



State of Rhode Island
Department of State - Business Services Division

Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

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 R.I. DEPT. OF STATE
 BUS SVCS DIV
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Pursuant to the provisions of RIGL 7-1.2-1405, 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: Marella Cruises Limited					
2. It is incorporated under the laws of: England					
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: April 17, 2020 And the period of its duration is: CHECK ONE BOX ONLY <input checked="" type="checkbox"/> Perpetual (on-going) <input type="checkbox"/> Date certain for dissolution _____					
5. The address of its principal office is: WIGMORE HOUSE, WIGMORE LANE, LUTON, ENGLAND LU2 9TN.					
6. The name and address of the initial registered agent/office in Rhode Island: Agent Name URS Agents LLC Street Address (NOT a P.O. Box) 222 Jefferson Blvd. Suite 200 <table border="1"> <tr> <td>City/Town Warwick</td> <td>State RHODE ISLAND</td> <td>Zip Code 02888</td> </tr> </table>			City/Town Warwick	State RHODE ISLAND	Zip Code 02888
City/Town Warwick	State RHODE ISLAND	Zip Code 02888			

MAIL TO:
 Division of Business Services
 148 W. River Street, Providence, Rhode Island 02904-2615
 Phone: (401) 222-3040
 Website: www.sos.ri.gov

FILED

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BY [Signature] X @ QMS
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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:

Marella Cruises Limited is an international passenger cruise line that stops in Rhode Island, among other states.

8. (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):

NAME	ADDRESS
Christopher Hackney	19 Westbury Farm Close, Offley, SG5 3FL United Kingdom
Jason Mark Smith	2a Bradgers Hill Rd., Luton, Bedfordshire, LU2 7EL, United Kingdom
Richard Sofer	33 Asphole Ave. Wootton Bedfordshire, MK43 9EG, UK

Check the box to indicate an attachment ☐

8. (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):

OFFICE	NAME	ADDRESS
PRESIDENT		
VICE PRESIDENT		
TREASURER		
SECRETARY		

Check the box to indicate an attachment ☐

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 STATE NO PAR VALUE
360,000,000	ordinary		1 pound \$1.27

10. An estimate, **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. (Note: Percentage obtained from worksheet.)

0 %

11. An estimate, **as a percentage**, of the proportion 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 compared to the gross amount thereof which will be transacted by the corporation during the following year. (Note: Percentage obtained from worksheet.)

0.0038 %

12. This application must be accompanied by a Certificate of Good Standing/Letter of Status from the state or country of formation dated within 60 days of the date of this filing.

13. Date when the Certificate of Authority will be effective: **CHECK ONE BOX ONLY**

☒ Date received (Upon filing)

☐ Later effective date (Date must be no more than 90 days from the date of filing) _____

14. *Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.*

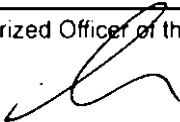
Type or Print Name of Authorized Officer

Samantha Mahoney

Date

8/2/2023

Signature of Authorized Officer of the Corporation



Written Resolutions of the Directors
of
Marella Cruises Limited
(the “Company”)

The undersigned, being the sole directors of the Company, whose registered office address is at Wigmore House, Wigmore Lane, Luton, Bedfordshire, LU2 9TN, consent to the adoption of the following resolutions.

IT IS HEREBY RESOLVED:

1. THAT the Company does apply for liquor licensing in, Maine, Rhode Island, Massachusetts, New York, and Florida and any other state of the United States of America where the cruise vessel “Marella Discovery,” (the “**Vessel**”) may sail; and
2. THAT the Company hereby approves a Power of Attorney to appoint **Sarah Sangmeister** and **Samantha Mahoney** with business address at 100 W. Broadway, Suite 610, Long Beach, California 9080 to be the Attorney’s with full powers including the power of substitution, each empowered to act alone
3. THAT the Attorneys named above be and each of them hereby is authorized, empowered and directed to execute all such instruments and documents, make all such payments and do all such other acts and things as in the opinion of the attorney so acting may be necessary or appropriate for the purpose of applying for the required liquor licencing of the Vessel; and
4. THAT any one of the current and/ or future directors of this Company are hereby authorized to execute and deliver in evidence of the powers hereby granted all such powers of attorney, certificates and other instruments in form and substance as he or she may deem appropriate.
5. THAT the Power of Attorney shall remain in full force and effect until 31 March 2024.

Dated this 04-Apr-2023 | 10:09:29 CEST

DocuSigned by:

Chris Hackney

9E1C3C7E87936AD

Christopher Paul Hackney

DocuSigned by:

Jason Smith

6223745933PC43B

Jason Mark Smith

DocuSigned by:

Richard Sofer

2CB244A8011409

Richard Sofer



THE COMPANIES ACT 2006

Company No. 12562788

The Registrar of Companies for England and Wales hereby certifies that MARELLA CRUISES LIMITED was incorporated under the Companies Act 2006 as a limited company on 17th April 2020.

The Registrar further certifies that according to the documents on the file of the company:-

- a) CHRISTOPHER PAUL HACKNEY, JASON MARK SMITH and RICHARD SOFER are the directors of the company,
- b) the situation of the registered office is WIGMORE HOUSE, WIGMORE LANE, LUTON, ENGLAND LU2 9TN.

According to the documents on file and in the custody of the Registrar, the company is up to date with its filing requirements and has at least 1 director, who is a natural person over the age of 16.

The company has been in continuous unbroken existence since its incorporation and no action is currently being taken by the Registrar of Companies to strike the company off the register or to dissolve it as defunct. As far as the Registrar is aware, the company is not currently subject to one or more of the following: liquidation, company voluntary arrangement (or company voluntary arrangement moratorium), administration, moratorium or has a receiver or manager appointed.*****

Given at Companies House, the 7th July 2023

for the Registrar of Companies

This certificate records the result of a search of the information registered by the Registrar. This information derives from filings accepted in good faith without verification. For this reason the Registrar cannot guarantee that the information on the register is accurate or complete.



Companies House



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:

August 03, 2023 12:06 PM

A handwritten signature in black ink, reading "Gregg M. Amore". The signature is fluid and cursive, with the first letters of each word being capitalized.

Gregg M. Amore
Secretary of State

