

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

ID Number: 1

109051



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

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 CCH Incorporated ^(OK)
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is Same

(If the corporation does not contain the word "corporation," "company," "incorporated," or "limited" or an abbreviation of one of such words, insert the name of the corporation with the word or abbreviation which it elects to add thereto for use in Rhode Island.)

4. The date of its incorporation is November 30, 1988 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 _____

- lease send correspondence to: CCH Incorporated c/o Wolters Kluwer US Corp, Law Dept., 161 N. Clark St. 40th Fl., Chicago, IL 60601*
6. The address of its proposed registered office in Rhode Island is 123 Dyer Street 10 Wyndham St
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)

Rhode Island at that address is C T Corporation System

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Attachment I
See attached purpose clause

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

Name	Address
Director	<u>Attachment II</u>
Director	_____
President	<u>See attached list of officers</u>
Vice President	<u>65, 114 45 11 + 100</u>
Secretary	_____
Treasurer	_____

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>
3,000	Common	N/A	No par Value

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	N/A	No par Value

11. 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 0; and 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 0.36%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 120,000,000

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 420,901,000

15. An estimate of the gross amount of business to be transacted by it at or from places of business in Rhode Island during the following year is \$ 1,500,000

16. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the proper officer of the state or country, under the laws of which it is incorporated.

Dated Oct 21, 19 99

CCH Incorporated

(Exact Corporate Name of Corporation Making Application)

By B. C. Lenz
☐ President or ☒ Vice President (check one)

Bruce C. Lenz

AND
By Dale C. Gordon
☐ Secretary or ☒ Assistant Secretary (check one)

Dale C. Gordon

FILED

NOV 01 1999

By MD 232912

STATE OF Illinois
COUNTY OF Cook

In Chicago, on this 21st day of October, 19 99, personally appeared before me Bruce C. Lenz, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

OFFICIAL SEAL
BETTY J. SEAMAN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9-9-2003

OFFICIAL SEAL
BETTY J. SEAMAN
NOTARY PUBLIC, STATE OF ILLINOIS
MY COMMISSION EXPIRES 9-9-2003

Notary Public Betty J. Seaman
My Commission Expires: 9-9-2003

Appendix to Rhode Island
Application for Certificate of Authority

I

**Purpose Clause of
CCH Incorporated**

CCH produces, sells and distributes tax and business law information and software for accounting, legal, human resources, securities, insurance, healthcare and small business professionals. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of Rhode Island.

NOV 11 11 57 AM '99

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION

CCH Incorporated
(a Delaware corporation)

Directors:

Peter W. van Wel Stadhouderskade P.O. Box 818, 1000A V
Amsterdam, The Netherlands

Hugh J. Yarrington 161 N. Clark Street, 48th Floor
Chicago, IL 60601

Officers:

Becky Hensley President 2700 Lake Cook Road
Riverwoods, IL 60015

Bruce C. Lenz Vice President,
Treasurer &
Secretary 161 N. Clark Street, 48th Floor
Chicago, IL 60601

Peter Healy Assistant Treasurer 161 N. Clark Street, 48th Floor
Chicago, IL 60601

Dale C. Gordon Assistant Secretary 161 N. Clark Street, 48th Floor
Chicago, IL 60601

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SECRETARY OF STATE
CORPORATIONS DIV.
NOV 11 57 AM '99

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 ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "CCH INCORPORATED" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

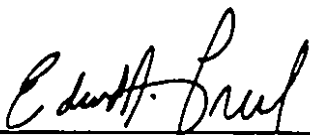
CERTIFICATE OF INCORPORATION, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 1988, AT 9 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-THIRD DAY OF JULY, A.D. 1990, AT 1:30 O'CLOCK P.M.

CERTIFICATE OF CHANGE OF REGISTERED AGENT, FILED THE SECOND DAY OF JULY, A.D. 1997, AT 12:30 O'CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "WK AMERICA, INC." TO "CCH INCORPORATED", FILED THE EIGHTH DAY OF JULY, A.D. 1999, AT 5:01 O'CLOCK P.M.





Edward J. Freel, Secretary of State

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AUTHENTICATION: 0006841

991417547

DATE: 10-04-99