

State of Idaho

Office of the Secretary of State

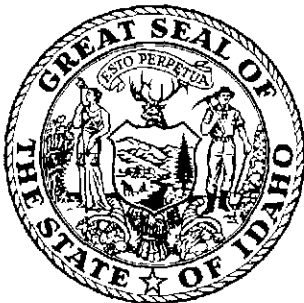
**CERTIFICATE OF REGISTRATION
OF
HEADWATER FINANCE, INC.**

File Number C 209561

I, LAWRENCE DENNEY, Secretary of State of the State of Idaho, hereby certify that an application for Foreign Registration Statement, duly executed pursuant to the provisions of the Idaho Uniform Business Organization Code, 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 Registration to transact business in this State and attach hereto a duplicate of the application for such certificate.

Dated: April 14, 2016



Lawrence Denney
SECRETARY OF STATE

By *[Signature]*

202



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

Filing fee: \$100 typed, \$120 not typed

Complete and submit the form in duplicate.

2016 APR 14 AM 8:13

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: Headwater Finance, Inc.
2. The name which it shall use in Idaho is: Headwater Finance, Inc.
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:
☒ Business Corporation ☐ General Partnership
☐ Nonprofit Corporation ☐ General Cooperative Association
☐ Limited Liability Partnership ☐ Limited Partnership (including a limited liability limited partnership)
☐ Limited Liability Company ☐ Statutory Trust, Business Trust, or Common-law Business Trust
☐ Other: _____
(Use "Other" only if your foreign entity type is not listed above, and enter the type here.)
4. Jurisdiction of formation: Delaware
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
675 Sun Valley Road, Suite F-2, Ketchum, ID 83340
(Street Address)
PO Box 4139, Ketchum, ID 83340
(Mailing Address, if different)
6. The address of its domestic principal office (If required by the laws of the jurisdiction of formation) is:
1013 Centre Road, Suite 403B, Wilmington, DE 19805
(Street Address)
(Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:
PO Box 4139, Ketchum, ID 83340
(Address)
8. The name of the registered agent and street address of registered agent in Idaho:
Robert Kantor 460 Sun Valley Road, Suite 207, Ketchum, ID 83340
(Name) (Address)
9. The name, capacity, and mailing address of at least one governor:

<u>Robert Kantor</u>	<u>CEO</u>	<u>675 Sun Valley Road, Suite F-2, Ketchum, ID 83340</u>
<small>(Name)</small>	<small>(Capacity)</small>	<small>(Address)</small>

Signature:

Typed Name: Robert KantorCapacity: Chief Executive Officer

Secretary of State use only

IDAHO SECRETARY OF STATE

04/14/2016 05:00

CK:3775596 CT:172099 BH:1523536
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C209561

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEADWATER FINANCE, 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 THIRTEENTH DAY OF APRIL, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "HEADWATER FINANCE, INC." WAS INCORPORATED ON THE TWENTY-FOURTH DAY OF MARCH, A.D. 2016.



5997475 8300

SR# 20162279197

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

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202143345

Date: 04-13-16