



State of Rhode Island
Department of State - Business Services Division

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Application for Certificate of Authority

FOREIGN Business Corporation

→ Filing Fee: \$310.00 minimum

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: The Nucleus Group Holdings, Inc.		
2. It is incorporated under the laws of. Georgia		
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: 12/29/2010 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: 2 Ravinia Drive, Suite 605, Atlanta, GA 30346		
6. The name and address of the initial registered agent/office in Rhode Island:		
Agent Name Capitol Corporate Services, Inc.		
Street Address (NOT a P.O. Box) 222 Jefferson Blvd Ste 200		
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

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

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
Ian Stevens	800 Township Line Rd, Suite 300, Yardley, PA 19067
Andrew Martin Morrow	800 Township Line Rd, Suite 300, Yardley, PA 19067
Vicky Malherbe	2 Ravinia Drive, Suite 605, Atlanta, GA 30346
Stephen Cameron	2 Ravinia Drive, Suite 605, Atlanta, GA 30346

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	Andrew Martin Morrow	800 Township Line Rd, Suite 300, Yardley, PA 19067

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
1000	Common		\$0.10

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 %

The Nucleus Group Holdings, Inc.

DIRECTORS

Ian Stevens	800 Township Line Rd, Suite 300, Yardley, PA 19067
Andrew Martin Morrow	800 Township Line Rd, Suite 300, Yardley, PA 19067
Vicky Malherbe	2 Ravinia Drive, Suite 605, Atlanta, GA 30346
Stephen Cameron	2 Ravinia Drive, Suite 605, Atlanta, GA 30346

OFFICERS

Ian Stevens	Tax Manager	800 Township Line Rd, Suite 300, Yardley, PA 19067
Andrew Martin Morrow	Secretary	800 Township Line Rd, Suite 300, Yardley, PA 19067
Vicky Malherbe	CFO	2 Ravinia Drive, Suite 605, Atlanta, GA 30346
Stephen Cameron	CEO	2 Ravinia Drive, Suite 605, Atlanta, GA 30346

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

Ian Stevens, Tax Manager/Director

Date

1/28/2024

Signature of Authorized Officer of the Corporation



STATE OF GEORGIA

Secretary of State

Corporations Division

313 West Tower

2 Martin Luther King, Jr. Dr.

Atlanta, Georgia 30334-1530

CERTIFICATE OF EXISTENCE

I, **Brad Raffensperger**, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

THE NUCLEUS GROUP HOLDINGS, INC.
a Domestic Profit Corporation

was formed in the jurisdiction stated below or was authorized to transact business in Georgia on the below date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.

Docket Number : 26498706
Date Inc/Auth/Filed: 12/29/2010
Jurisdiction : Georgia
Print Date : 01/22/2024
Form Number : 211



Brad Raffensperger

Brad Raffensperger
Secretary of State



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:

January 31, 2024 01:03 PM

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

Gregg M. Amore
Secretary of State

