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

RECEIVED STATE SECRETARY OF CORPORATIONS DIV
2018 MAY 29 AM 9:53

# Application for Certificate of Authority

FOREIGN Business 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:

**RPS Group, Inc.**

2. It is incorporated under the laws of: **Texas**

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: **June 5, 1997**

And the period of its duration is: **CHECK ONE BOX ONLY**

☑ Perpetual (on-going)

☐ Date certain for dissolution _____

5. The address of its principal office is:

**20405 Tomball Parkway, Suite 200 Houston, TX 77070**

6. The name and address of the initial registered agent/office in Rhode Island:

Agent Name **Capitol Corporate Services, Inc.**

Street Address (NOT a P.O. Box) **222 Jefferson Blvd., Suite 200**

| City/Town | State | Zip Code |
|---|---|---|
| **Warwick** | **RHODE ISLAND** | **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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**FILED**
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BY 3314148

FORM 150 - Revised 12/2017

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

**Computer science consultation and any lawful purpose**

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 |
|---|---|
| **Peter Fearn** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |
| **Doug Matthys** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |
| **Vinay Chhabra** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |
| | |

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 | **Peter Fearn** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |
| VICE PRESIDENT | | |
| TREASURER | **Vinay Chhabra** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |
| SECRETARY | **Doug Matthys** | **20405 Tomball Parkway, Suite 200 Houston, TX 77070** |

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 |
|---|---|---|---|
| **1,000** | **Common Stock** | **N/A** | **$1 par value** |
| | | | |
| | | | |
| | | | |

10. An estimate, **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. *(Note: Percentage obtained from worksheet.)*

**8.821** %

11. An estimate, **as a percentage**, of 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: Percentage obtained from worksheet.)*

**11.115** %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

☑ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date 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 | Date |
|---|---|
| **Doug Matthys** | 5/25/2018 |

Signature of Authorized Officer of the Corporation

Doug Matthys 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.**

Corporations Section
P.O.Box 13697
Austin, Texas 78711-3697

Rolando B. Pablos
Secretary of State

# Office of the Secretary of State

## Certificate of Fact

The undersigned, as Secretary of State of Texas, does hereby certify that the document, Articles Of Incorporation for RPS Group, Inc. (file number 144821500), a Domestic For-Profit Corporation, was filed in this office on June 05, 1997.

It is further certified that the entity status in Texas is in existence.

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In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on April 10, 2018.

Rolando B. Pablos
Secretary of State