

Filing Fee: \$150.00

ID Number: 110176



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS  
Office of the Secretary of State  
Corporations Division

LIMITED LIABILITY COMPANY

APPLICATION FOR REGISTRATION  
(To Be Filed In Duplicate)

05/10/98  
05/10/98  
05/10/98

Pursuant to the provisions of Section 7-16-49 of the General Laws, 1956, as amended, the undersigned limited liability company hereby applies for a Certificate of Registration to transact business in the State of Rhode Island, and for that purpose submits the following statement:

- The name of the limited liability company is:  
ICMA-RC SERVICES, LLC
- The name, if different, under which it proposes to register and transact business in Rhode Island is:  
\_\_\_\_\_
- The limited liability company is organized under the laws of DELAWARE
- The date of its organization is DECEMBER 31, 1998
- The period of duration of the limited liability company is (if perpetual, so state) PERPETUAL
- The address of the limited liability company's resident agent in Rhode Island is 170 WESTMINSTER STREET, SUITE 900  
(Street Address, not P.O. Box)  
PROVIDENCE, RI 02903 and the name of the resident agent at such address  
(City/Town) (Zip Code)  
is Corporation Service Company
- The secretary of state is appointed the agent of the foreign limited liability company for service of process if at any time there is no resident agent or if the resident agent cannot be found or served following the exercise of reasonable diligence.
- The address of any office required to be maintained in the state or other jurisdiction under the laws of which the limited liability company is organized is:  
1013 Centre Road, Wilmington, DE 19805
- The mailing address for the limited liability company is:  
777 N. CAPITOL ST., NE, SUITE 630  
WASHINGTON, DC 20002-4240

**FILED**  
DEC 28 1998  
BY: [Signature]

10. The limited liability company is to be managed by:

(Check one box only)

its members or  by one (1) or more managers

11. If the limited liability company has managers at the time of filing this application, please list the name and address of each manager:

Manager	Address
<u>see attached list</u>	

12. This application is accompanied by certified copies of the limited liability company's articles of organization and all amendments thereto, duly authenticated by the proper officer of the state or jurisdiction under the laws of which it is organized.

Under penalty of perjury, I declare and affirm that I have examined this Application for Registration and that all statements contained herein are true and correct.

ICMA-RC SERVICES, LLC

(Exact name of Limited Liability Company making application)

\*By *William C. Swinton*

On behalf of Its Member, The International City Management Retirement Corporation

\* To be signed by a person with authority to do so under the laws of the state or other jurisdiction of its organization.

# ICMA-RC SERVICES, LLC

## Manager

## Business Address

Girard C. Miller, Manager

777 N. Capitol St., NE, Suite 600, Washington, DC 20002

Paul A. Breault, Manager

777 N. Capitol St., NE, Suite 600, Washington, DC 20002

Catherine K. Bryan, Manager

777 N. Capitol St., NE, Suite 600, Washington, DC 20002

Stephen Nordholt, Manager

777 N. Capitol St., NE, Suite 600, Washington, DC 20002

RECEIVED  
SECRETARY OF STATE  
OCT 15 1 12 PM '99

The Secretary of State – Corporations Division  
State of Rhode Island and Providence Plantations  
100 N Main Street  
Providence, RI 02903

The Undersigned Corporation, incorporated under the laws of Delaware, does hereby give its unqualified consent to the use of the name:

“ICMA-RC Services, Inc.”  
(name whose use is being consented to)

To: A foreign corporation, to wit, ICMA-RC Services, LLC., which intends to do business in the State of Rhode Island and Providence Plantations.

Dated: 9/20/99

By: Paul e Breault  
Name of signing officer: Paul Breault  
Title of signing officer: Treasurer  
For the Corporation: ICMA-RC Services, Inc.  
(name whose use is being consented to)

RECEIVED  
STATE OF RHODE ISLAND  
CORPORATIONS DIVISION  
SEP 21 1999

777 North Capitol Street NE  
Washington, DC 20002-4240  
1-202-962-4600  
FAX 1-202-962-4607  
Toll Free 1-800-869-7400  
Internet: <http://www.icma.org>

April 8, 1999

Office of the Secretary of State  
Corporation Division  
100 North Main Street  
Providence, RI 02903

RE: ICMA-RC Services, LLC/Application of Registration for LLC

Dear Sir or Madam:

On behalf of ICMA-RC Services, Inc., this letter confirms and documents that ICMA-RC Services, LLC is authorized to use the name "ICMA-RC Services," or any likeness or variation thereof.

Please note that effective December 31, 1998, ICMA-RC Services, Inc. was converted (merged pursuant to Delaware law) into ICMA-RC Services, LLC. The Application for Certificate of Withdrawal for ICMA-RC Services, Inc. was filed and duly accepted by your office last month.

If you have any questions concerning these matters, please contact Lesley Young at (202) 962-3464.

Sincerely,

ICMA-RC Services, Inc

BY: Paul A. Breault  
Paul A. Breault, Treasurer

RECEIVED  
APR 13 1999  
CORPORATION DIVISION  
PROVIDENCE, RI



**ICMA RETIREMENT CORPORATION**  
The public service Vantagepoint since 1972

*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 "ICMA-RC SERVICES, LLC" AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF FORMATION, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9 O'CLOCK A.M.

CERTIFICATE OF MERGER, FILED THE TWENTY-SECOND DAY OF DECEMBER, A.D. 1998, AT 9:01 O'CLOCK A.M.



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

---

Edward J. Freel, Secretary of State

2983341 8100H

991560436

AUTHENTICATION: 0163386

DATE: 12-27-99