

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

ID Number:

104528

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 Applied Measurement Professionals, Inc.
2. It is incorporated under the laws of Kansas
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:*
N/A
 - (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:*
N/A
4. The date of its incorporation is July 16, 1982 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 8310 Nieman Road, Lenexa, KS 66214-1579
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Blvd., Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is National Registered Agents, Inc.
(Name of Agent)
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Administering professional certification and licensure examinations.

8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See attached listing.</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

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By 24801

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
1000	Common		\$1.00

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
500	Common		\$1.00

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 2,500,000.

- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 10,000.

- (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 0.42 %. [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 \$ 10,000.

- (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 \$ 15,000,000.

- (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 0.067 % [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: 11/10/99

Applied Measurement Professionals, Inc.

Print Exact Name of Corporation Making Application

By

☒ President or ☐ Vice President (check one)

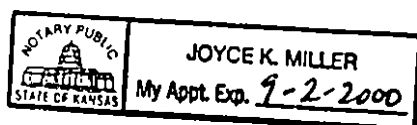
By

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF KANSAS

COUNTY OF Johnson

In KANSAS, on this 10 day of Nov., 1999, personally appeared before me Steven K. Bryant who, being by me first duly sworn, declared that he/she is the President 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.



Notary Public

My Commission Expires: 9-2-2000

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

1999 Board of Directors
Applied Measurement Professionals, Inc.

Steven K. Bryant
 President
 8310 Nieman Road
 Lenexa, KS 66214
 913-541-0400 (office)
 913-541-0156 (FAX)
 sbryant@applmeapro.com

William W. Burgin, Jr., MD
 Chairman of the Board
 Physicians Plaza West
 2601 Hospital Blvd., Suite 117
 Corpus Christi, TX 78405
 361-884-8209 (office) (Eff 2/13)
 361-884-1052 (FAX)
 361-991-8414 (home)
 lburgin656@aol.com

Ralph E. Dirksen
 23933 W. 175th Street
 Gardner, KS 66030
 913-856-6769 (home)

Larry R. Ellis, MBA, RRT
 Chief Operating Officer
 Providence Hospital
 2435 Forest Drive
 Columbia, SC 29204
 803-256-5310 (office)
 803-256-5935 (FAX)

Paul L. Goldiner, MD (ASA)
 Mt. Sinai Hospital
 Anesthesia Department
 1 Gustave L. Levy Place, Box 1010
 New York, NY 10029
 212-241-6426 (office)
 212-876-3906 (Fax)
 914-384-1100 (home)

James H. Hayes, MHA
 19730 Encino Brook
 San Antonio, TX 78259
 210-497-3433 (home)
 JHayes0006@aol.com

Robert M. Lawrence, MD
 Director Emeritus
 902 North Landing Road
 Rochester, NY 14625
 716-381-5685 (home)
 716-381-9693 (FAX)

Fred Louis III
 Olson, Grabill, Hoffman & Louis
 300 S. Wacker Drive, Suite 2400
 Chicago, IL 60606
 312-332-6823 (office)

Gregg L. Ruppel, MEd, RRT
 Treasurer
 Pulmonary Function Laboratory
 St. Louis University Hospital
 3635 Vista at Grand
 P.O. Box 15250
 St. Louis, MO 63104
 314-577-8812 (office)
 314-577-8808 (FAX)

Thomas C. Tinstman, MD
 Secretary
 Cerner Corporation
 2800 Rockcreek Parkway
 Kansas City, MO 64117-2551
 816-221-1024 (office)
 816-474-1742 (FAX)

D-75769

ARTICLES OF INCORPORATION
OF
NBRC MANAGEMENT SERVICES, INC.

(A Kansas Corporation)

The undersigned incorporator hereby forms and establishes a corporation for profit under the laws of the State of Kansas.

PA 14 1990 ***\$50.00

PA 21 1990 ***\$25.00

ARTICLE I

The name of the corporation (hereinafter called the Corporation) is NBRC Management Services, Inc.

