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ID Number:

160624



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

FILED

DEC 19 2006

By gok
1210389

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, 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 Kohler Co.
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 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 January 17, 1887 and the period of its duration is perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
444 Highland Drive, Kohler, WI 53044
6. The address of its proposed registered office in Rhode Island is 10 Eeybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of plumbingware

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
Director	See Attached	
Director		
Director		
Director		

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- (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).

	<u>Name</u>	<u>Address</u>
President	See Attached <input checked="" type="checkbox"/>	
Vice President		
Treasurer		
Secretary		

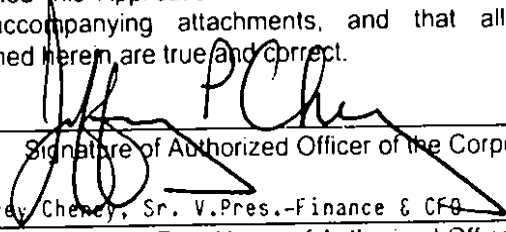
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
9000 <input checked="" type="checkbox"/>	young com <input checked="" type="checkbox"/>		NO par <input checked="" type="checkbox"/>
2,150,000 <input checked="" type="checkbox"/>	non-voting <input checked="" type="checkbox"/>		NO par <input checked="" type="checkbox"/>
45,000.00 <input checked="" type="checkbox"/>	non-voting <input checked="" type="checkbox"/>		NO par <input checked="" type="checkbox"/>
250,000	Restricted		No par

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 506,874,822.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.00 ☒.
- (c) An estimate, expressed 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, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 3,135,000,000.
- (b) An estimate 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 is \$ 1,709,000.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is .055 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this 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.

Date: 12/13/06



Signature of Authorized Officer of the Corporation
Jeffrey Cheney, Sr. V.Pres.-Finance & CFO

Type or Print Name of Authorized Officer

KOHLER CO.
April 2006
OFFICERS AND DIRECTORS LISTING

CORPORATE OFFICERS

<i>Chairman of the Board, CEO and President</i>	<i>Herbert V. Kohler, Jr.</i>	<i>441 Green Tree Road Kohler, WI 53044</i>
<i>Senior Vice President, General Counsel & Corporate Secretary</i>	<i>Natalie A. Black</i>	<i>9934 Weeks Lane Oostburg, WI 53070</i>
<i>Sr. Vice President - Finance and Chief Financial Officer</i>	<i>Jeffrey P. Cheney</i>	<i>N6315 N. 61st Street Sheboygan, WI 53083</i>
<i>Sr. Vice President – Technical Services</i>	<i>Davor Grgic</i>	<i>N7625 Royal & Ancient Drive Elkhart Lake, WI 53020</i>
<i>Sr. Vice President – Human Resources</i>	<i>Laura E. Kohler</i>	<i>722 Treehouse Lane Kohler, WI 53044</i>
<i>Vice President and Corporate Controller</i>	<i>Delbert P. Haas</i>	<i>N9646 Franklin Road Elkhart Lake, WI 53020</i>
<i>Treasurer</i>	<i>John M. Suralik</i>	<i>832 Briarwood Court Kohler, WI 53044</i>

DIRECTORS

<i>Herbert V. Kohler, Jr.</i>	<i>441 Green Tree Road Kohler, WI 53044</i>
<i>Natalie A. Black</i>	<i>9934 Weeks Lane Oostburg, WI 53070</i>
<i>K. David Kohler</i>	<i>1112 W. Riverside Drive Kohler, WI 53044</i>
<i>Rachel D. Kohler</i>	<i>2614 N. Mildred Chicago, IL 60614</i>
<i>Laura E. Kohler</i>	<i>722 Treehouse Lane Kohler, WI 53044</i>
<i>Jeffrey P. Cheney</i>	<i>N6315 N. 61st Street Sheboygan, WI 53083</i>
<i>Jeffrey L. Bleustein</i>	<i>1717 East Fox Lane Fox Point, WI 53217</i>
<i>William C. Foote</i>	<i>1012 Hawthorne Lane Geneva, IL 60134</i>
<i>Edward H. Hardison</i>	<i>1300 Scotland Avenue Charlotte, NC 28207</i>
<i>Glen H. Hiner</i>	<i>P.O. Box 1560 3235 Macomber Drive Pebble Beach, CA 93953</i>
<i>Jeffrey A. Joerres</i>	<i>10295 North Range Line Court Mequon, WI 53092</i>
<i>John M. Kohler, Jr.</i>	<i>104 Firethorn Lane Spartanburg, SC 29307</i>

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, RAY ALLEN, Deputy Administrator, Division of Corporate & Consumer Services, Department of Financial Institutions, do hereby certify that

KOHLER CO.

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 January 17, 1887.

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.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on November 14, 2006.

A handwritten signature in black ink, appearing to be "Ray Allen".

RAY ALLEN, Deputy Administrator
Division Of Corporate & Consumer Services
Department of Financial Institutions

Effective July 1, 1996, the Department of Financial Institutions assumed the functions previously performed by the Corporations Division of the Secretary of State and is the successor custodian of corporate records formerly held by the Secretary of State.

DFI/Corp/33

To validate the authenticity of this certificate

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

Enter this code: 32361-9F5F6C0A