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STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

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

FILED

NOV 01 1999

By

CEH/43
33153

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 CUMBERLAND ACQUISITION CORPORATION

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 August 11, 1998 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 1913 Centre Road, Wilmington, DE 19805

6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(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 Corporation Service Company
(Name of Agent)

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

To hold real estate and to engage in any lawful act or activity for which a
corporation may be formed.

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

	1. Bart A. Aitken	7701 Forsyth Blvd., #600, St. Louis, MO 63105
	2. Samuel A. Hamacher	7701 Forsyth Blvd., #600, St. Louis, MO 63105
Director	3. William A. Schmalz	7701 Forsyth Blvd., #600, St. Louis, MO 63105
Director	4. William L. Willhite	7701 Forsyth Blvd., #600, St. Louis, MO 63105
President	BRUCE L. FREEMAN	7701 FORSYTH BLVD., SUITE 600, ST. LOUIS, MO 63015
Vice President	WILLIAM L. WILLHITE	7701 FORSYTH BLVD., SUITE 600, ST. LOUIS, MO 63015
Treasurer	WILLIAM L. WILLHITE	7701 FORSYTH BLVD., SUITE 600, ST. LOUIS, MO 63015
Secretary	WILLIAM A. SCHMALZ	7701 FORSYTH BLVD., SUITE 600, ST. LOUIS, MO 63015

Asst. Secretary Elizabeth V. Bowling; 7701 Forsyth Blvd. " "

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	n/a	n/a	\$.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
100	n/a	n/a	\$.01

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 7,500,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 7,400,000.
- (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 1.3 %. [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 \$ 31,600.
- (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 \$ 25,500.
- (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 80.7 % [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: 9/16/99

CUMBERLAND ACQUISITION CORPORATION
Print Exact Name of Corporation Making Application

By [Signature]
☐ President or ☒ Vice President (check one)

By [Signature]
☐ Secretary or ☒ Assistant Secretary (check one)

STATE OF MISSOURI
COUNTY OF ST. LOUIS

In ST. LOUIS, MO, on this 16TH day of SEPTEMBER, 1999, personally appeared before me William L. Willhite who, being by me first duly sworn, declared that he/she is the Vice 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.

PAMELA J. GATER
Notary Public - Notary Seal
STATE OF MISSOURI
St. Louis County
Commission Expires: June 21, 2003

[Signature]
Notary Public
My Commission Expires: 6-21-03

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

State of Delaware
Office of the Secretary of State PAGE 1

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 "CUMBERLAND ACQUISITION CORPORATION" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE ELEVENTH DAY OF AUGUST, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "FLINT & WALLING ACQUISITION CO." TO "CUMBERLAND ACQUISITION CORPORATION", FILED THE THIRTEENTH DAY OF SEPTEMBER, A.D. 1999, AT 9 O'CLOCK A.M.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

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AUTHENTICATION: 0013890

DATE: 10-07-99