

# State of Idaho

Office of the Secretary of State

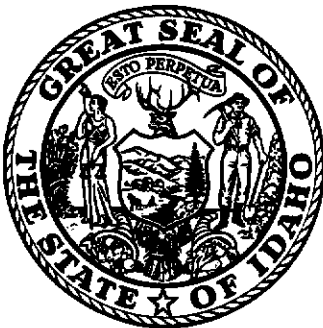
**CERTIFICATE OF AUTHORITY  
OF  
TURNING POINT CAPITAL, INC.**

File Number C 188370

I, BEN YSURSA, Secretary of State of the State of Idaho, hereby certify that an Application for Certificate of Authority, duly executed pursuant to the provisions of the Idaho Business Corporation Act, has been received in this office and is found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: September 2, 2010



*Ben Yursa*

SECRETARY OF STATE

By *[Signature]*

FILED EFFECTIVE



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2010 SEP -2 PM 3:44

SECRETARY OF STATE  
STATE OF IDAHO

The undersigned Corporation applies for a Certificate of Authority and states as follows:

- The name of the corporation is:  
Turning Point Capital, Inc.
- The name which it shall use in Idaho is: \_\_\_\_\_
- It is incorporated under the laws of: New York
- Its date of incorporation is: 01/19/2010
- The address of its principal office is:  
170 Northpointe Parkway, Suite 700, Amherst, NY 14228
- The address to which correspondence should be addressed, if different from item 5, is: \_\_\_\_\_
- The street address of its registered office in Idaho is: \_\_\_\_\_  
and its registered agent in Idaho at that address is: National Registered Agents, Inc.
- The names and respective business addresses of its directors and officers are:

Name	Office	Address
<u>John C. Manley, Jr.</u>	<u>PS/TR/DIR</u>	<u>Same as #5</u> <u>170 Northpointe Parkway, Suite 700</u> <u>Amherst, NY 14228</u>
<u>Robert P. Manley</u>	<u>EVP/SEC/DIR</u>	<u>170 Northpointe Parkway, Suite 700</u> <u>Amherst, NY 14228</u>
_____	_____	_____
_____	_____	_____

Dated: August, 2010Signature: [Signature]Typed Name: John C. Manley, Jr.Capacity: President/Treasurer

(The signer must be a director or an officer of the corporation.)

Certified Agent &amp;:

(If using pre-paid account)

Secretary of State use only.

0188370

IDAHO SECRETARY OF STATE  
09/02/2010 05:00  
CK: 506770 CT: 172099 BH: 1237455  
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**State of New York  
Department of State } ss:**

I hereby certify, that the Certificate of Incorporation of TURNING POINT CAPITAL, INC. was filed on 01/19/2010, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.



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*Witness my hand and the official seal  
of the Department of State at the City  
of Albany, this 30th day of August  
two thousand and ten.*

Daniel Shapiro  
First Deputy Secretary of State