

Filing Fee: \$150.00  
License Fee: \$15.00 minimum (§7-1.1-124)

ID Number: 113573



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State  
Corporations Division  
100 North Main Street  
Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY  
(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 Wausau Benefits, Inc.
2. It is incorporated under the laws of Delaware
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 19, 2000 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 1209 Orange Street, Wilmington, Delaware 19801
6. The address of its proposed registered office in Rhode Island is 10 Weybosset 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 C T CORPORATION SYSTEM  
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Employee benefit plan administrator. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	See attached list of Directors	
Director		
President		
Vice President		
Treasurer		
Secretary		

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By

[Signature]  
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CORPORATIONS DIV.

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 Statement that Shares are without Par Value
90,000	Common	(No series)	\$0.01
60,000	Preferred	(No series)	\$0.01

10. The aggregate number of its issued shares, 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 Statement that Shares are without Par Value
18	Common	(No series)	\$0.01
0	Preferred	(No series)	\$0.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,475,000.
- (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 0.00 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 64,517,000.
- (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 \$ 0.00.
- (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 0 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: July 13, 2000

Wausau Benefits, Inc.

Print Exact Name of Corporation Making Application

By [Signature]

☒ President or ☐ Vice President (check one)

Alfred P. Moore

AND

By [Signature]

☒ Secretary or ☒ Assistant Secretary (check one)

Paul Buchberger

STATE OF Wausau  
COUNTY OF Marathon

In Wausau, on this 13<sup>th</sup> day of July, 2000, personally appeared before me Paul Buchberger who, being by me first duly sworn, declared that he/she is the Secretary of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.

Bernie M. Schelling

Notary Public

My Commission Expires: 12/7/2003

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Alfred P. Moore	Director, President and Chief Executive Officer	1800 West Bridge Street, Wausau, Wisconsin 54401
Michael Benson	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Oren Hermel	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Nicholas Mischler	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
John Sickels	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Christine Thomas	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Bryan Troyer	Vice President	1800 West Bridge Street, Wausau, Wisconsin 54401
Paul Buchberger	Secretary	1800 West Bridge Street, Wausau, Wisconsin 54401
<b>JAY MICHAEL ANILKER</b>	<b>VICE PRESIDENT, CFO, TREASURER</b>	<b>SAME ADDRESS AS ABOVE</b>


*State of Delaware*  
*Office of the Secretary of State*

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I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "WAUSAU BENEFITS, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF MAY, A.D. 2000, AT 3 O'CLOCK P.M.



  
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Edward J. Freel, Secretary of State

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AUTHENTICATION: 0542781

DATE: 07-06-00