ARTICLE II

The registered office of the Corporation in the State of Kansas is located at 11015 West 75th Terrace, in the City of Shawnee, County of Johnson. The name of the Corporation's resident agent at such address is Steven K. Bryant.

ARTICLE III

The purposes of the Corporation are to provide computer services, meeting and travel planning, management consulting, and printing brokerage and to engage in any other lawful acts or activities for which corporations may be organized under the Kansas General Corporation Code, as the same may be amended from time to time.

ARTICLE IV

The total number of shares of all classes of stock which the Corporation shall have authority to issue is:

<u>Class</u>	<u>Par Value, If Any, Per Share</u>	<u>Number of Shares</u>
Common	\$1	1000

ARTICLE V

The name and mailing address of the incorporator is:

Steven K. Bryant
13410 West 80th Terrace
Lenexa, Kansas 66215

ARTICLE VI

The powers of the incorporator shall terminate upon the filing of these Articles of Incorporation. The names and mailing addresses of the persons who are to serve as the six (6) initial directors of the Corporation are as follows:

Gary A. Smith
777 Hemlock Street
Macon, Georgia 31204

Robert M. Lawrence
601 Elmwood
Rochester, New York 14642

Patrick J. Dunne
827 Rodeo Road
Fullerton, California 92635

Robert E. Irwin
3111 Carnelian Court
Las Vegas, Nevada 89121

William W. Burgin, Jr.
1704 Possum Trail
Harker's Heights, Texas 76541

Steven K. Bryant
13410 West 80th Terrace
Lenexa, Kansas 66215

Thereafter, the number of directors which shall constitute the Board of Directors shall be as fixed by or in the manner provided in the bylaws of the Corporation.

ARTICLE VII

The bylaws of the corporation may from time to time be altered, amended, or repealed, or new bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the corporation entitled to vote, or (ii) by a majority of the full Board of Directors; and any change so made by the stockholders may hereafter be further changed by a majority of the directors; provided, however, that the power of the Board of Directors to alter, amend or repeal bylaws, or to adopt new bylaws, may be denied as to any bylaws or portion thereof by the stockholders if at the time of enactment the stockholders shall so expressly provide.

ARTICLE VIII

Election of directors need not be by written ballot unless and to the extent that the bylaws of the Corporation so provide.

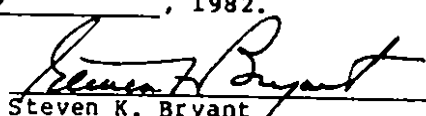
ARTICLE IX

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders hereby are granted subject to this reservation.

ARTICLE X

No contract or transaction between the corporation and one or more of its directors or officers or between the corporation and any other corporation, partnership, association, or other organization in which one or more of its directors or officers are directors or officers or have a financial interest shall be void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the board or committee thereof which authorizes the contract or transaction or solely because his or their votes are counted for such purpose. Officers and directors of this corporation may hold positions as officers and directors of other corporations in related businesses and their efforts to advance such corporations will not constitute a breach of fiduciary loyalty to this corporation in the absence of a showing of bad faith.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name this 9th day of July, 1982.

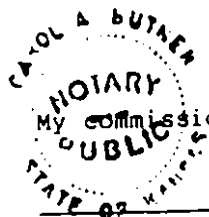

Steven K. Bryant

STATE OF KANSAS)
) ss.
COUNTY OF JOHNSON)

Personally appeared before me, a Notary Public in and for said county and state, the above-named Steven K. Bryant, who is personally known to me to be the same person who executed the foregoing instrument of writing and duly acknowledged the execution of the same.

IN TESTIMONY WHEREOF, I have hereunto subscribed my
name and affixed my official seal this 9th day of July,
1982.

Carol A. Butner
Notary Public



My commission expires: April 12, 1986

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
NBRC MANAGEMENT SERVICES, INC.

STATE OF Kansas)
)
COUNTY OF Johnson)

Notary Public for the State of Kansas
My Comm. Expires _____
I hereby certify that the foregoing is a true and correct copy of the Certificate of Amendment to the Articles of Incorporation of NBRC Management Services, Inc., as the same appears from the records of the Secretary of State of the State of Kansas.

