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

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:

KPH HEALTHCARE SERVICES, INC.

2. It is incorporated under the laws of: New York

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: 04/01/1920

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:

29 East Main Street, Gouverneur, NY 13642

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

Agent Name: Corporation Service Corporation

Street Address (NOT a P.O. Box): 222 Jefferson Boulevard, 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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BY 33570

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To operate an out-of-state pharmacy

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
Schedule attached	

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	Schedule attached	
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
3,000,000	A Common		$2.50
5,000	B Common		$25.00

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.)*

0 %

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.)*

0 %

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
Warren D. Wolfson	07/18/2018

Signature of Authorized Officer of the Corporation

Warren D. Wolfson, Secretary

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.

KPH HEALTHCARE SERVICES, INC.
Schedule of Officers

Name	Title	Address
Craig C. Painter	Executive Chairman	6333 Route 298 East Syracuse, NY 13057
John R. Dyer	Vice Chairman	6333 Route 298 East Syracuse, NY 13057
Bridget-ann Hart, R.Ph.	President and CEO	6333 Route 298 East Syracuse, NY 13057
Stephen P. McCoy, CPA	Executive VP, CFO, Treasurer, Assist. Sec.	6333 Route 298 East Syracuse, NY 13057
James Spencer	Executive VP KPH Admin. Support Serv., President Kinney Drug Stores	6333 Route 298 East Syracuse, NY 13057
David B. Warner	Executive VP Commercial Divisions	6333 Route 298 East Syracuse, NY 13057
Charles Aquilina	VP Pharmacy Supply Chain Optimization	6333 Route 298 East Syracuse, NY 13057
Michael Burgess	VP Financial Planning and Treasury Services	29 East Main Street Gouverneur, NY 13642
Pavi Chigateri	VP Information Services And CTO	6333 Route 298 East Syracuse, NY 13057
Richard Cognetti, Jr.	VP Merchandising	29 East Main Street Gouverneur, NY 13642
Michael D Duteau, R.Ph.	VP Business Development And Strategic Relations	6333 Route 298 East Syracuse, NY 13057
David C. McClure	VP Real Estate	29 East Main Street Gouverneur, NY 13642
Richard McNulty	VP Human Resources	29 East Main Street Gouverneur, NY 13642
Michael Szwajkos	VP Trade Relations	6333 Route 298 East Syracuse, NY 13057
Warren D. Wolfson, Esq.	Secretary	100 East Washington Street Syracuse, NY 13202

KPH HEALTHCARE SERVICES, INC.
Schedule of Directors

Name	Address
Craig C. Painter	6333 Route 298, East Syracuse, NY 13057
David Bellaire	6333 Route 298, East Syracuse, NY 13057
Joseph Courtright	6333 Route 298, East Syracuse, NY 13057
John R. Dyer	6333 Route 298, East Syracuse, NY 13057
Larry Greco	6333 Route 298, East Syracuse, NY 13057
Bridget-ann Hart, R.Ph.	6333 Route 298, East Syracuse, NY 13057
David C. McClure	29 East Main Street, Gouverneur, NY 13642
Stephen P. McCoy, CPA	6333 Route 298, East Syracuse, NY 13057
Warren D. Wolfson, Esq.	100 East Washington Street, Syracuse, NY 13202

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of KPH HEALTHCARE SERVICES, INC. was filed on 04/01/1920, under the name of MILLER DRUG COMPANY, INC., fixing the duration as perpetual, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Certificate of Amendment was filed on 04/14/1920.

A certificate changing name to B. O. KINNEY INC. was filed on 10/19/1927.

A Certificate of Amendment was filed on 12/09/1927.

A Certificate of Amendment was filed on 10/11/1928.

A Certificate of Amendment was filed on 03/04/1940.

A Certificate of Amendment was filed on 06/27/1949.

A Certificate of Amendment was filed on 06/08/1950.

A Certificate of Amendment was filed on 11/27/1963.

A Certificate of Merger was filed on 01/07/1972.

A Certificate of Merger was filed on 01/07/1972.

A certificate changing name to KINNEY DRUGS, INC. was filed on 01/07/1972.

A Certificate of Amendment was filed on 12/27/1972.

A Certificate of Merger was filed on 01/11/1973.

A Certificate of Merger was filed on 12/31/1980.

A Certificate of Amendment was filed on 11/24/1981.

A Certificate of Amendment was filed on 02/15/1989.

A Certificate of Merger was filed on 12/31/1991.

A Biennial Statement was filed 10/26/1992.

A Certificate of Amendment was filed on 03/10/1993.

A Biennial Statement was filed 09/28/1993.

A Biennial Statement was filed 05/06/1996.

A Biennial Statement was filed 04/15/1998.

A Biennial Statement was filed 04/14/2000.

Restated Certificate was filed on 08/30/2001.

A Biennial Statement was filed 03/27/2002.

Restated Certificate was filed on 05/14/2002.

A Certificate of Amendment was filed on 07/16/2003.

A Certificate of Amendment was filed on 05/11/2004.

A Biennial Statement was filed 06/03/2004.

A Biennial Statement was filed 04/13/2006.

Restated Certificate was filed on 01/22/2008.

A Certificate of Merger was filed on 03/13/2008.

A Biennial Statement was filed 05/30/2008.

A Certificate of Merger was filed on 06/09/2008.

A Biennial Statement was filed 04/27/2010.

A Biennial Statement was filed 05/31/2012.

A certificate changing name to KPH HEALTHCARE SERVICES, INC. was filed on 04/01/2014.

A Biennial Statement was filed 06/19/2014.

A Biennial Statement was filed 04/15/2016.

A Biennial Statement was filed 04/03/2018.

I further certify that no other documents have been filed by such corporation.

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Witness my hand and the official seal of the Department of State at the City of Albany, this 16th day of July two thousand and eighteen.

Brendan W. Fitzgerald
Executive Deputy 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:

July 26, 2018 01:27 PM

Nellie M. Gorbea
Secretary of State