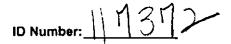
Filing Fee: \$150.00

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





RI039 - 11/22/99 CT System Online

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 (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:

310	ıraııı	III.	-1 · ·					
1.	1. The name of the corporation isEmployeeMatters Insurance Agency, Inc.							
2.	It is incorporated under the laws of Connecticut							
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," "c "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of or above corporate endings for use in Rhode Island:								
							4.	The date of its incorporation is 12/22/1999 and the period of its duration is Perpetual
5.	The a	The address of its principal office in the state or country under the laws of which it is incorporated is 9A Riverbend Drive South, Stamford, CT 06907						
6.	The a	The address of its proposed registered office in Rhode Island is 10 Weybosset Street						
	_		(Street Address, <u>not</u> P.O. Box)					
Providence RI 02903 and the name of its proposed registered agent in R								
	(City/Town) (Zip Code)							
	that :	address is <u>C.T.CORPORA</u>	TION SYSTEM (Name of Agent)					
7.	The:	The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:						
	To provide insurance agent and broker services and to engage in any other lawful							
	activity permitted to corporations qualified to do business in Rhode Island.							
8.	The names and respective addresses of the directors and officers are: See Exhibit A.							
			Name Address .					
	D	irector						
	D	irector						
	Р	resident	mu ED.					
	V	ice President	FILED					
	T	reasurer	10 2001					
	S	ecretary	MAR 13 29					
	rm No evised:	i. 150 - 01/99	By					

9.	The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and senes, if any, within a class, is:							
		Number of Shares	<u> Class</u>	Serieş	Par Value or Statement that Shares are without Par Value			
		1.000	Common Stock	<u> </u>	· · · · · · · · · · · · · · · · · · ·			
	_	1,000	Common Stock	<u>n/a</u>	\$0.01			
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	<u>Class</u> Common Stock	<u>Series</u> n/a	Par Value or Statement that Shares are without Par Value \$0.01			
	_				TO.0.			
11.	(a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$0.							
	(b)	(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						
12.	(a)	(a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$						
	(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 \$							
	(c)	(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 \(\frac{1}{2} \) \(\frac{\text{divide (b) by (a) and multiply by 100 to obtain the percentage} \).						
13.	 This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticate by the secretary of state or other authorized officer of the jurisdiction of its incorporation. 							
Dat	e:	<u>February 22 2001</u>		Print Exact Name	of Corporation Making Application [Vice President (check one)			
				By Migue	AND R COULS			
		a- Marcaduret	C	Segretary or	Assistant Secretary (check one)			
CC	UN.	of Massachusett						
is t	he į.	In <u>MUSSACHUSE</u> me <u>Filipt Copyristive (n</u> respond and Assista ficer of the corporation, and	int Scretam of	the corporation and that	me first duly sworn, declared that ne/she he/she signed the foregoing document as			
				Notary Public	4-1912007			

EXHIBIT A

EMPLOYEEMATTERS INSURANCE AGENCY, INC.

OFFICERS AND DIRECTORS

Officers

Name:

Elliot S. Cooperstone

Title:

President

Address:

c/o EmployeeMatters

Insurance Agency, Inc. 9A Riverbend Drive South

Stamford, CT 06907

Greg J. Santora

Vice President

c/o Intuit Inc.

2632 Marine Way

Mountain View, CA 94043

Linda Fellows

Vice President,

Chief Financial Officer.

Treasurer

c/o Intuit Inc.

see above

Andrew Mouradian

Vice President

c/o EmployeeMatters

Insurance Agency, Inc.

see above

Christopher M. Mulhall

Vice President

c/o EmployeeMatters

Insurance Agency, Inc.

see above

Catherine L. Valentine

Secretary

c/o Intuit Inc.

see above

Virginia R. Coles

Assistant Secretary

c/o Intuit Inc.

see above

Directors

Greg J. Santora

Address:

c/o Intuit Inc.

see above

Elliot S. Cooperstone

c/o EmployeeMatters

Insurance Agency, Inc.

see above

1061560.1 libc

STATE OF CONNECTICUT
OFFICE OF THE SECRETARY OF THE STATE \$55. HARTINGS

I hereby certify that this is a true copy of record in this Office

In Testimony whereof, I have hereunto set my hand, and affixed the Seal of said State, at Hartford, this 26 years A.D. 200/

SECRETARY OF THE STATE MC