We, Steven K. Bryant, President and Thomas C. Tinstman, M.D., Secretary, of NBRC Management Services, Inc., a corporation organized and existing under the laws of the State of Kansas, and whose registered office is 11015 W. 75th Terrace, Shawnee, Johnson County, Kansas 66204, do hereby certify that in accordance with K.S.A. 17-6301, by unanimous written consent in lieu of a special meeting of the Board of Directors of said corporation, said Board of Directors did, on the 22nd day of June, 1988, adopt a resolution setting forth the following amendment to the Articles of Incorporation and declared its advisability, to wit:

WHEREAS, in the judgment of all the directors of the Company it is deemed advisable, and is determined to be in the best interest of the Company to recommend to the stockholder that the corporate name be amended;

NOW, THEREFORE, BE IT

RESOLVED, that the directors, in accordance with the provisions of K.S.A. 17-6602, recommend to the stockholder that Article I of the Articles of Incorporation be and hereby is amended to read as follows:

"Article I

The name of the corporation is Applied Measurement Professionals, Inc."

FURTHER RESOLVED, that the officers of the Company are directed to submit the foregoing resolutions to the stockholder for consideration and approval.


That thereafter, pursuant to said resolution and in accordance with the Bylaws and the laws of the State of Kansas, the sole stockholder entitled to vote upon said amendment did consider said amendment and by unanimous written consent, pursuant to K.S.A. 17-6518, did adopt said amendment on the 24th day of June, 1988.


That said amendment was duly adopted in accordance with the provisions of K.S.A. 17-6602.

That the capital of said corporation will not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of said corporation this 24th day of June 1988.

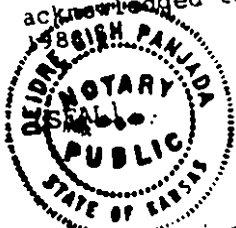
[SEAL]


Steven K. Bryant
President


Thomas C. Tinstman, M.D.
Secretary

STATE OF KANSAS
COUNTY OF JOHNSON

Be it remembered, that before me Deirdre Sanjivada, a Notary Public in and for said County and State, came Steven K. Bryant, President, and Thomas C. Tinstman, M.D., Secretary of NBRC Management Services, Inc., a corporation, personally known to me to be the persons who executed the foregoing instrument of writing as President and Secretary, respectively, and duly acknowledged the execution of the same this 24th day of June.




Notary Public

My commission expires:

April 18, 1992

Submit in Duplicate with
filing fee of \$20.00.

CERTIFICATE OF OWNERSHIP AND MERGER (KAN.)

ARTICLES OF MERGER (MO.)

ARTICLE I

Pursuant to Section 351.447 of The General and Business Corporation Law of Missouri and Section 17-6703 of the Kansas Statutes Annotated, the board of directors of Applied Measurement Professionals, Inc., a Kansas corporation, adopted the following resolution for a plan of merger on the 8th of September, 1988:

WHEREAS, the company is a Kansas corporation, in the process of qualifying to do business in the State of Missouri;

WHEREAS, the company has a wholly-owned subsidiary, Lynwood Graphics, Ltd., a Missouri corporation doing business as AMP Printing and qualified to do business in the State of Kansas;

WHEREAS, Lynwood Graphics, Ltd., is engaged in the business of printing, reproduction, licensing, and related services in the field of graphic communications; and

WHEREAS, after due consideration, the Board of Directors is of the opinion that it would be in the best interest of the company to move the operations of Lynwood Graphics, Ltd., into the company by merging Lynwood Graphics, Ltd., with the company;

NOW THEREFORE, BE IT RESOLVED that the Board of Directors of Applied Measurement Professionals, Inc., adopts the following:

PLAN OF MERGER

Applied Measurement Professionals, Inc. ("AMP" or "the surviving company") is a corporation duly organized and existing under the laws of the State of Kansas and in the process of qualifying to do business in the State of Missouri. AMP was incorporated in Kansas on July 16, 1982, as NBRC Management Services, Inc., and changed its name to its present name on July 15, 1988. Lynwood Graphics, Ltd. ("Lynwood"), is a corporation organized and existing under the laws of the State of Missouri and qualified to do business in the State of Kansas. Lynwood was incorporated in Missouri on December 31, 1986, under its present name, and that name has never changed. Lynwood is doing business under the name AMP Printing.

