

State of Idaho

Office of the Secretary of State

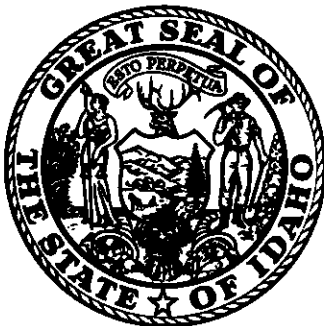
**CERTIFICATE OF AUTHORITY
OF
HEARTLAND OVATION PAYROLL, INC.**

File Number C 201020

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: January 30, 2014



Ben Yursa
SECRETARY OF STATE

By *Judy Barman*

202



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2014 JAN 30 PM 2:33

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:
Heartland Ovation Payroll, Inc.
- The name which it shall use in Idaho is: Heartland Ovation Payroll, Inc.
- It is incorporated under the laws of: Delaware
- Its date of incorporation is: 11/27/2001
- The address of its principal office is:
90 Nassau Street, 2nd Floor, Princeton, NJ 08542
- The address to which correspondence should be addressed, if different from item 5, is:

- The street address of its registered office in Idaho is: 12550 W. Explorer Drive, Suite 100, Boise, ID 83713
and its registered agent in Idaho at that address is: Corporation Service Company
- The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>David Gilbert</u>	<u>President</u>	<u>1024 Tyne Blvd., Nashville, TN 37220</u>
<u>Charles H.N. Kallenbach</u>	<u>Secretary</u>	<u>90 Nassau Street, 2nd Floor, Princeton, NJ 08542</u>
<u>Joseph E. White</u>	<u>Treasurer</u>	<u>300 Carnegie Center, Suite 360, Princeton, NJ 08540</u>
<u>Robert H.B. Baldwin, Jr.</u>	<u>Director</u>	<u>90 Nassau Street, 2nd Floor, Princeton, NJ 08542</u>
<u>David Gilbert</u>	<u>Director</u>	<u>1024 Tyne Blvd., Nashville, TN 37220</u>
_____	_____	_____

Dated: 01/29/14

Signature: _____

Typed Name: Charles H.N. KallenbachCapacity: Secretary*[The signer must be a director or an officer of the corporation.]*

Customer Acct #:

(If using pre-paid account)

Secretary of State use only

g:\corp\forms\corp
forms\app\corp\authority_profit.pmd
Revised 08/2005

Web Form

IDAHO SECRETARY OF STATE
01/30/2014 05:00
CK: 1687595 CT: 172099 BH: 1488447
1 @ 100.00 = 100.00 AUTH PRO # 2

C201020

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEARTLAND OVATION PAYROLL, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE THIRTIETH DAY OF JANUARY, A.D. 2014.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEARTLAND OVATION PAYROLL, INC." WAS INCORPORATED ON THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2001.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

3461271 8300

140111046

You may verify this certificate online
at corp.delaware.gov/authvar.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1098508

DATE: 01-30-14