

Filing Fee: \$150.00

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

FD Number:

130 892



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:

1. The name of the corporation is Faithful & Gould, Inc.

2. It is incorporated under the laws of Minnesota

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," "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:

4. The date of its incorporation is 12/13/94 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 900 Second Avenue South, Suite 500, Minneapolis, MN 55402

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 Rhode Island at  
(City/Town) (Zip Code)

that address is CT Corporation System  
(Name of Agent)

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

consulting services

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

|                | Name                    | Address                                                           |
|----------------|-------------------------|-------------------------------------------------------------------|
| Director       | <u>Richard Hall</u>     | <u>Dunedin House, Riverside, Columbia Drive, Stockton-on-Tees</u> |
| Director       | <u>Paul Wood</u>        | <u>900 Second Ave South, Suite 500, Minneapolis, MN 55402</u>     |
| President      | <u>Paul Wood</u>        | <u>900 Second Ave South, Suite 500, Minneapolis, MN 55402</u>     |
| Vice President | <u>Richard Eastwood</u> | <u>2067 Massachusetts Avenue, Cambridge, MA 02140</u>             |
| Treasurer      | <u>Stephen Bingham</u>  | <u>9400 N Broadway, Oklahoma City, OK 73114</u>                   |
| Secretary      | <u>Stephen Bingham</u>  | <u>9400 N Broadway, Oklahoma City, OK 73114</u>                   |

ST17 6BJ UK

MAR 25 2003

By AMF  
315497

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 |
|------------------|--------|--------|----------------------------------------------------------|
| 10,000           | common |        | .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 | Class  | Series | Par Value or Statement that Shares are without Par Value |
|------------------|--------|--------|----------------------------------------------------------|
| 10,000           | common |        | .01                                                      |
|                  |        |        |                                                          |
|                  |        |        |                                                          |

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 277,000.
- (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 \$ 18,500,000.
- (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 \$ 50,000.
- (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 .27 % [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: 3/19/03

Faithful & Gould, Inc.

Print Exact Name of Corporation Making Application

By \_\_\_\_\_

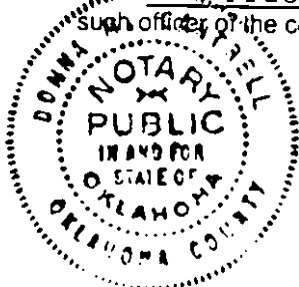
☒ President or ☐ Vice President (check one)

By \_\_\_\_\_

☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Oklahoma  
COUNTY OF Oklahoma

In Oklahoma City, on this 19th day of March, 2003, personally appeared before me Paul G. Wood who, being by me first duly sworn, declared that he/she is the 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.



Notary Public Commission #2423

My Commission Expires: February 15, 2004

**Directors:**

|                 |      |
|-----------------|------|
| Richard W. Hall | UK   |
| Paul G. Wood    | MPLS |

**Officers:**

|                       |                                     |      |
|-----------------------|-------------------------------------|------|
| Paul G. Wood          | President & Chief Executive Officer | MPLS |
| Stephen D. Bingham    | Secretary & Treasurer               | OKC  |
| Richard P. Eastwood   | Vice President                      | CMBR |
| Geoffrey Fletcher     | Vice President                      | PORT |
| Trevor Green          | Vice President                      | HSTN |
| Timothy Horner        | Vice President                      | HSTN |
| Richard Jones         | Vice President                      | MPLS |
| Philip Kirby          | Vice President                      | LA   |
| T. John Okell         | Vice President                      | MPLS |
| Christopher J. Taylor | Vice President                      | PRN  |
| Simon Taylor          | Vice President                      | PRN  |
| Will Willson          | Vice President                      | PRN  |

|             |                                                                               |
|-------------|-------------------------------------------------------------------------------|
| <b>CMBR</b> | 2067 Massachusetts Avenue, Cambridge, MA 02140                                |
| <b>HSTN</b> | 11200 Richmond Avenue, Suite 300, Houston, TX 77082                           |
| <b>LA</b>   | One World Trade Center, Suite 841, Long Beach, CA 90831                       |
| <b>MPLS</b> | 900 Second Avenue South, Suite 500, Minneapolis, MN 55402-4027                |
| <b>OKC</b>  | 9400 N. Broadway, Suite 300, Oklahoma City, OK 73114                          |
| <b>PORT</b> | One World Trade Center - 11th Floor, 121 SW Salmon Street, Portland, OR 97204 |
| <b>PRN</b>  | 100 Canal Pointe Boulevard, Suite 212, Princeton, NJ 08540                    |
| <b>UK</b>   | Dunedin House, Riverside, Columbia Drive, Stockton-on-Tees ST17 6BJ UK        |

State of Minnesota

3291

## SECRETARY OF STATE

### CERTIFICATE OF INCORPORATION

I, Joan Anderson Grove, Secretary of State of Minnesota, do certify that: Articles of Incorporation, duly signed and acknowledged under oath, have been filed on this date in the Office of the Secretary of State, for the incorporation of the following corporation, under and in accordance with the provisions of the chapter of Minnesota Statutes listed below.

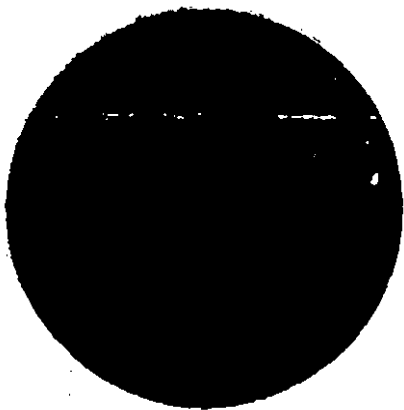
This corporation is now legally organized under the laws of Minnesota.

Corporate Name: Faithful & Gould, Inc.

Corporate Charter Number: 8M-255

Chapter Formed Under: 302A

This certificate has been issued on 12/13/1994.



*Joan Anderson Grove*  
Secretary of State.

**STATE OF MINNESOTA**

**DEPARTMENT OF STATE**

I hereby certify that this is a  
true and complete copy of the  
document as filed for record in  
this office.

DATED

3/11/03

Marg Kilbourne

Secretary of State



By

Mildred Cardenal