

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY
OF
WILLIS COMMERCIAL, INC.**

File Number C 185233

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: November 19, 2009



Ben Yursa

SECRETARY OF STATE

By

Jinda McChary

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APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit) (Instructions on Back of Application)

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: Willis Commercial, Inc.
2. The name which it shall use in Idaho is:
3. It is incorporated under the laws of: Illinois
4. Its date of incorporation is: 08/27/2009
5. The address of its principal office is: 233 South Wacker Drive, Suite 1850, Chicago, IL 60606
6. The address to which correspondence should be addressed, if different from Item 5, is: attn: Holly Murphy, 26 Century Boulevard, Nashville, TN 37214
7. The street address of its registered office in Idaho is: 1111 West Jefferson, Suite 530, Boise, Idaho 83702 and its registered agent in Idaho at that address is: CT Corporation System
8. The names and respective business addresses of its directors and officers are: SEE ATTACHMENT

Table with 3 columns: Name, Title, Business Address. Rows include Susan Hu (Vice President), Barbara Trentham (Assistant Treasurer), Holly Gay Murphy (Secretary), Debra Enderle (Vice President), Heather D. B. Naaktgeboren (Assistant Secretary), and Thomas DeMichael (Vice President).

Dated: 11/16/2009
Signature: Holly Gay Murphy
Typed Name: Holly Gay Murphy
Capacity: 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

IDAHO SECRETARY OF STATE
11/20/2009 05:00
CK: 17578 CT: 20160 BH: 1196157
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C185233

City: New York

State: NY

ZIP Code: 10281

6 Full Name: Donald J. Bailey

Officer/Director: Director

Officer's Title:

Business Address: One World Financial Center, 200 Liberty Street

City: Nashville

State: TN

ZIP Code: 37214

File Number 6666-235-7



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

WILLIS COMMERCIAL, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON AUGUST 27, 2009, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE RELATING TO THE PAYMENT OF FRANCHISE TAXES, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 17TH day of NOVEMBER A.D. 2009

Jesse White

Authentication #: 0932101824

Authenticate at: <http://www.cyberdriveillinois.com>

SECRETARY OF STATE