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**Application for Certificate of Withdrawal**  
FOREIGN Business Corporation

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→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-1.2-1412 and 7-1.2-1413, the undersigned corporation hereby applies for a Certificate of Withdrawal from the State of Rhode Island, and for that purpose submits the following statement:

|                                                                                                                                                                                                                                                                                                                                                                                                                                        |                                                               |
|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------|
| 1. Entity ID Number:<br><b>001702847</b>                                                                                                                                                                                                                                                                                                                                                                                               | 2. The name of the corporation is:<br><b>ROGERSGRAY, INC.</b> |
| 3. It is incorporated under the laws of: <b>Massachusetts</b>                                                                                                                                                                                                                                                                                                                                                                          |                                                               |
| 4. The corporation is not transacting business in this state and surrenders its authority to transact business in this state.                                                                                                                                                                                                                                                                                                          |                                                               |
| 5. It revokes the authority of its registered agent in this state to accept service of process, and consents that service of process in any action, suit, or proceeding based upon any cause of action arising in this state during the time the corporation was authorized to transact business in this state may subsequently be made on the corporation by service thereof on the Department of State of the State of Rhode Island. |                                                               |
| 6. The post office address to which the Department of State may mail a copy of any service of process against the corporation that is served on the Department of State:<br><b>434 ROUTE 134 SUITE F1 SOUTH DENNIS, MA 02660</b>                                                                                                                                                                                                       |                                                               |
| 7. The corporation certifies that it has no outstanding tax obligations. As required by RIGL § 7-1.2-1413, the corporation has paid all fees and taxes. [Note: Tax status can be verified by emailing <a href="mailto:tax.collections@tax.ri.gov">tax.collections@tax.ri.gov</a> ]                                                                                                                                                     |                                                               |
| 8. If the corporation is in the hands of a receiver or trustee, this Application for Certificate of Withdrawal must be executed on behalf of the corporation by the receiver or trustee.                                                                                                                                                                                                                                               |                                                               |
| 9. Date when this certificate of withdrawal will be effective: <b>CHECK ONE BOX ONLY</b>                                                                                                                                                                                                                                                                                                                                               |                                                               |
| <input checked="" type="checkbox"/> Date received (Upon filing)<br><input type="checkbox"/> Later effective date (Date must be no more than 90 days from the date of filing) _____                                                                                                                                                                                                                                                     |                                                               |
| <i>Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Withdrawal, including any accompanying attachments, and that all statements contained herein are true and correct.</i>                                                                                                                                                                                                      |                                                               |
| Type or Print Name of Authorized Officer<br><b>Lauren Underwood, Attorney-in-Fact</b>                                                                                                                                                                                                                                                                                                                                                  | Date<br><b>01/10/2022</b>                                     |
| Signature of Authorized Officer of the Corporation<br>                                                                                                                                                                                                                                                                                                                                                                                 |                                                               |

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

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If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

Limited Power of Attorney

The undersigned Officer of RogersGray, Inc., a Massachusetts company, entity ("the Company"), appoints Lauren Underwood as attorney in fact(s) for the Company and its subsidiaries for the limited purposes authorized in this Limited Power of Attorney. Caitlin Lazarus, Special Secretary grants to the attorney in fact the power to execute the documents necessary to change the registered agent, change of address, amendments, fictitious name registrations, fictitious name renewals, qualifications, annual reports, amended annual reports, initial reports, obtain tax clearance/compliance certificate(s), withdraw, dissolve, reinstate, convert or form the Company and its subsidiaries. The named individuals shall act in such office and with such authority as is required to effect the changes contemplated in this Limited Power of Attorney.

This Limited Power of Attorney expires on the earlier of (a) the filing of change of registered agents and/or change of address and/or amendments and/or fictitious name registrations and/or fictitious name renewals and/or qualifications and/or annual reports and/or amended annual reports and/or initial reports and/or withdraw and/or dissolve and/or formations and/or reinstate for the Company and its subsidiaries or (b) six months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by written notice to Computershare Governance Services Inc. d/b/a Corporate Creations, 801 US Highway 1, North Palm Beach, FL 33408.

The undersigned has executed this Limited Power of Attorney effective as of this 10th day of January, 2022.

RogersGray, Inc.

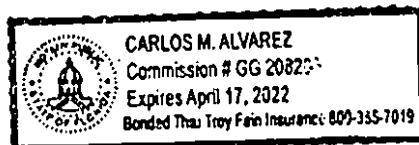
By: \_\_\_\_\_

Name: Caitlin Lazarus  
Title: Special Secretary

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Subscribed and sworn to before me this 10th day of January, 2022.

Notary Public





State of Rhode Island  
**Department of State | Office of the Secretary of State**  
**Nellie M. Gorbea**, *Secretary of State*

I, NELLIE M. GORBEA, 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 11, 2022 11:52 AM

A handwritten signature in blue ink that reads "Nellie M. Gorbea".

Nellie M. Gorbea  
*Secretary of State*

