

# State of Idaho

Office of the Secretary of State

## CERTIFICATE OF AUTHORITY

OF

**SENIOR CARE SERVICES, INC.**

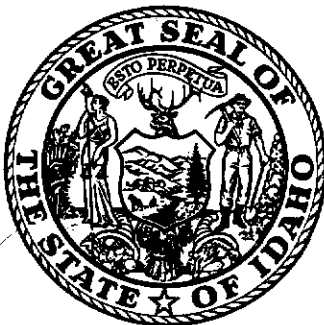
**dba ACTIVSTYLE - SCS, INC.**

File Number C 196035

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: September 24, 2012



*Ben Yursa*

SECRETARY OF STATE

By

*Rinda Corbus*



# APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2012 SEP 24 AM 10:00  
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:  
Senior Care Services, Inc.
2. The name which it shall use in Idaho is: ActivStyle-SCS, Inc.
3. It is incorporated under the laws of: Colorado
4. Its date of incorporation is: April 8, 1992
5. The address of its principal office is:  
565 S. Commercial Drive, Grand Junction, CO 81505-6900
6. The address to which correspondence should be addressed, if different from item 5, is:  
C/O ActivStyle, Inc., 1701 Broadway St. NE, Minneapolis, MN 55413-2638  
1111 W. Jefferson, Suite 530
7. The street address of its registered office in Idaho is: Boise, ID 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:

Name	Title	Business Address
SEE ATTACHED LIST		

Dated: 8/13/12

Signature: Robert P. Penvose, Jr.

Typed Name: Robert P. Penvose, Jr.

Capacity: CFO

[The signer must be a director or an officer of the corporation.]

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

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forms\appforauthority\_profit.pmf  
Revised 10/2006

IDAHO SECRETARY OF STATE  
09/24/2012 05:00  
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C196035

SENIOR CARE SERVICES, INC.  
OFFICERS AND DIRECTORS

Officers		
Name	Title	Address
Todd Cianfrocca	President and Chief Executive Officer	1701 Broadway Street NE, Minneapolis, MN 55413-2638
Robert P. Penvose, Jr.	Chief Financial Officer	1701 Broadway Street NE, Minneapolis, MN 55413-2638
Yvonne K. Zachman-Fiedler	Chief Operating Officer/Compliance Officer	1701 Broadway Street NE, Minneapolis, MN 55413-2638
John J. Nestor	Vice President and Secretary	50 Public Square, Suite 2900, Cleveland, OH 44113
Daniel J. Stankey	Vice President and Treasurer	50 Public Square, Suite 2900, Cleveland, OH 44113
Jeffrey S. Tobin	Vice President	50 Public Square, Suite 2900, Cleveland, OH 44113

Board of Directors	
Name	Address
Gregg T. Anderson	5547 Wingwood Ct, Minnetonka, MN 55345
John J. Nestor	50 Public Square, Suite 2900, Cleveland, OH 44113
Jeffrey S. Tobin	50 Public Square, Suite 2900, Cleveland, OH 44113
Todd Cianfrocca	1701 Broadway Street NE, Minneapolis, MN 55413-2638
Wallace Weeks	2104 Lionel Drive, Melbourne, FL 32940

OFFICE OF THE SECRETARY OF STATE  
OF THE STATE OF COLORADO

**CERTIFICATE**

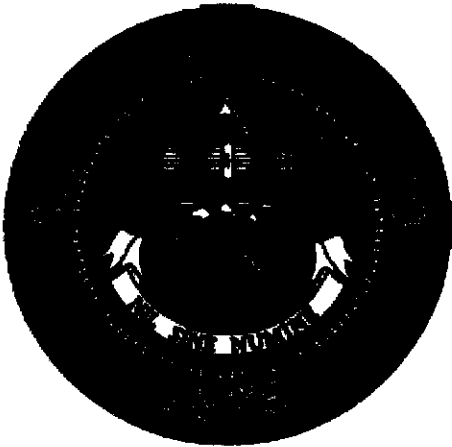
I, Scott Gessler, as the Secretary of State of the State of Colorado, hereby certify that, according to the records of this office,

**SENIOR CARE SERVICES, INC.**

is a **Corporation** formed or registered on 04/08/1992 under the law of Colorado, has complied with all applicable requirements of this office, and is in good standing with this office. This entity has been assigned entity identification number 19921036648.

This certificate reflects facts established or disclosed by documents delivered to this office on paper through 08/06/2012 that have been posted, and by documents delivered to this office electronically through 08/07/2012 @ 14:21:25.

I have affixed hereto the Great Seal of the State of Colorado and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Denver, Colorado on 08/07/2012 @ 14:21:25 pursuant to and in accordance with applicable law. This certificate is assigned Confirmation Number 8310049.



A handwritten signature in black ink, reading "Scott Gessler".

