

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
HEALTHWAYS, INC.**

File Number C 190780

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: April 8, 2011



Ben Ysursa

SECRETARY OF STATE

By

Connie M

**APPLICATION FOR CERTIFICATE
OF AUTHORITY (For Profit)**

(Instructions on Back of Application)

11 APR -8 PM 2:09

SECRETARY OF STATE
STATE OF IDAHO

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

1. The name of the corporation is:Healthways, Inc.2. The name which it shall use in Idaho is: Healthways, Inc.3. It is incorporated under the laws of: Delaware4. Its date of incorporation is: 09/02/19815. The address of its principal office is:701 Cool Springs Blvd Franklin, TN 370676. The address to which correspondence should be addressed, if different from item 5, is:Same7. The street address of its registered office in Idaho is: 1423 Tyrell Lane, Boise, Idaho 83706and its registered agent in Idaho at that address is: National Registered Agents, Inc.8. The names and respective business addresses of its directors and officers are:

Name

Office

Address

See AttachedDated: 3/28/11Signature: Alfred LumsdaineTyped Name: Alfred LumsdaineCapacity: Treasurer / Director*(The signer must be a director or an officer of the corporation.)*

Customer Acct #:

(if using pre-paid account)

Secretary of State use only

B1corpForm1025
Form1025AuthorityProfitCorp
Revised022015

Web Form

IDaho SECRETARY OF STATE
 04/08/2011 05:00
 CK: 14483 CT: 190952 BH: 126A307
 1 0 100.00 = 100.00 AUTH PRO B 2

C190780

HEALTHWAYS, INC.

FEIN: 62-1117144

LIST OF CURRENT OFFICERS/DIRECTORS

CEO/PRESIDENT	ADDRESS	PHONE
LEEDLE, BEN R., JR.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
CFO		
COX, THOMAS F.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
SECRETARY		
ELROD, JAMES W.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
TREASURER		
LUMSDAINE, ALFRED	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
DIRECTORS		
ELROD, JAMES W.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
LEEDLE, BEN R., JR.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
LUMSDAINE, ALFRED	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929
COX, THOMAS F.	701 COOL SPRINGS BLVD., FRANKLIN, TN 37067	615-614-4929

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTHWAYS, 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 NINTH DAY OF FEBRUARY, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEALTHWAYS, INC." WAS INCORPORATED ON THE SECOND DAY OF SEPTEMBER, A.D. 1981.

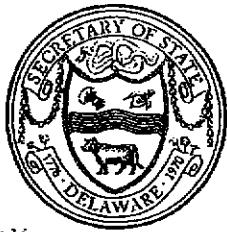
AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

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

0921625 8300

110132478

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



Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8548524

DATE: 02-09-11