



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

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:

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1. The name of the corporation is: Henkel US Distribution Corporation		
2. It is incorporated under the laws of: Delaware		
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: 04/19/2017 And the period of its duration is: CHECK ONLY ONE BOX ☒ Perpetual (on-going) ☐ Date certain for dissolution _____		
5. The address of its principal office is: One Henkel Way, Rocky Hill, CT 06067		
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

FILED

AUG 31 2017

BY *[Signature]*

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

Distribution company

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
See attached list	

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	See attached list	
VICE PRESIDENT		
TREASURER		
SECRETARY		

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
100,000	Common		0.01

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:

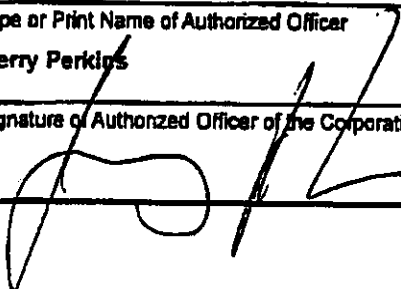
\$ 8,907,137,000.00

(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. \$ <u>5,439,320,325.00</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>96,800,649.00</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. <i>Note: Divide (11b) by (11a) and multiply by 100 to obtain the percentage.</i> <u>56.2</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 ☒ Date received (Upon filing) ☐ 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.	
Type or Print Name of Authorized Officer Jerry Perkins	Date 8/29/17
Signature of Authorized Officer of the Corporation 	
SIGN DOCUMENT HERE	

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.

Henkel US Distribution Corporation

Title	Name	Business Address
Director	Jerry Perkins	One Henkel Way, Rocky Hill, CT 06067
Director	Jens-Martin Schwaerzler	One Henkel Way, Rocky Hill, CT 06067
Director	Ed Vlacich	One Henkel Way, Rocky Hill, CT 06067
Director	Stefan Mund	One Henkel Way, Rocky Hill, CT 06067
Director	Jeffrey Piccolomini	One Henkel Way, Rocky Hill, CT 06067
President, NA	Jerry Perkins	One Henkel Way, Rocky Hill, CT 06067
CFO	Jeffrey Piccolomini	One Henkel Way, Rocky Hill, CT 06067
Sr. VP, Chief Legal Officer and Secretary	Marcy L. Tenaglia	One Henkel Way, Rocky Hill, CT 06067
VP, Tax	William Carmichael	One Henkel Way, Rocky Hill, CT 06067
VP, Associate General Counsel and Asst. Secretary	Edgar Pew	One Henkel Way, Rocky Hill, CT 06067
VP and Treasurer	Michael Bott	One Henkel Way, Rocky Hill, CT 06067
VP, Controller and Assistant Treasurer	Patrick Kinney	One Henkel Way, Rocky Hill, CT 06067
Assistant Secretary	M. Margaret Banas	One Henkel Way, Rocky Hill, CT 06067
Assistant Secretary- Trademarks	Amy Span Wergeles	One Henkel Way, Rocky Hill, CT 06067
Assistant Secretary	Jonathan Lewis	One Henkel Way, Rocky Hill, CT 06067
VP, Associate General Counsel- Corporate Matters and Assistant Secretary	Gregory Gaglione	One Henkel Way, Rocky Hill, CT 06067

Delaware

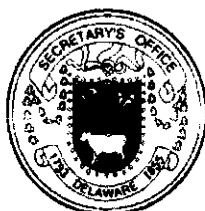
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Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HENKEL US DISTRIBUTION CORPORATION" 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 TWENTY-FIFTH DAY OF AUGUST, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HENKEL US DISTRIBUTION CORPORATION" WAS INCORPORATED ON THE NINETEENTH DAY OF APRIL, A.D. 2017.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL FRANCHISE TAXES HAVE BEEN ASSESSED TO DATE.



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SR# 20175898841

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

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

Authentication: 203122835

Date: 08-25-17



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:

August 31, 2017 12:23 PM

The signature is written in a cursive, flowing style in blue ink. It appears to read "Nellie M. Gorbea".

Nellie M. Gorbea
Secretary of State

