

Filing and License Fee: \$310.00 minimum

ID Number:

134052



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State Matthew A. Brown

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 MARSH-KEMP Insurance Agency, Inc.

2. It is incorporated under the laws of MASSACHUSETTS

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 4-30-86 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 28 PARK AVENUE, WORCESTER, MA 01605

6. The address of its proposed registered office in Rhode Island is 30 LAWN STREET

(Street Address, not P.O. Box)

PROVIDENCE

(City/Town)

RI 02908

(Zip Code)

and the name of its proposed registered agent in Rhode Island at

that address is GLOBAL SEARCH-FILING SERVICE, INC.

(Name of Agent)

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

SELL INSURANCE

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

Name	Address
Director THOMAS S. McLEAR	17 Knowles St Auburn, MA 01501
Director CHRISTINE A. ARSENAULT	13 MURRAY AVE, AUBURN, MA 01501
Director ROBERT A. HOEY	12 RICE ROAD, AUBURN, MA 01501
President THOMAS S. McLEAR	17 Knowles St, AUBURN, MA 01501
Vice President CHRISTINE A. ARSENAULT	13 MURRAY AVE, AUBURN, MA 01501
Treasurer THOMAS S. McLEAR	17 Knowles St, AUBURN, MA 01501
Secretary CLERK THOMAS S. McLEAR	17 Knowles St, AUBURN, MA 01501
Vice Pres. ROBERT A. HOEY	12 RICE ROAD, AUBURN, MA 01501

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By AMK

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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
1500	Common		No PAR

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
49	Common		No PAR

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is
\$ 50,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is
\$ 0.
- (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].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is
\$ 10,500,000.00.
- (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 \$ 50,000.
- (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 0.5 % [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: August 6, 2003

MARSH KEMP Insurance Agency, Inc.
Print Exact Name of Corporation Making Application

By Thomas M. L.
☒ President or ☐ Vice President (check one)

AND
By Thomas M. L.
☐ Secretary or ☐ Assistant Secretary (check one)
CLERK

STATE OF MASSACHUSETTS
COUNTY OF WORCESTER

In WORCESTER MA, on this 6th day of August, 2003, before me personally appeared Thomas S. McLean who, being duly sworn, declared that he/she is the President and Clerk of the above-named entity and that he/she signed the foregoing document as such authorized agent, and that the statements herein contained are true.

Cliff R. Russell
Notary Public
My Commission Expires: April 25, 2008

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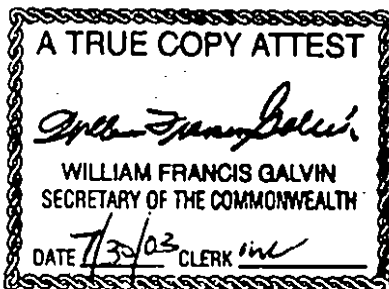
CORPORATION DIVISION
SECRETARY'S OFFICE

THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF AMENDMENT

(General Laws, Chapter 156B, Section 72)

I hereby approve the within articles of amendment
and, the filing fee in the amount of \$75
having been paid, said articles are deemed to have
been filed with me this 4th
day of September, 1986



Michael Joseph Connolly
MICHAEL JOSEPH CONNOLLY
Secretary of State

TO BE FILLED IN BY CORPORATION
PHOTO COPY OF AMENDMENT TO BE SENT

TO:

Alden J. Bfanchi, Esquire
Mirick, O'Connell, DeMallie & Lougee
1700 Mechanics Bank Tower

Worcester, MA 01608

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