



**Department of State.**

**CERTIFICATE OF AUTHORITY  
OF**

**MANAGEMENT SYSTEMS OF WAUSAU, INC.**

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of an Application of **MANAGEMENT SYSTEMS OF WAUSAU, INC.**

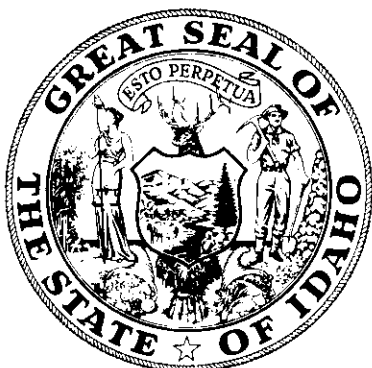
\_\_\_\_\_ for a Certificate of Authority to transact business in this State, duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Authority to **MANAGEMENT SYSTEMS OF WAUSAU, INC.**

to transact business in this State under the name **MANAGEMENT SYSTEMS OF WAUSAU, INC.**

\_\_\_\_\_ and attach hereto a duplicate original of the Application for such Certificate.

Dated September 18, 19 79



*Pete T. Cenarrusa*

SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

# APPLICATION FOR CERTIFICATE OF AUTHORITY

FILED  
17 SEP 18 AM 8:04

To the Secretary of State of Idaho.

Pursuant to Section 30-1-110, Idaho Code, the undersigned Corporation hereby applies for a Certificate of Authority to transact business in your State, and for that purpose submits the following statement:

1. The name of the corporation is Management Systems of Wausau, Inc.
2. \*The name which it shall use in Idaho is Management Systems of Wausau, Inc.
3. It is incorporated under the laws of Wisconsin
4. The date of its incorporation is March 13, 1970 and the period of its duration is Indefinite
5. The address of its principal office in the state or country under the laws of which it is incorporated is 2000 Westwood Drive Wausau, WI 54401
6. The address of its proposed registered office in Idaho is 300 North 6th Street Boise, ID 83701, and the name of its proposed registered agent in Idaho at that address is C T Corporation System
7. The purpose or purposes which it proposes to pursue in the transaction of business in Idaho are: Medical Billing Services

8. The names and respective addresses of its directors and officers are: (List of Directors attached)

Name	Office	Address
<u>T.A. Mack</u>	<u>President</u>	<u>2000 Westwood Dr. Wausau, WI</u>
<u>T.G. Roovers</u>	<u>Vice-President</u>	<u>2000 Westwood Dr. Wausau, WI</u>
<u>R.J. Byron</u>	<u>Secretary</u>	<u>2000 Westwood Dr. Wausau, WI</u>
<u>J.T. Lunberg</u>	<u>Treasurer</u>	<u>2000 Westwood Dr. Wausau, WI</u>

9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
<u>2000</u>	<u>Common</u>	<u>Non-Par</u>

(continued on reverse)

10. The aggregate number of its issued shares, itemized by classes, par value of shares, and shares without par value, is:

Number of Shares	Class	Par Value Per Share or Statement That Shares Are Without Par Value
21	Common	Non-par

11. The corporation accepts and shall comply with the provisions of the Constitution and the laws of the State of Idaho.

12. This Application is accompanied by a copy of its articles of incorporation and amendments thereto, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated September 12, 19 79.

By T. A. Mack

Its \_\_\_\_\_ President

and Richard J. Byron

Its \_\_\_\_\_ Secretary

STATE OF Wisconsin )  
 )ss:  
COUNTY OF Marathon )

I, P.G. Gosz, a notary public, do hereby certify that on this 12th day of September, 19 79, personally appeared before me T.A. Mack, who being by me first duly sworn, declared that he is the President of Management Systems of Wausau, Inc.

that he signed the foregoing document as President of the corporation and that the statements therein contained are true.

Patrick J. Gosz  
Notary Public

My commission expires 8-24-80.

\*Pursuant to section 30-1-108(b)(1), Idaho Code, if the corporation assumes a name other than its true name, this application must be accompanied by a resolution of the Board of Directors to that effect.

DIRECTORS OF MANAGEMENT SYSTEMS OF WAUSAU, INC.

