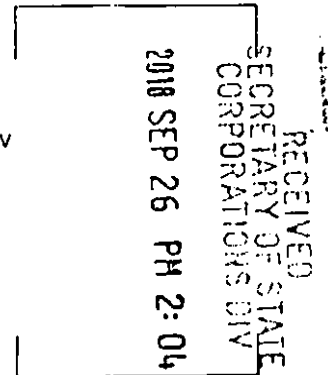




State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**  
 148 W. River Street, Providence, Rhode Island 02904-2615  
 Phone: (401) 222-3040 | Email: corporations@sos.ri.gov | Website: www.sos.ri.gov



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

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:	
BENTZ, WHALEY, FLESSNER AND ASSOCIATES, INC.	
2. It is incorporated under the laws of:	Minnesota
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:	7/21/1983
And the period of its duration is: <b>CHECK ONLY ONE BOX</b> <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____	
5. The address of its principal office is:	
7251 Ohms Lane, Minneapolis, Minnesota 55439, United States	

**FILED**

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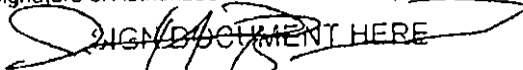
6. The name and address of the initial registered agent/office of in Rhode Island:		
Agent Name      C T Corporation System		
Street Address ( <u>NOT</u> a P.O. Box)      450 Veterans Memorial Parkway, Suite 7A		
City/Town East Providence	State <b>RHODE ISLAND</b>	Zip Code 02914

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

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
Joshua Birkholz	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
Bruce Flessner	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
Katrina Klaproth	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
Mark Marshall	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
Check the box to indicate an attachment. <input type="checkbox"/>	

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	Bruce Flessner	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
VICE PRESIDENT		
TREASURER	Joshua Birkholz	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
SECRETARY	Katrina Klaproth	7251 Ohms Lane, Minneapolis, Minnesota 55439, United States
Check the box to indicate an attachment. <input type="checkbox"/>		

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
25,000,000	Common		1.00
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) Estimate, in dollars, the value of all property to be owned by the corporation for the following year, wherever located:		
\$ 800,000 _____		
(b) Estimate, in dollars, the value of the corporation's property to be located within Rhode Island during the following year:		
\$ 1,500 _____		
(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>		
.001875 _____ %		
11. (a) Estimate, in dollars, the gross amount of business to be transacted by the corporation during the following year.		
\$ 9,000,000 _____		
(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.		
\$ 65,000 _____		
(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>		
.007222 _____ %		
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: <b>CHECK ONLY ONE BOX</b>		
<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 Joshua M. Birkholz	Date 09/24/2018

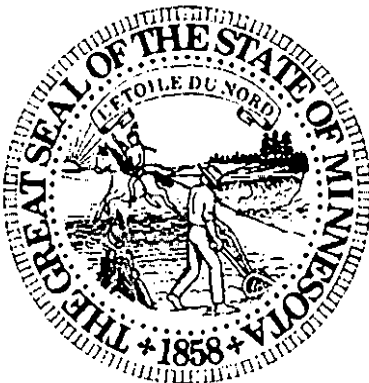
If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

**Office of the Minnesota Secretary of State  
Certificate of Good Standing**

I, Steve Simon, Secretary of State of Minnesota, do certify that: The business entity listed below was filed pursuant to the Minnesota Chapter listed below with the Office of the Secretary of State on the date listed below and that this business entity is registered to do business and is in good standing at the time this certificate is issued.

Name:	BENTZ, WHALEY, FLESSNER AND ASSOCIATES, INC.
Date Filed:	07/21/1983
File Number:	4K-558
Minnesota Statutes, Chapter:	302A
Home Jurisdiction:	Minnesota

This certificate has been issued on: 09/25/2018



*Steve Simon*

Steve Simon  
Secretary of State  
State of Minnesota



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:

September 26, 2018 02:04 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*

