

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

ID Number: 120469



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**

**BUSINESS CORPORATION**

SEP 25 2001

By [Signature]

**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:

- The name of the corporation is Starkweather & Shepley Insurance Corp. of MA
- It is incorporated under the laws of Massachusetts
- 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:*  
\_\_\_\_\_
- The date of its incorporation is December 26, 1917 and the period of its duration is Perpetual
- The address of its principal office in the state or country under the laws of which it is incorporated is 34 Nichols Street  
Rehoboth, MA 02769
- The address of its proposed registered office in Rhode Island is 60 Catamore Boulevard  
(Street Address, not P.O. Box)  
East Providence RI 02914-1226 and the name of its proposed registered agent in Rhode Island at  
(City/Town) (Zip Code)  
that address is Starkweather & Shepley, Inc.  
(Name of Agent)
- The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Insurance
- The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>John G. J. Duval</u>	<u>9 Wedgewood Drive, Middletown, RI 02842</u>
Director	<u>Lawrence E. Keefe</u>	<u>One Ocean Ridge Drive, Westerly, RI 02891</u>
President	<u>Fred R. Tripp</u>	<u>58 New Meadow Road, Barrington, RI 02806-3720</u>
Vice President	<u>Natale P. Calamis</u>	<u>180 Shadow Brook Drive, Warwick, RI 02866</u>
Treasurer	<u>William P. McGillivray</u>	<u>309 Promenade Avenue, Warwick, RI 02886</u>
Secretary	<u>Gary E. Heaslip</u>	<u>34 Nicholas Street, Rehoboth, MA 02769</u>

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>
<u>500</u>	<u>Common</u>		<u>\$100.00</u>
<u>500</u>	<u>Preferred</u>		<u>\$100.00</u>

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>
<u>400</u>	<u>Common</u>		<u>\$100.00</u>
<u>380</u>	<u>Preferred</u>		<u>\$100.00</u>

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 15,000.

(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 \$ 600,000.

(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 \$ 100,000.

(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 % [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: 9/19/01

**Starkweather & Shepley Insurance Corp. of MA**

Print Exact Name of Corporation Making Application

By Natale P. Calamis

President or  Vice President (check one)

By Gary Edward Herzog <sup>AND</sup>

Secretary or  Assistant Secretary (check one)

STATE OF Rhode Island  
COUNTY OF Providence

In E. Providence, RI on this 19th day of September, 2001, personally appeared before me Natale P. Calamis 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.

Barbara J. Patrick  
Notary Public

My Commission Expires: 06/21/05

## ATTACHMENT

Application Certificate of Authority  
Starkweather & Shepley Insurance Corp. of MA

### EIGHTH ITEM

Director:	Fred R. Tripp	58 New Meadow Rd., Barrington, RI 02806
Director:	Natale P. Calamis	180 Shadow Brook Dr., Warwick, RI 02866
Director:	David B. Soforenko	19 Columbia Dr., Cumberland, RI 02864
Director:	William P. McGillivray	309 Promenade Ave., Warwick, RI 02886
Director:	Gary E. Heaslip	34 Nichols St., Rehoboth, MA 02769
V. P.:	David B. Soforenko	19 Columbia Dr., Cumberland, RI 02864

**FILED**  
SEP 25 2001  
By



STARKWEATHER & SHEPLEY INSURANCE, INC.  
C.A. MORGAN, INC.  
CAPALBO & MORRONE AGENCY, INC.

August 31, 2001

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

Re: Starkweather & Shepley Insurance Corp. of MA

Please accept this Letter of Consent as permission to allow the use of the captioned name.

Sincerely,

Natale P. Calamis  
Vice President

**FILED**  
SEP 25 2001  
By MEB



STARKWEATHER & SHEPLEY  
INSURANCE BROKERAGE, INC.

...an Assurex Partner

August 31, 2001

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

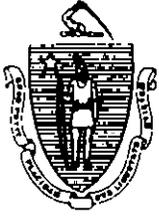
Re: Starkweather & Shepley Insurance Corp. of MA

Please accept this Letter of Consent as permission to allow the use of the captioned name.

Sincerely,

Fred R. Tripp  
President & CEO

**FILED**  
**SEP 25 2001**  
By



William Francis Galvin  
Secretary of the  
Commonwealth

# *The Commonwealth of Massachusetts*

*Secretary of the Commonwealth*

*State House, Boston, Massachusetts 02133*

August 7, 2001

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records in this office, **STARKWEATHER & SHEPLEY, INC.** was incorporated under the General Laws of this Commonwealth on December 26, 1917.

I also certify that in Articles of Amendment filed here July 5, 1994, the name of said corporation was changed to **JOHN P. SLADE AND SON INSURANCE AGENCY, INC.**

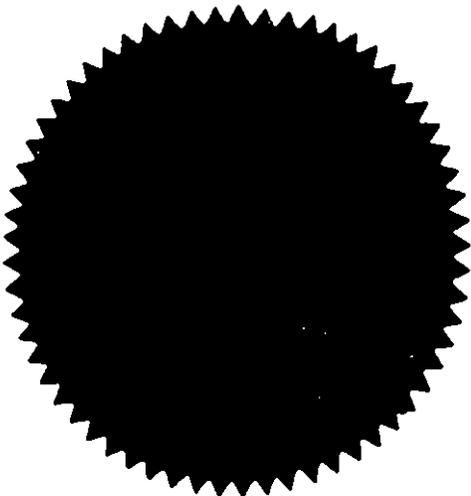
I further certify that in Articles of Amendment filed here January 10, 2001, the name of said corporation was changed to **STARKWEATHER & SHEPLEY INSURANCE CORP. OF MA**

I also certify that so far as appears of record here, said corporation still has legal existence.

**FILED**

**SEP 25 2001**

BY                     



In testimony of which,

I have hereunto affixed the

Great Seal of the Commonwealth

on the date first above written.

*William Francis Galvin*

Secretary of the Commonwealth

\*MGL CH156B S83A provides that certain consolidations and mergers may be filed with the Division within thirty days **after** the effective date of the merger or consolidation.

