in personal and real property of any kind.

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 |
|----------------------|--------------------------------------|
| Richard Ashworth | 108 Wilmot Road, Deerfield, IL 60015 |
| Alexander W. Gourlay | 108 Wilmot Road, Deerfield, IL 60015 |
| Alan Nielsen | 108 Wilmot Road, Deerfield, IL 60015 |
| | |

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 | Abhi Dhar | 108 Wilmot Road, Deerfield, IL 60015 |
| VICE PRESIDENT | Collin Smyser | 108 Wilmot Road, Deerfield, IL 60015 |
| TREASURER | Alan Nielsen | 108 Wilmot Road, Deerfield, IL 60015 |
| SECRETARY | Collin Smyser | 108 Wilmot Road, Deerfield, IL 60015 |

Check the box to indicate an attachment.

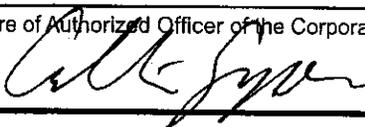
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

| NUMBER OF SHARES | CLASS | SERIES | PAR VALUE OR STATE NO PAR VALUE |
|------------------|--------|--------|---------------------------------|
| 10,000 | 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:
 \$ 268,024,832

(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:
 \$ -0-

(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.
0 %

| | |
|---|---|
| 11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year. <div style="text-align: center;">\$ <u>273,697,205</u></div> | (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. <div style="text-align: center;">\$ <u>-0-</u></div> |
| (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. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <div style="text-align: center;"><u>0</u> %</div> | |
| 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) _____ | |
| <i>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.</i> | |
| Type or Print Name of Authorized Officer Collin Smyser Vice President & Secretary | Date |
| Signature of Authorized Officer of the Corporation <div style="display: flex; justify-content: space-between; align-items: center;"> <div style="text-align: center;">  SIGN DOCUMENT HERE </div> <div style="text-align: right;"> (11) </div> </div> | |

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.

Addendum to Application for Certificate of Authority for a Foreign Corporation in Utah on behalf of
Walgreens.com, Inc.

Item 8 – Officers

| <u>TITLE</u> | <u>NAME</u> | <u>ADDRESS</u> |
|-------------------------------|----------------|--|
| President | Abhi Dhar | 108 Wilmot Road, Deerfield, IL 60015 |
| Vice President & Secretary | Collin Smyser | 108 Wilmot Road, Deerfield, IL 60015 |
| Vice President | Deepika Pandey | 36 S. Wabash, Suite 410, Chicago, IL 60603 |
| Vice President | Amelia Legutki | 300 Wilmot Road, Deerfield, IL 60015 |
| Treasurer | Alan Nielsen | 108 Wilmot Road, Deerfield, IL 60015 |

File Number

6046-955-5



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

WALGREENS.COM, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 30, 1999, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of NOVEMBER A.D. 2016 .

Jesse White

SECRETARY OF STATE