



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
148 W. River Street, Providence, Rhode Island 02904
Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

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**Application for Certificate of Authority
Foreign Business Corporation**
Filing and License 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:	
Duluth Holdings Inc.	
2. It is incorporated under the laws of:	Wisconsin
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 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:	10/31/1986
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:	
170 Countryside Drive, Belleville, WI 53508	

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

Agent Name **CT Corporation**

Street Address (NOT a P.O. Box) **450 Veterans Memorial Parkway Suite 7A**

City/Town East Providence	State RHODE ISLAND	Zip Code 02914
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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Retail Store- Clothing and apparel

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

Check the box to indicate an attachment

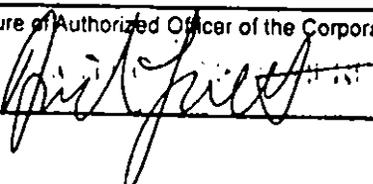
8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Stephanie Pugliese	170 Countryside Dr., Belleville, WI 53508
VICE PRESIDENT		
TREASURER	Dave Loretta	170 Countryside Dr., Belleville, WI 53508
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
10,000,000	A Common		None
200,000,000	A Common		None
10,000,000	Preferred		None

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ <u>111,000,000</u>		
(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:		
\$ <u>1,600,000</u>		
(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. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i>		
<u>1</u> %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ <u>475,000,000</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>4,000,000</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>.8</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		
<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>		
Signature of Authorized Officer of the Corporation	Type or Print Name of Authorized Officer	Date
	David Loredda	6/28/18

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.

United States of America
State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, Mary Ann McCoshen, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

DULUTH HOLDINGS INC.

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is October 29, 1986.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.1622 or 183.0120 Wis. Stats., and that it has not filed articles of dissolution.

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IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on February 19, 2018.

A handwritten signature in black ink that reads "Mary Ann McCoshen".

MARY ANN MCCOSHEN, Administrator
Division of Corporate and Consumer Services
Department of Financial Institutions

DFI/Corp/33

To validate the authenticity of this certificate

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: 215005-383CA9E0



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 27, 2018 09:51 AM

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea
Secretary of State