J. A. Schoneman	Director	2000 Westwood Drive, Wausau, Wisconsin	54401
G. D. Viste	Director	2000 Westwood Drive, Wausau, Wisconsin	54401
R. R. Klein	Director	2000 Westwood Drive, Wausau, Wisconsin	54401
R. J. Felker	Director	2000 Westwood Drive, Wausau, Wisconsin	54401
T. A. Mack	Director	2000 Westwood Drive, Wausau, Wisconsin	54401

FILED

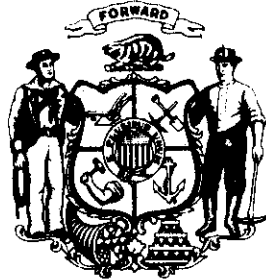
9-18-79

8:04

am.

UNITED STATES OF AMERICA

# The State of Wisconsin



OFFICE OF THE SECRETARY OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME:

I, VEL PHILLIPS, Secretary of State of the State of Wisconsin and  
Keeper of the Great Seal thereof, do hereby certify that the annexed copy of

Articles of Incorporation (Filed March 13, 1970) of MANAGEMENT SYSTEMS,  
INC., including Amendment (Filed July 27, 1978) changing name to  
MANAGEMENT SYSTEMS OF WAUSAU, INC.

has been compared by me with the record on file in this Office and that the same is  
a true copy thereof, and of the whole of such record; and that I am the legal custodian  
of such record, and that this certification is in due form.



IN TESTIMONY WHEREOF, I  
have hereunto set my hand and  
affixed the Great Seal of the  
State in the City of Madison,

on July 13, 1979

*Vel Phillips*  
VEL PHILLIPS  
Secretary of State



Form 16—Rev. State.

This certificate must be returned to the Secretary of State to complete the legal requirements.

11-1469

OFFICE OF  
REGISTER OF DEEDS

The undersigned, as Register of Deeds of \_\_\_\_\_ county, Wisconsin,  
certifies that, on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, there was received and  
accepted for record in my office an instrument on behalf of

\_\_\_\_\_  
(Name of Corporation)

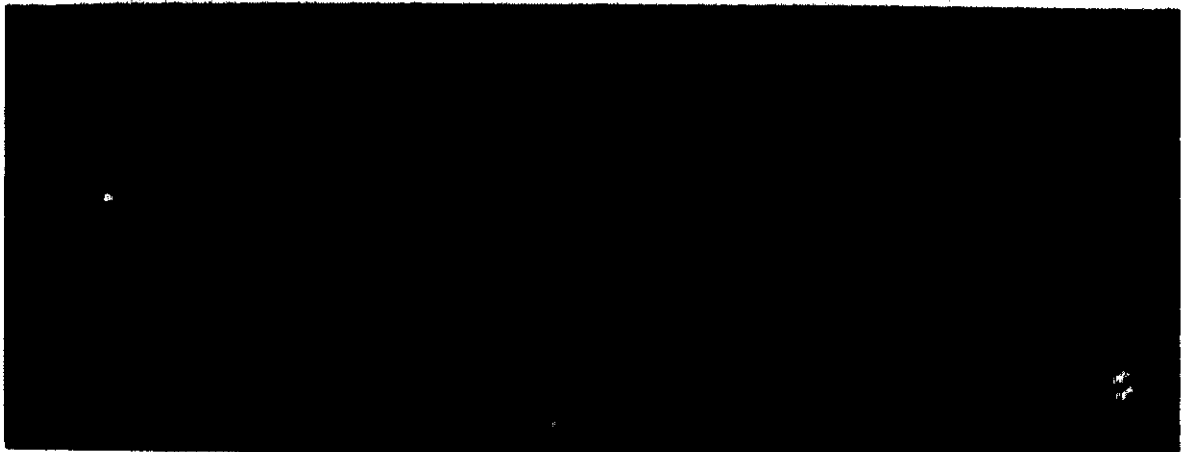
which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such  
certificate as

\_\_\_\_\_  
(Show nature of instrument)

Witness my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

(Seal)

*[Signature]*  
Register of Deeds



DUPLICATE

Form 18--Sec. State

This certificate must be returned to the Secretary of State to complete the legal requirements

OFFICE OF  
REGISTER OF DEEDS

The undersigned, as Register of Deeds of Rock county, Wisconsin, certifies that, on the 16th day of August, 1914, there was received and accepted for record in my office an instrument on behalf of

Rockwell Portland Cement Co., Inc.  
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such certificate as

Articles of Incorporation  
(Show nature of instrument)

Witness my hand and official seal this 16th day of March, 1914

(Seal)

Adelle Horkinake  
Register of Deeds

ARTICLES OF INCORPORATION OF  
MANAGEMENT SYSTEMS, INC.

I, the undersigned natural person of the age of Twenty-one (21) years or more, acting as incorporator of the corporation under the Wisconsin Business Corporation Law adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is MANAGEMENT SYSTEMS, INC.

