

# State of Idaho

Office of the Secretary of State

**CERTIFICATE OF AUTHORITY  
OF  
AMERICAN HEALTHWAYS SERVICES, LLC**

File Number W 104509

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 Uniform Limited Liability 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: June 27, 2011



*Ben Yursa*  
SECRETARY OF STATE

By \_\_\_\_\_

*Randa Corbus*



APPLICATION FOR CERTIFICATE OF AUTHORITY FOR FOREIGN LIMITED LIABILITY COMPANY

11 JUN 27 PM 12:16

SECRETARY OF STATE STATE OF IDAHO

(Instructions on back of application)

1. The name of the limited liability company is:

AMERICAN HEALTHWAYS SERVICES, LLC

2. If the name of the limited liability company is not permissible or is not available in Idaho, the name the foreign limited liability company will use in Idaho is:

3. The jurisdiction under whose laws the limited liability company is formed is: Delaware

4. The name and complete street address of the registered agent in Idaho is:

National Registered Agents, Inc. 1423 Tyrell Lane, Boise, Idaho 83706

5. The street and mailing address of the limited liability company's principal office is:

701 Cool Springs Blvd.

Street Address

Franklin, TN 37067

Mailing Address, if different

6. The street and mailing address of the limited liability company's office in the jurisdiction under whose laws it is organized is:

160 GREENTREE DRIVE SUITE 101

Street Address

Dover, DE 19904

Mailing Address, if different

7. The name and mailing address of at least one member or manager:

Healthways, Inc 701 Cool Springs Blvd, Franklin TN 37067

8. The mailing address for future correspondence:

701 Cool Springs Blvd., Franklin, TN 37067

9. Signature of a manager, member or authorized person.

Signature: Glenn Hargreaves

Typed Name: Glenn Hargreaves

Secretary of State use only

IDAHO SECRETARY OF STATE 06/27/2011 05:00 CK: 9932 CT: 19533 BH: 1200106 1 @ 100.00 = 100.00 REGFORGLLC # 2 1 @ 20.00 = 20.00 EXPEDITE C # 3

W104509

# Delaware

PAGE 1

*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "AMERICAN HEALTHWAYS SERVICES, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-THIRD DAY OF JUNE, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "AMERICAN HEALTHWAYS SERVICES, LLC" WAS FORMED ON THE NINETEENTH DAY OF JUNE, A.D. 1984.

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

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

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You may verify this certificate online  
at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 8857790

DATE: 06-23-11