



**State of Rhode Island  
Office of the Secretary of State**

Fee: \$310.00

Division Of Business Services  
148 W. River Street  
Providence RI 02904-2615  
(401) 222-3040

**Foreign Corporation  
Application for Certificate of Authority**

(Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended)

**SECTION I**

The name of the corporation is Wm K Walthers, Inc.

**SECTION II**

It is incorporated under the laws of State: WI Country: USA

This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing 03/27/2023

**SECTION III**

The name, if different, which it elects to use in Rhode Island:

(a) If the name of the corporation does not contain the word "corporation", "company", "incorporated", or "limited", or an abbreviation thereof, add one of these corporate endings for use in Rhode Island **OR**

(b) if the corporation proposes to qualify and transact business under a different name, list that name:

*Note: If option (b) is elected, a Fictitious Business Name Statement (FORM 624A) is required to be filed with this application*

**SECTION IV**

The date of its incorporation is 6/14/1937

and the period of its duration is ☒ Perpetual ☐

**SECTION V**

The location of its principal office is

No. and Street: 5601 W FLORIST AVE

City or Town: MILWAUKEE

State: WI

Zip: 53218

Country: USA

**SECTION VI**

The address of its proposed registered office in Rhode Island is

No. and Street: 450 VETERANS MEMORIAL PKWY STE7A

City or Town: EAST PROVIDENCE

State: RI

Zip: 02914

and the name of its proposed registered agent in Rhode Island at that address is C T CORPORATION SYSTEM

**SECTION VII**

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

MANUFACTURER AND DISTRIBUTOR OF MODEL TRAINS AND ACCESSORIES

**SECTION VIII**

(a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

Title	Individual Name	Address
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	First, Middle, Last, Suffix	Address, City or Town, State, Zip Code, Country
CFO	DEBORAH BENNING	5601 WEST FLORIST AVE MILWAUKEE, WI 53218 USA
DIRECTOR	STACEY WALTHERS NAFFAH	5601 W FLORIST AVE MILWAUKEE, WI 53218 USA

(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

Title	Individual Name First, Middle, Last, Suffix	Address Address, City or Town, State, Zip Code, Country
CFO	DEBORAH BENNING	5601 WEST FLORIST AVE MILWAUKEE, WI 53218 USA
DIRECTOR	STACEY WALTHERS NAFFAH	5601 W FLORIST AVE MILWAUKEE, WI 53218 USA

SECTION IX

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:

Class of Stock	Series of Stock	Par Value Per Share	Total Authorized Shares <i>Num of Shares</i>	
CNP		A	\$0.0000	1,000,000.00
CNP		B	\$0.0000	1,000,000.00

**Signed this 27 Day of March, 2023 at 1:00:12 PM by the officers(s).** *This electronic signature of the individual or individuals signing this instrument constitutes the affirmation or acknowledgement of the signatory, under penalties of perjury, that this instrument is that individual's act and deed or the act and deed of the corporation, and that the facts stated herein are true, as of the date of the electronic filing, in compliance with R.I. Gen. Laws § 7-1.*

By DEBORAH BENNING  
Signature of Authorized Officer of the Corporation

Form No. 150  
Revised 09/07

United States of America

State of Wisconsin

DEPARTMENT OF FINANCIAL INSTITUTIONS

Division of Corporate & Consumer Services



To All to Whom These Presents Shall Come, Greeting:

I, Craig Heilman, Administrator of the Division of Corporate and Consumer Services, Department of Financial Institutions, do hereby certify that

**WM. K. WALTHERS, INC.**

is a domestic corporation or a domestic limited liability company organized under the laws of this state and that its date of incorporation or organization is June 14, 1937.

I further certify that said corporation or limited liability company has, within its most recently completed report year, filed an annual report required under ss. 180.1622, 180.1921, 181.0214 or 183.0212 Wis. Stats., but that it has not filed a statement or articles of dissolution.



IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the official seal of the Department on February 27, 2023.

A handwritten signature in black ink, appearing to read "Craig Heilman".

CRAIG HEILMAN, Administrator  
Division of Corporate and Consumer Services  
Department of Financial Institutions

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DFI/Corp/33

**To validate the authenticity of this certificate**

Visit this web address: <http://www.wdfi.org/apps/ccs/verify/>

Enter this code: **355210-2FBDA81**



State of Rhode Island

**Department of State | Office of the Secretary of State**

**Gregg M. Amore**, *Secretary of State*

I, GREGG M. AMORE, Secretary of State of the State of Rhode Island,  
  
hereby certify that this document, duly executed in accordance with the provisions  
  
of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this  
  
office on this day:

March 27, 2023 12:58 PM

A handwritten signature in black ink that reads "Gregg M. Amore".

Gregg M. Amore  
*Secretary of State*

