

Filing Fee: \$100.00  
License Fee: \$15.00 minimum (\$7-1.1-124)

ID Number: 107091



**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 Godiva Chocolatier, Inc. *GC*
- 2. It is incorporated under the laws of New Jersey
- 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 April 29, 1966 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 Campbell Place,  
Camden, New Jersey, 08103

- 6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street  
Providence, RI 02903 and the name of its proposed registered agent in  
(City/Town) (Street) (Zip Code)  
Rhode Island at that address is CT Corporation System

- 7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:  
Distribution and sale of confectionary products including any lawful activity permitted under the laws of Rhode Island.

- 8. The names and respective addresses of the directors and officers are: See attached Exhibit "A"

Name	Address
Director _____	_____
Director _____	_____
President _____	_____
Vice President _____	_____
Secretary _____	_____
Treasurer _____	_____

**FILED**  
JUN 24 1999  
By JMD 225052

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
2500	Common	0	Shares are without par value

10. The aggregate number of its issued shares, itemized by classes, par value 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
1,020	Common	0	No par value.

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 .4%; 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 .2%.

12. An estimate of the value of all property to be owned by it for the following year, wherever located is \$ 80,000,000.00

13. An estimate of the value of its property to be located within Rhode Island during the following year is \$ 340,000.00

14. An estimate of the gross amount of business to be transacted by it during the following year is \$ 224,783,000.00

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 \$ 460,000.00.

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 June 17, 19 99

Godiva Chocolatier, Inc.  
(Exact Corporate Name of Corporation Making Application)

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

AND

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

STATE OF New Jersey  
COUNTY OF Burlington

In New Jersey, on this 17<sup>th</sup> day of June, 1999, personally appeared before me Anthony D. Silvestro & John J. Furey, an officers of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.

Francesse W. Johnson  
Notary Public  
My Commission Expires: \_\_\_\_\_  
**FRANCESE W. JOHNSON**  
**NOTARY PUBLIC OF NEW JERSEY**  
Commission Expires 4/15/2004

**GODIVA CHOCOLATIERY, INC.**  
(New Jersey corporation)

**Directors**

Archbold D. van Beuren  
Anthony P. DiSilvestro  
Katherine Green  
Daniel T. Hays  
Gerald S. Lord

**Officers**

Archbold D. van Beuren	-	Chairman and President
Gerald S. Lord	-	Vice President - Controller
• John J. Furey	-	Corporate Secretary
• Anthony P. DiSilvestro	-	Vice President - Treasurer

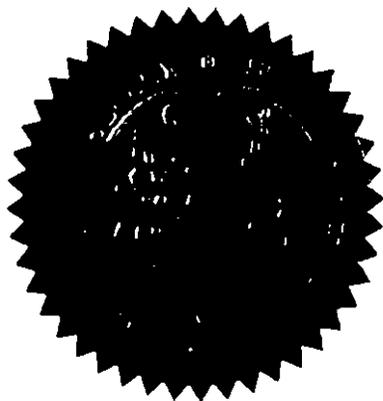
\*All at same address: Campbell Place, Camden, NJ 08103

STATE OF NEW JERSEY  
DEPARTMENT OF TREASURY  
FILING CERTIFICATION (CERTIFIED COPY)

GODIVA CHOCOLATIER, INC.

*I, the Treasurer of the State of New Jersey,  
do hereby certify, that the above named business  
did file and record in this department the below  
listed document(s) and that the foregoing is a  
true copy of the  
Certificate of Incorporation  
as the same is taken from and compared with the  
original(s) filed in this office on the date set  
forth on each instrument and now remaining on file  
and of record in my office.*

IN TESTIMONY WHEREOF, I have  
hereunto set my hand and  
affixed my Official Seal  
at Trenton, this  
22nd day of June, 1999



*James A. DiEleuterio, Jr.*

James A DiEleuterio, Jr.  
Treasurer