The authorized capital of AMP consists of 1,000 shares of common stock, at \$1.00 per share par value, of which 200 shares are issued and outstanding. The authorized capital of Lynwood consists of 1,000 shares of common stock, without par value, of which 100 shares are issued and outstanding. AMP owns all of the shares of Lynwood.

The principal office of AMP in the State of Kansas is at 11015 West 75th Terrace, Shawnee, Kansas 66214. The principal office in the State of Missouri of Lynwood is at 109-115 West 18th Street, Kansas City, Missouri 64108.

The Board of Directors of AMP, after due consideration, has deemed it to be to the benefit and advantage of AMP and its shareholder that Lynwood merge into AMP pursuant to the provisions of Section 351.447 of The General and Business Corporation Law of Missouri and Section 17-6703 of the Kansas Statutes Annotated. Accordingly, Lynwood shall merge with and into AMP in the manner and according to the terms and conditions of the following Plan of Merger ("the Plan"):

1. The corporate existence of AMP, with all its purposes, powers, and objects, shall continue in effect, unimpaired by the merger. The corporate identity and existence, with all the purposes, powers, and objects, of Lynwood shall be merged into AMP, and AMP, as the surviving company, shall be fully vested with those purposes, powers, and objects. The separate existence and corporate organization of Lynwood shall cease as soon as the merger becomes effective, and thereafter, the two companies shall be a single corporation, that is, the surviving company.

2. The officers of AMP shall cause to be filed Articles of Merger/Certificate of Ownership and Merger containing this Plan with the Secretaries of State of Missouri and Kansas. After the Secretary of State of Kansas has filed the Articles of Merger/Certificate of Ownership and Merger, the officers of AMP shall cause to be recorded the Articles/Certificate in the office of the Register of Deeds of Johnson County, Kansas. The merger shall become effective when the necessary filing has occurred in Missouri and the necessary filing and recording has taken place in Kansas and, for purposes of the operations of AMP and Lynwood, shall be retroactive to September 1, 1988.

3. Upon the effective date of the merger, the articles of incorporation of AMP shall be the articles of incorporation of the surviving company. Likewise, upon the effective date of the merger, the bylaws of Lynwood shall be the bylaws of the surviving company.

4. On the effective date of the merger, the surviving company shall continue in existence and, without further transfer, succeed to and possess all the rights, privileges, and purposes of both AMP and Lynwood. All of the property, real and personal, including subscriptions to shares, causes of action, and every other asset of each of the two companies shall vest in the surviving company without further act or deed, and the surviving company shall be liable for all the liabilities, obligations, and penalties of both AMP and Lynwood. No liability or obligation due or to become due, claim, or demand for any cause existing against either corporation, or any stockholders, officer, director, or employee of either, shall be released or impaired by the merger. No action or proceeding, whether civil or criminal, then pending by or against either corporation or any stockholder, officer, director, or employee of either shall abate or be discontinued by the merger, but may be enforced, prosecuted, defended, settled, or compromised as if the merger had not occurred, or the surviving company may be substituted in any action or proceeding in place of either AMP or Lynwood. If at any time the surviving company shall consider or be advised that any further assignments, conveyances, or assurances are necessary or desirable to vest, perfect, or confirm in it the title to any property or right of AMP or Lynwood or otherwise to carry out the provisions of this Plan, the proper officers and directors of AMP and Lynwood as of the effective date of the merger shall execute and deliver any and

all deeds, assignments, and assurances and do all things necessary and proper to vest, perfect, or confirm title to such property or rights in the surviving company and otherwise to carry out the provisions of this Plan.