Secretary of State of the State of Colorado

\*\*\*\*\*End of Certificate\*\*\*\*\*

*Notice: A certificate issued electronically from the Colorado Secretary of State's Web site is fully and immediately valid and effective. However, as an option, the issuance and validity of a certificate obtained electronically may be established by visiting the Certificate Confirmation Page of the Secretary of State's Web site, <http://www.sos.state.co.us/biz/CertificateSearchCriteria.do> entering the certificate's confirmation number displayed on the certificate, and following the instructions displayed. Confirming the issuance of a certificate is merely optional and is not necessary to the valid and effective issuance of a certificate. For more information, visit our Web site, <http://www.sos.state.co.us/> click Business Center and select "Frequently Asked Questions."*

**WRITTEN ACTION  
OF  
THE DIRECTORS OF  
ACTIVSTYLE HOLDING COMPANY AND SUBSIDIARIES**

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**WHEREAS**, the undersigned (the "Directors") comprise all of the directors of ActivStyle Holding Company, a Delaware corporation ("AHC"), and all of the directors of the following AHC subsidiary entities (the "Subsidiaries"): (a) ActivStyle, Inc., a Minnesota corporation, (b) Advocate Medical Services, Inc., a Florida corporation, (c) Home Wellness, Inc., a New Jersey corporation, and (d) Senior Care Services, Inc., a Colorado corporation.

**WHEREAS**, the Directors believe that it is in the best interest of AHC and the Subsidiaries that the Subsidiaries be authorized to transact business under the assumed/fictitious name "ActivStyle" or, where use of that assumed/fictitious name is not permitted, a variation of the name "ActivStyle".

**NOW THEREFORE, IT IS HEREBY RESOLVED** by the Directors, effective as of the 10<sup>th</sup> day of July, 2012, that:

1. Each of the Subsidiaries be, and it hereby is, authorized to transact business under the assumed/fictitious name "ActivStyle" in any state.
2. If a Subsidiary is not permitted to use the assumed/fictitious name "ActivStyle" in any state, that Subsidiary be, and it hereby is, authorized to transact business in that state under (a) the name "ActivStyle", followed by an abbreviation of that Subsidiary's name comprised of one or more of the first letters of the words in that Subsidiary's name, for example "ActivStyle-AMS", or (b) any other variation of the name "ActivStyle" that the President of that Subsidiary may approve.
3. If the laws of any state require that an abbreviation that indicates corporation status appear at the end of any assumed/fictitious name registered in that state, each Subsidiary be, and it hereby is, authorized to add the abbreviation "Inc." at the end of any assumed/fictitious name that is authorized under the forgoing resolution, even though that assumed/fictitious name, with that abbreviation, is not that Subsidiary's actual name.
4. The officers of the Company be, and the same hereby are, authorized to execute and deliver any and all documents or instruments, and take any and all other

5. Without limiting the forgoing resolution, if the registration of an assumed/fictitious name authorized by the forgoing resolutions requires that an officer of a Subsidiary certify that the directors of that Subsidiary have adopted a resolution authorizing the use of that assumed/fictitious name, that officer be, and he/she hereby is, authorized to provide that certification, even if the language of the resolution that is required in that registration differs from the language of the forgoing resolutions; and upon the execution of that certification, that resolution be, and it hereby is, adopted by the Directors as if fully set forth herein.
6. That this Written Action may be executed in counterparts.

**Gregg T. Anderson**

**John J. Nestor**

**Jeffrey S. Tobin**

action, that may be necessary or appropriate to give effect to the purposes and intent of the foregoing resolutions.

5. Without limiting the forgoing resolution, if the registration of an assumed/fictitious name authorized by the forgoing resolutions requires that an officer of a Subsidiary certify that the directors of that Subsidiary have adopted a resolution authorizing the use of that assumed/fictitious name, that officer be, and he/she hereby is, authorized to provide that certification, even if the language of the resolution that is required in that registration differs from the language of the forgoing resolutions; and upon the execution of that certification, that resolution be, and it hereby is, adopted by the Directors as if fully set forth herein.
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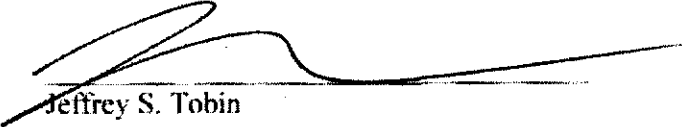
4. The officers of the Company be, and the same hereby are, authorized to execute and deliver any and all documents or instruments, and take any and all other action, that may be necessary or appropriate to give effect to the purposes and intent of the foregoing resolutions.
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5. Without limiting the forgoing resolution, if the registration of an assumed/fictitious name authorized by the forgoing resolutions requires that an officer of a Subsidiary certify that the directors of that Subsidiary have adopted a resolution authorizing the use of that assumed/fictitious name, that officer be, and he/she hereby is, authorized to provide that certification, even if the language of the resolution that is required in that registration differs from the language of the forgoing resolutions; and upon the execution of that certification, that resolution be, and it hereby is, adopted by the Directors as if fully set forth herein.
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