



State of Rhode Island and Providence Plantations
Department of State - Business Services Division
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov

Application for Certificate of Authority
Foreign Business Corporation
 Filing and License Fee: \$310.00 minimum

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 SECRETARY OF STATE
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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:	
Princess Cruise Lines, Ltd.	
2. It is incorporated under the laws of:	Bermuda
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:	May 5, 1999
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:	
24305 Town Center Drive, Santa Clarita, CA 91355	

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6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name C T Corporation System		
Street Address (<u>NOT</u> a P.O. Box) 450 Veterans Memorial Parkway, Suite 7A		
City/Town East Providence	State RHODE ISLAND	Zip Code 02914

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

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
Janet Swartz	24305 Town Center Drive, Santa Clarita, CA 91355
Raimond Caluori	24305 Town Center Drive, Santa Clarita, CA 91355
Anthony H. Kaufman	24305 Town Center Drive, Santa Clarita, CA 91355
Arthur E.M. Jones	Par la Ville Place, 14 Par la Ville Road, Hamilton HM 08, Bermuda

Check the box to indicate an attachment. ☐

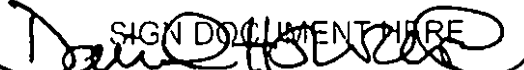
8. (b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated):

OFFICE	NAME	ADDRESS
PRESIDENT	Janet Swartz	24305 Town Center Drive, Santa Clarita, CA 91355
VICE PRESIDENT	Daniel Howard	24305 Town Center Drive, Santa Clarita, CA 91355
TREASURER	Simeon Waldron (CFO)	24305 Town Center Drive, Santa Clarita, CA 91355
SECRETARY	Shelley Durrant	Par la Ville Place, 14 Par la Ville Road, Hamilton HM08, Bermuda

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		\$1 par value
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ 6.3 billion		
(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. <i>Note: Divide (10b) by (10a) and multiply by 100 to obtain the percentage.</i>		
0 %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ 3.8 billion		
(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.		
\$ 60,000		
(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>		
.00157 %		
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="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) _____		
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.		
Signature of Authorized Officer of the Corporation 	Type or Print Name of Authorized Officer Daniel Howard	Date August 16, 2018

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.



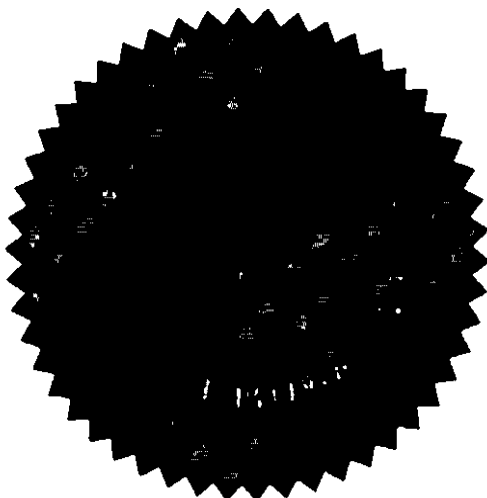
BERMUDA
MINISTRY OF FINANCE
CERTIFICATE OF COMPLIANCE

I, Maria Boodram, **Assistant Registrar of Companies**, in the Islands of Bermuda, do hereby
certify that

Princess Cruise Lines, Ltd.

is a Company duly incorporated under the laws of Bermuda and is, at the date of this Certificate,
in good standing, under the **Companies Act 1981**.

Given under my hand and the Seal of the
REGISTRAR OF COMPANIES this
14th day of **August 2018**



Maria Boodram
Assistant Registrar of Companies



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 17, 2018 01:47 AM

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

