Filing and License Fee: $310.00 minimum

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

R.I. DEPT. OF STATE
BUS SVCS DIV
2016 DEC 20 AM 11:05

2016 DEC 15 AM 11:53

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, 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 **Goodwyn, Mills & Cawood, Inc**
2. It is incorporated under the laws of **Alabama**
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 **5/31/85** and the period of its duration is **perpetual**
5. The address of its principal office is **2660 East Chase Lane, Suite 200, Montgomery, Alabama 36117**
6. The address of its proposed registered office in Rhode Island is **222 Jefferson Blvd, Suite 200** (Street Address, **not** P.O. Box)

   Warwick (City/Town), RI **02888** (Zip Code) and the name of its proposed registered agent in Rhode Island at that address is **Corporation Service Company** (Name of Agent)

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

   Architectural Professional Services

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*
Director	**see attached list**	
Director		
Director		
Director		

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Form No. 150
Revised: 06/11

(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).

	Name	Address
President	see attached list	
Vice President		
Treasurer		
Secretary		

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 Statement that Shares are without Par Value
32205	common stock		0.01

10. (a) $ 2,641,000.00 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.

(b) $ 0.00 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.

(c) 0.0 % = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

11. (a) $ 58,000,000.00 = An estimate of the gross amount of business to be transacted by the corporation during the following year.

(b) $ 6,000.00 = 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.

(c) 0.0001 % = 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. *{divide (b) by (a) and multiply by 100 to obtain the percentage}*

12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.

13. This Application for 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 Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/13/16

Signature of Authorized Officer of the Corporation

Amanda Davis, Vice President

Type or Print Name of Authorized Officer

Goodwyn, Mills & Cawood, Inc.
Resolution by the Board of Directors

Following a meeting of the Board of Directors ("Board") of Goodwyn, Mills & Cawood, Inc. ("GMC"), held on December 9, 2016, at which meeting a quorum was at all times present and acting, the following actions were therefore **RESOLVED**, and the Vice President of Finance, or any other officer or employee of GMC as may be necessary, is hereby authorized and directed to take all such actions necessary to complete the following resolutions, including without limitation, filing such resolutions with the Minutes of the Company:

1.
Resolution to Appoint Officers of the Company

WHEREAS, the Board of Directors is vested with the power to appoint officers of the company;

NOW, THEREFORE, BE IT RESOLVED, that the following persons are elected to serve as Officers for GMC for the following twelve-month period ending January 31, 2017, or until such time as his or her successor shall be duly qualified and elected:

Bill Wallace	CEO
Steve Cawood	Regional President
Galen Thackston	Regional President
Jeffrey Brewer	Regional President
David Reed	Executive Vice President
Burt Hankins	Executive Vice President
Chris Engel	Executive Vice President
Jof Mehaffey	Executive Vice President
Kevin Wales	Vice President, Geotech
John Bricken	Vice President, Landscape
John Averrett	Vice President, Electrical
Mario Galloway	Vice President, IT
Amanda Davis	Vice President, Finance
Andrea Jean	Vice President, Marketing
Stephanie Turner	Vice President, HR
Kirk Clayton	Vice President
Gary L. Owen, Jr.	Vice President
Sara K. Butler	Vice President
Albert A. Allenback	Vice President
Mike Keeshen	Vice President
Buddy Koonce	Vice President
Jim Walker	Vice President
Jim Teel	Vice President
Robert Gray	Vice President
Kevin Laird	Vice President
Freddie Lynn	Vice President
Derril Strickland	Vice President

Address:
2660 East Chase Lane
Suite 200
Montgomery, AL 36117

Steve Alby	Vice President
Lee Walters	Regional Vice President
Cedric Campbell	Vice President

BE IT FURTHER RESOLVED, that the Vice President of Finance, or any such other officer as may be reasonably necessary, is hereby authorized and directed to take all such actions necessary to complete the Resolution contained herein, and to take all such other and further actions as they deem necessary or appropriate to carry out the purpose and intent of this Resolution.

IT WITNESS HEREOF, the undersigned hereby certifies that he is a Director of GMC, that the foregoing is a true and correct copy of resolutions duly adopted at a meeting of the Board of Directors held on December 9, 2016, at which meeting a quorum was at all times present and acting, that the passage of said resolutions were and are in all respects legal, and that said resolution is in full force and effect, pursuant to the effective dates as stated herein.

Dated this the 9th day of December, 2016.

David B. Reed
Chairman of the Board of Directors

State of Rhode Island and Providence Plantations
Board of Examination and Registration of Architects

BE IT KNOWN THAT

Goodwyn, Mills & Cawood, Inc

having given satisfactory evidence of having the qualifications required by law is hereby authorized to practice

Architecture as a
Corporation

IN THE STATE OF RHODE ISLAND

Certificate of Authorization No.: 20283 **Issued:** 12/12/2016 **Expires:** 12/31/2018

Chairperson

Secretary

John H. Merrill
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

the entity records on file in this office disclose that Goodwyn, Mills & Cawood, Inc. was formed in Montgomery County, Alabama on May 31, 1985. The Alabama Entity Identification number for this entity is 104-406. I further certify that the records do not disclose that said entity has been dissolved, cancelled or terminated.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.

12/13/2016

Date

J. H. Merrill

John H. Merrill **Secretary of State**

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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:

December 20, 2016 11:05 AM

Nellie M. Gorbea
Secretary of State