5. The officers of the company shall cause to be filed with the Secretary of State of Missouri agreements required by Section 351.458 of The General and Business Corporation Law of Missouri regarding the payment of any dissenting shareholders of Lynwood and the service of process on the surviving company in Missouri through the Secretary of State.

6. The officers and directors of AMP at the effective date of merger shall serve as the officers and directors of the surviving company until their successors shall have been elected and shall qualify or as otherwise provided in the bylaws of the surviving company.

7. All corporate acts, plans, policies, approvals, and authorizations of Lynwood, its stockholders, board of directors, officers, and agents which were avowed and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, approvals, and authorizations of the surviving company and shall be as effective and binding on it as they were on Lynwood. Without limiting the foregoing, all stock option, pension, and profit sharing plans of Lynwood, all as amended and in effect immediately prior to the merger, and any and all outstanding options and rights thereunder, shall continue in the surviving company, which shall be substituted for Lynwood. The merger shall not, in itself, effect any other change in such plans, options, or rights. The employees of Lynwood shall become the employees of the surviving company and continue to be entitled to the same rights and benefits that they enjoy as the employees of Lynwood. AMP intends that the transaction that this Plan contemplates shall qualify as a merger as defined in clause A of Section 368(a)(1) of the Internal Revenue Code of 1986, as amended.

8. This Plan may be terminated and abandoned by resolution of the Board of Directors of AMP prior to the merger becoming effective. In the event of the termination and abandonment of this Plan and the contemplated merger pursuant to the provisions of this paragraph, this Plan shall be void and of no further effect, without any liability on the part of AMP, its stockholder, or the directors and officers of either it or Lynwood.

ARTICLE II

Applied Measurement Professionals, Inc. is in compliance with the ninety percent ownership requirement of Section 351.447 of The General and Business Corporation Law of Missouri and will maintain at least ninety percent ownership until the issuance of a certificate of merger by the Secretary of State of Missouri and the filing of this Certificate of Ownership and Merger/Articles of Merger by the Secretary of State of Kansas and its recording by the Register of Deeds of Johnson County, Kansas.

IN WITNESS WHEREOF, Applied Measurement Professionals, Inc., has caused its authorized officer to set his hand this 17th day of Sept, 1988.

APPLIED MEASUREMENT PROFESSIONALS, INC.

By Steven K. Bryant
Steven K. Bryant President

ATTEST:

Thomas C. Tinstman
Thomas C. Tinstman, M.D., Secretary

STATE OF Kansas)
) ss.
COUNTY OF Johnson)

This instrument was acknowledged before me on September 28, 1988, by Steven K. Bryant as President of Applied Measurement Professionals, Inc., a Kansas corporation.

Deidre Gish Panjaba
Notary Public

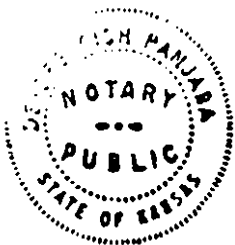
My Commission expires:
April 19, 1992

STATE OF Kansas)
) ss.
COUNTY OF Johnson)

On this 28th day of September, in the year 1988, before me, Deidre Gish Panjaba, a Notary Public in and for said state, personally appeared Steven K. Bryant, President of Applied Measurement Professionals, Inc., known to me to be the person who executed the within Articles of Merger/Certificate of Ownership and Merger in behalf of said corporation and acknowledged to me that he executed the same for the purposes therein stated.

Deidre Gish Panjaba
Notary Public

My Commission expires:
April 19, 1992



DEIDRE GISH PANJABA, Notary Public, State of Kansas, is hereby authorized to execute and deliver to the Secretary of State, for filing, a true and correct copy of the within instrument, as the same appears from the record of the same.

Witness my hand and the seal of my office, this 28th day of September, 1988, at Topeka, Kansas.

CERTIFICATE OF THE KANSAS SECRETARY OF STATE

Registration No. 457090

I hereby certify the above and foregoing to be true and correct copy of the original filed with the Kansas Secretary of State. Certified on this date: SEP 30, 1999

RON THORNBURGH, Secretary of State