

State of Idaho

Office of the Secretary of State

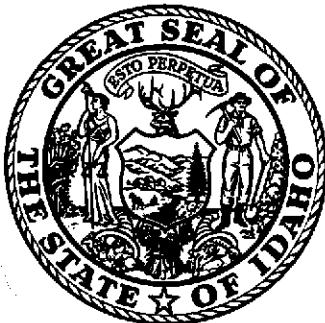
**CERTIFICATE OF AUTHORITY
OF
AUTOMATIC DATA PROCESSING, INC.**

File Number C 203940

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 3, 2014



Ben Yursa

SECRETARY OF STATE

By

Christie / n



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

2014 NOV -3 PM 4: 22

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: Automatic Data Processing, Inc.
2. The name which it shall use in Idaho is:
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 06/12/1961
5. The address of its principal office is: One ADP Blvd. , Roseland, NJ 07068
6. The address to which correspondence should be addressed, if different from item 5, is:
7. The street address of its registered office in Idaho is: 921 S Orchard Street, Suite G, Boise, Idaho 83705 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:

Table with 3 columns: Name, Title, Business Address. Content: SEE ATTACHMENT

Dated: 10/24/14

Signature: [Handwritten Signature]

Typed Name: Jonathan A. Gluck

Capacity: Assistant 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 11/03/2014 05:00 CK: PREPAID CT: 278665 BH: 1447921 1@ 100.00 = 100.00 AUTH PRO #2 1@ 20.00 = 20.00 EXPEDITE C #3

Web Form

C203940

Automatic Data Processing, Inc.

| Directors | |
|----------------------|-----------------------------------|
| Name | Address |
| Ellen R. Alemany | One ADP Blvd., Roseland, NJ 07068 |
| Gregory D. Brenneman | One ADP Blvd., Roseland, NJ 07068 |
| Leslie A. Brun | One ADP Blvd., Roseland, NJ 07068 |
| Richard T. Clark | One ADP Blvd., Roseland, NJ 07068 |
| Eric C. Fast | One ADP Blvd., Roseland, NJ 07068 |
| Linda R. Gooden | One ADP Blvd., Roseland, NJ 07068 |
| Michael P. Gregoire | One ADP Blvd., Roseland, NJ 07068 |
| R. Glenn Hubbard | One ADP Blvd., Roseland, NJ 07068 |
| John P. Jones | One ADP Blvd., Roseland, NJ 07068 |
| Carlos Rodriguez | One ADP Blvd., Roseland, NJ 07068 |
| Gregory L. Summe | One ADP Blvd., Roseland, NJ 07068 |

| Officers | | |
|---------------------|--|-----------------------------------|
| Name | Office | Address |
| Carlos Rodriguez | President & Chief Executive Officer | One ADP Blvd., Roseland, NJ 07068 |
| Michael C. Eberhard | Vice President, Treasurer & Staff Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Jan Siegmund | Vice President, Chief Financial Officer & Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Michael A. Bonarti | General Counsel, Secretary & Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Dermot J. O'Brien | Chief HR Officer & Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Alan Sheiness | Vice President & Controller | One ADP Blvd., Roseland, NJ 07068 |
| Gus Blanchard | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Deborah Dyson | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Kathryn Amooi | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Edward B. Flynn III | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| David Imbrogno | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Regina R. Lee | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Thomas Perrotti | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Anish D. Rajparia | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Stuart Sackman | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Terrance G. Terhark | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Joseph Timko | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Raul Villar | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| John Ayala | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Maria Black | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Mark Benjamin | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| John Holt | Corporate Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Alicia Amil | Assistant Secretary | One ADP Blvd., Roseland, NJ 07068 |
| Jonathan A. Gluck | Assistant Secretary | One ADP Blvd., Roseland, NJ 07068 |
| David H. Garfinkel | Staff Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Charles Gibbons | Staff Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Gary E. Tarino | Staff Vice President | One ADP Blvd., Roseland, NJ 07068 |
| Sheila C. Shuster | Staff Vice President | One ADP Blvd., Roseland, NJ 07068 |

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AUTOMATIC DATA PROCESSING, 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 TWENTY-SEVENTH DAY OF OCTOBER, A.D. 2014.

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

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

0568328 8300

141335995



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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1811728

DATE: 10-27-14