SECOND: The existence of the corporation shall be perpetual.

THIRD: The purpose or purposes for which the corporation is organized are to engage in any lawful activity within the purposes for which a corporation may be organized under the Wisconsin Business Corporation Law, Chapter 180 of the Wisconsin Statutes.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is Two Thousand (2,000) consisting of one class only, designated as no par value common stock.



[REDACTED]

SIXTH: The number of directors constituting the Board of Directors of the corporation shall be three (3) or such number as the Bylaws of this corporation provide but not less than three (3).

SEVENTH: The name and address of the incorporator is Joan Malmstadt, 626 East Wisconsin Avenue, Suite 500, Milwaukee, Wisconsin 53202.

Dated at Milwaukee, Wisconsin, this \_\_\_\_\_ day  
of \_\_\_\_\_, 1970.

Incorporator

STATE OF WISCONSIN )  
 ) SS  
MILWAUKEE COUNTY )

Personally came before me, this \_\_\_\_\_ day of \_\_\_\_\_, 1970, the above named Joan Malmstadt, to me known to be the person who executed the foregoing instrument, and acknowledged the same.

Notary Public, State of Wisconsin  
My Commission \_\_\_\_\_

This document was drafted by:  
Robert A. Schuur  
626 East Wisconsin Avenue  
Milwaukee, Wisconsin 53202

*100*

*11 1 407*

STATE OF WISCONSIN  
DEPARTMENT OF STATE  
FILED

MAR 10 1970

ROBERT J.  
SECRETARY

*Robert J. Lehman, Jr.  
Po Box 930  
Milwaukee, Wis. 53202*

Form 18 - Sec. State

This certificate must be returned to the Secretary of State to complete the legal requirements.

77-15459

OFFICE OF  
REGISTER OF DEEDS

The undersigned, as Register of Deeds of \_\_\_\_\_ county, Wisconsin,  
certifies that, on the \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_, there was received and  
accepted for record in my office an instrument on behalf of

\_\_\_\_\_  
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such  
certificate as

\_\_\_\_\_  
(Show nature of instrument)

Witness my hand and official seal this \_\_\_\_\_ day of \_\_\_\_\_, 19\_\_\_\_

(Seal)

*James H. [Signature]*  
Register of Deeds

ARTICLES OF AMENDMENT OF ARTICLES  
OF INCORPORATION OF  
MANAGEMENT SYSTEMS, INC.

The undersigned, sole incorporator of Management Systems, Inc., a corporation duly organized and existing under and by virtue of the laws of the State of Wisconsin, does hereby certify:

First: The name of the corporation is Management Systems, Inc.

Second: The minimum amount of consideration required by Chapter 180 to be received before the corporation commences business has not been paid in.

Third: The undersigned incorporator of Management Systems, Inc., a corporation organized under the laws of Wisconsin, certifies:

a. The address of the present registered office (old office) of said corporation in Wisconsin is 626 East Wisconsin Avenue, Milwaukee, Wisconsin 53202, and the present registered agent (old agent) at such address is Robert A. Schnur.

b. The undersigned, the sole incorporator, has designated that the following shall hereafter be the registered office and registered agent:

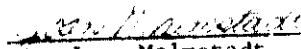
NEW Registered office

Employers Insurance of Wausau,  
2000 Westwood Drive  
Wausau, Wisconsin 54401

NEW Registered Agent

James T. Lundberg

IN WITNESS WHEREOF, I have this 7th day of August,  
1970, hereunto affixed my signature.

  
Joan Malmstadt  
Incorporator

No Seal

This instrument was drafted by  
Jerome H. Kringel.

Re: [illegible]  
[illegible] of [illegible] to [illegible]

M-15461

STATE OF WISCONSIN  
DEPARTMENT OF STATE  
FILED

NOV 27 1970

ROBERT C. ZIMMERMAN  
SECRETARY OF STATE

\$15.00

MAIL COPY TO:  
EMPLOYERS INSURANCE OF WISCONSIN  
2000 WESTWIND DRIVE,  
WAUSAU, WIS.  
54481

FORM 4 SEC STATE 1977  
Stock - AMENDMENT

State of Wisconsin  
SECRETARY OF STATE  
Madison, Wisconsin 53702

DOUGLAS LAFOURTE  
Secretary of State

Resolved That the corporation's name be changed to Management Systems of Wisconsin, Inc.  
and that the officers of the corporation are hereby authorized to take all action  
necessary or desirable to effectuate such change.

The undersigned Officers of Management Systems, Inc.

