

Filing Fee: \$150.00

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

ID Number: 03-0356103

108068



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 Rock of Ages Memorials Inc. gll
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is Rock of Ages Memorials Inc.
(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 December 10, 1997 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 771 West Main Street, Lexington, KY 40508
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
Providence, RI 02903 and the name of its proposed registered agent in
(City/Town) (Zip Code)
Rhode Island at that address is The Corporation Trust Company
7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Retail Trade (and all purposes permitted by law)
8. The names and respective addresses of the directors and officers are: SEE ATTACHED

Name

Address

Director	_____	_____
Director	_____	_____
President	_____	_____
Vice President	_____	_____
Secretary	_____	_____
Treasurer	_____	_____

FILED
AUG 20 1999
By [Signature]
229976

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>
1,000	Common		\$.01

10. The aggregate number of its issued shares, itemized by classes, par value 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		\$.01

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 .87; 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 1.6.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 136,000.00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 125,000.00

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 618,098.00

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 \$ 250,000.00

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 June 30, 1999

Rock of Ages Memorials Inc.

(Exact Corporate Name of Corporation Making Application)

By Peter A. Friberg
☐ President or ☒ Vice President (check one)
Peter A. Friberg

AND
By Brian G. Vaughan
☐ Secretary or ☒ Assistant Secretary (check one)
Brian G. Vaughan

STATE OF NEW HAMPSHIRE
COUNTY OF HILLSBOROUGH

In Manchester, on this 30th day of June, 1999, personally appeared before me Brian G. Vaughan, an officer of the corporation, who under oath, verified that the information contained in this Application is true and accurate.

Stephen A. Gould
Notary Public

My Commission Expires: 5/27/2003

STEPHEN A. GOULD
Notary Public - New Hampshire
My Commission Expires May 27, 2003

Officers and Directors of Rock of Ages Memorials Inc.

Name	Title	Business Address
Kurt M. Swenson	Chairman of the Board and Chief Executive Officer	Rock of Ages Corporation 369 North State Street Concord, NH 03301 (603) 225-8397
Richard C. Kimball	Vice Chairman of the Board and Chief Operating Officer	Rock of Ages Corporation 369 North State Street Concord, NH 03301 (603) 225-8397
John E. Keith	President	Rock of Ages Memorials Inc. 771 West Main Street Lexington, KY 40508 (877) 225-7626
Peter A. Friberg	Senior Vice President/Corporate Development	Rock of Ages Corporation 772 Graniteville Road Graniteville, VT 05654 (877) 225-7626
John Forney	Treasurer and Assistant Secretary	Rock of Ages Corporation 369 North State Street Concord, NH 03301 (603) 225-8397
David P. Clark	Vice President/Sales	Rock of Ages Memorials Inc. 771 West Main Street Lexington, KY 40508 (877) 225-7626
James H. Barnes	Vice President and Assistant Secretary	Rock of Ages Memorials Inc. 771 West Main Street Lexington, KY 40508 (877) 225-7626
John R. Monson	Secretary	Wiggin & Nourie, P.A. 20 Market Street Manchester, NH 03101 (603) 669-2211
Douglas R. Chamberlain	Assistant Secretary	Wiggin & Nourie, P.A. 20 Market Street Manchester, NH 03101 (603) 669-2211
Brian G. Vaughan	Assistant Secretary	Wiggin & Nourie, P.A. 20 Market Street Manchester, NH 03101 (603) 669-2211

Office of the Secretary of State

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 "ROCK OF AGES MEMORIALS INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE TENTH DAY OF DECEMBER, A.D. 1997, AT 11 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE NINTH DAY OF APRIL, A.D. 1998, AT 5 O'CLOCK P.M.

CERTIFICATE OF CORRECTION, FILED THE FIFTEENTH DAY OF APRIL, A.D. 1998, AT 4 O'CLOCK P.M.

CERTIFICATE OF MERGER, FILED THE FIRST DAY OF MAY, A.D. 1998, AT 2 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1998, AT 2:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTEENTH DAY OF AUGUST, A.D. 1998, AT 2:31 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TENTH DAY OF SEPTEMBER, A.D. 1998, AT 12 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-NINTH DAY OF



A handwritten signature in dark ink, appearing to read "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2831607 8100H

991353760

AUTHENTICATION:

DATE:

9937467

08-24-99

State of Delaware
Office of the Secretary of State

PAGE 2

DECEMBER, A.D. 1998, AT 3 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF
DECEMBER, A.D. 1998, AT 10 O'CLOCK A.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTY-FIRST DAY OF
DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF
JANUARY, A.D. 1999, AT 4:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE FOURTEENTH DAY OF JUNE,
A.D. 1999, AT 3:30 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF JUNE,
A.D. 1999, AT 3 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE THIRTIETH DAY OF JUNE,
A.D. 1999, AT 3:05 O'CLOCK P.M.

CERTIFICATE OF OWNERSHIP, FILED THE TWENTY-EIGHTH DAY OF
JULY, A.D. 1999, AT 4:30 O'CLOCK P.M.



Edward J. Freel, Secretary of State

2831607 8100H

991353760

AUTHENTICATION:

9937467

DATE:

08-24-99