

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

ID Number: 106785



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 GMAC Risk Services, Inc.
2. It is incorporated under the laws of Delaware
3. The name which it elects to use in Rhode Island is _____

(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 August 25, 1947 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 _____
The Corporation Trust Company, Corporation Trust Center, 1209 Orange Street,
Wilmington, Delaware 19801

6. The address of its proposed registered office in Rhode Island is ~~123 Orange Street~~ 10 Clifford St.
Providence, RI 02903 (Street)
(City/Town) (Zip Code) and the name of its proposed registered agent in

Rhode Island at that address is C T Corporation System

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

See attached purpose clause

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

	Name	Address
Director	See attached list of directors.	
Director		
President	See attached list of officers	
Vice President		
Secretary		
Treasurer		

JUN 04 1999
BY [Signature] 224757

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
100	Common	(No series)	\$100.00

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	Common	(No series)	\$100.00

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 0.0%; 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 0.0%.

12. An estimate of the value of all property to be owned by it for the following year wherever located is \$ 0

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 0

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 120,000.00

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 \$ 0

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 5/25, 19 99

GMAC Risk Services, Inc.

(Exact Corporate Name of Corporation Making Application)

By Deborah M. Pfliegel
 President or Vice President (check one)

Deborah M. Pfliegel

AND

By Cynthia A. Miller
 Secretary or Assistant Secretary (check one)

Cynthia A. Miller

STATE OF Michigan
COUNTY OF Wayne

In Detroit, on this 25th day of May, 19 99, personally appeared before me Cynthia A. Miller, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Mary L. Yancy
Notary Public Mary Yancy
My Commission Expires: February 3, 2003

Wayne County, MI
My Commission Expires Feb. 3, 2003

Appendix to Rhode Island
Application for Certificate of Authority

**Purpose Clause of
GMAC Risk Services, Inc.**

To engage in the insurance agency business and in any other lawful activity ancillary to the business of insurance. Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of the jurisdiction.

06, 11/22/11 11:10 AM

RECEIVED
STATE OF RHODE ISLAND
DEPARTMENT OF REVENUE

Appendix to Rhode Island
Application for Certificate of Authority

**Directors of
GMAC Risk Services, Inc.**

1. John D. Finnegan
3044 West Grand Boulevard
Detroit, Michigan 48202
2. John E. Gibson
3044 West Grand Boulevard
Detroit, Michigan 48202
3. Carol J. Knorr
3044 West Grand Boulevard
Detroit, Michigan 48202
4. William F. Muir
3044 West Grand Boulevard
Detroit, Michigan 48202
5. William B. Noll
3044 West Grand Boulevard
Detroit, Michigan 48202

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Appendix to Rhode Island
Application for Certificate of Authority

**Officers of
GMAC Risk Services, Inc.**

1. William B. Noll, President
3044 West Grand Boulevard
Detroit, Michigan 48202
2. Deborah M. Pfliegel, Vice President
3044 West Grand Boulevard
Detroit, Michigan 48202
3. John J. Dunn, Jr., Vice President & Treasurer
3044 West Grand Boulevard
Detroit, Michigan 48202
4. Cathy L. Quenneville, Corporate Secretary
3044 West Grand Boulevard
Detroit, Michigan 48202
5. Cynthia A. Miller, Assistant Secretary
3044 West Grand Boulevard
Detroit, Michigan 48202

AS. 11/21/11 10:00 AM

RECEIVED
GENERAL INVESTMENTS

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 IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "BEACON SALES ACQUISITION, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JULY, A.D. 1997, AT 9 O'CLOCK A.M.



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

Edward J. Freel, Secretary of State

2775137 8100

971262266

AUTHENTICATION:

DATE: 8593925

08-06-97

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 IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "CADMIC AGENCY CORPORATION", FILED IN THIS OFFICE ON THE FOURTEENTH DAY OF AUGUST, A.D. 1979, AT 10 O'CLOCK A.M.



A handwritten signature in cursive script that reads "Edward J. Freel".

Edward J. Freel, Secretary of State

0415815 8100

991215233

AUTHENTICATION:

9774322

DATE:

05-28-99

5-7-99

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

Cadmic Agency Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY:

FIRST: At a meeting of the Board of Directors of Cadmic Agency Corporation held May 7, 1999, resolutions were duly adopted setting forth a proposed amendment of the Restated Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolutions setting forth the proposed amendment are as follows:

RESOLVED, That this Board proposes a change in the Corporation's name to GMAC Risk Services, Inc., to be accomplished through the following amendment to the Restated Certificate of Incorporation of the Corporation:

Article First of the Restated Certificate of Incorporation is amended to read:

The name of the corporation is GMAC Risk Services, Inc.

and it was further

RESOLVED, That the Board of Directors finds such amendment to be advisable and calls a special meeting of the stockholders entitled to vote in respect thereof for the consideration of such amendment, to be held at such time and place as determined by the Secretary of the Corporation; and it was further

RESOLVED, That upon approval by the stockholders of such amendment, the Corporation's by-laws are hereby amended to reflect the Corporation's name change to GMAC Risk Services, Inc.

SECOND: That thereafter, pursuant to resolution of its Board of Directors and in accordance with Section 228(a) of the General Corporation Law of the State of Delaware, the sole stockholder adopted the amendment by written consent dated May 7, 1999.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation law of the State of Delaware.

IN WITNESS WHEREOF, said GMAC Risk Services, Inc. has caused this certificate to be signed by Cathy L. Quenneville, its authorized officer, this 7th day of May, 1999.


Secretary