

**FILED EFFECTIVE**



**STATEMENT OF CHANGE OF  
REGISTERED AGENT,  
REGISTERED OFFICE,  
OR BOTH**

(See reverse for instructions)

2017 MAY 16 PM 2:16

SECRETARY OF STATE  
STATE OF IDAHO

File #: W149555

The undersigned entity submits the following statement for the purpose of changing its registered agent, its registered office, or both, in the State of Idaho.

1. The name of the entity is:

OPTIMUM EMPLOYER SOLUTIONS LLC

2. The name and street address of the old registered agent and office is:

NATIONAL REGISTERED AGENTS INC

921 S ORCHARD ST STE G BOISE ID 83705 9270

3. The name and street address of the new registered agent and office in Idaho is:

Corporation Service Company

12550 W. Explorer Drive, Suite 100, Boise, ID 83713

(not a PO box or FMB)

I consent to serve as registered agent for the above-named entity.  
Corporation Service Company

By: Grace E. Kirby  
(Signature of new registered agent)  
Grace E. Kirby, Asst. Vice President

05/11/2017

(Date)

Date: 05/11/2017

Signature: Jill E. Cilmi

Printed: Jill Cilmi

Capacity: Attorney In Fact

NO FEE REQUIRED

STATE OF CALIFORNIA

COUNTY OF ORANGE

## POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT Kevin Gramian, the CEO/Member <sup>MANAGER</sup> of Optimum Employer Solutions LLC ("the Company"), a LLC established under the laws of California, and of the subsidiary entities shown on the list appended hereto, does hereby appoint Jill Cilmi and Elizabeth A. Dawson attorneys-in-fact for the Company and for the subsidiary entities, to act for the Company and for the subsidiary entities and in the name of the Company and of the subsidiary entities for the limited purposes authorized herein.

The Company and the subsidiary entities, having taken all necessary steps to authorize the changes and the establishment of this Power of Attorney, hereby grants its attorneys-in-fact the power to execute the documents necessary to change the Company's and the subsidiary entities' registered agent and registered office, or the agent and office of similar import, in any jurisdiction.

In the execution of any documents necessary for the purposes set forth herein, Jill Cilmi shall exercise the power of Vice President and Elizabeth A. Dawson shall exercise the power of Secretary, or, in the case of entities having managers or other positions of authority rather than officers such as Vice President or Secretary, the named individuals shall act in such office and with such authority as is required to effect the changes herein contemplated.

This Power of Attorney expires upon the earlier to occur of (a) completion and filing of the documents necessary to effect the changes in registered agent and registered office addresses contemplated herein, or (b) six (6) months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by notice to Jill Cilmi and Elizabeth A. Dawson.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 18 day of April, 20 17 (the "Effective Date").

Optimum Employer Solutions LLC

BY:

Kevin Gramian

Subscribed and sworn to before me this 18 day of April, 20 17.

Shane Johnson  
Notary Public