The foregoing amendment to the articles of incorporation of said corporation was adopted and approved by the holders of all shares entitled to vote at the meeting of the shareholders of said corporation held on the \_\_\_\_\_ day of \_\_\_\_\_ 19\_\_\_\_ by the following vote:

(See instruction 3 and 4)  
N/A

Class	Number of SHARES outstanding	Number of SHARES entitled to vote
Common		
Preferred		

VOTE ON ADOPTION	
Number of Proxies cast	Number of affirmative votes REQUIRED

(See instruction 6)

N/A

Executed in duplicate and filed with the Secretary of State on the 17th day of July 1978

(Add seal or state that there is none)

Richard J. Byron

This document was created by

Please print name and address

(See instruction 11)



MILW.

AMENDMENT STOCK

CHANGE NAME

1202

Mail Returned Copy to:

FILL IN THE NAME AND ADDRESS HERE:

Management Systems, Incorporated  
2000 Westwood Drive  
Wausau, Wisconsin 54401

SEAL OF THE REGISTER OF DEEDS  
TE

Form 14 Sec. State.

5243061

This certificate must be returned to the Secretary of State to complete the legal requirements.

OFFICE OF  
REGISTER OF DEEDS

The undersigned, as Register of Deeds of Milwaukee county, Wisconsin, certifies that, on the 12th day of August, 1975, there was received and accepted for record in my office an instrument on behalf of

Management Systems, Inc.  
(Name of Corporation)

which instrument bears the certificate of the Secretary of State of Wisconsin and is described in such certificate as

Articles of Incorporation and  
Amendment to Articles  
(Show nature of instrument)

Witness my hand and official seal this 12th day of August, 1975

(Seal)

Register of Deeds

Any statement made by the governmental agency which is drafted, is printed, typewritten, stamped or written thereon in a permanent form. The statement printed on this document, if completed, complies with this provision. This must be retained in the duplicate originals.



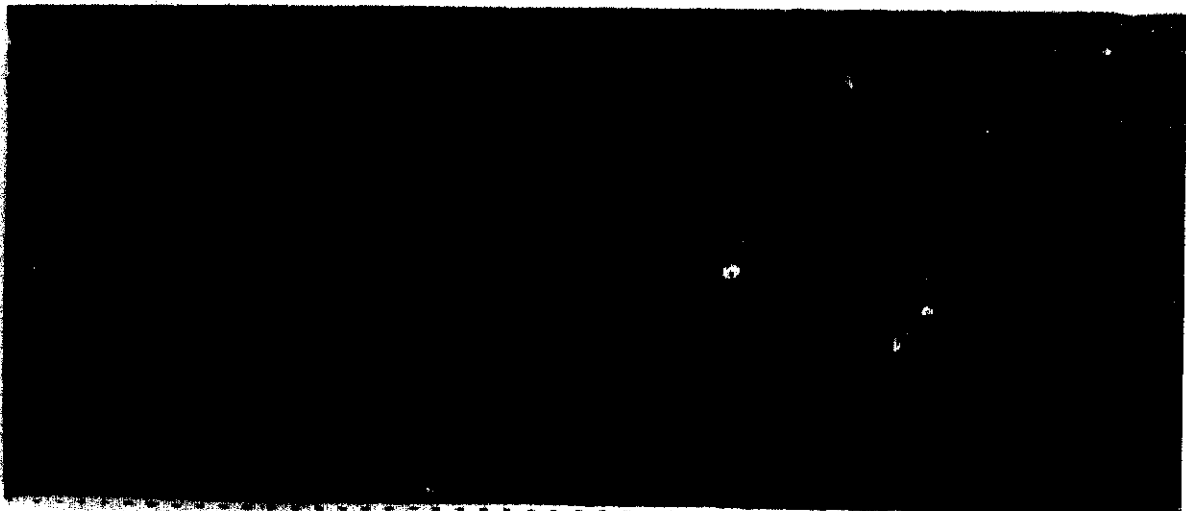
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The undersigned, as Register of Deeds of  
(COUNTY) **MARATHON**  
County, Wisconsin, certify that on  
(DATE) **21 Aug 1978**

for record in my office an instrument bearing the certificate of the Secretary of  
State of Wisconsin, described as  
Amendment to Articles of Incorporation of **MANAGEMENT SYSTEMS, OF WAUSAU, INC.**  
Articles of Merger  
Restated Articles of Incorporation  
Change of Registered Office and Agent  
**MANAGEMENT SYSTEMS, INC., chg name to MANAGEMENT SYSTEMS, OF WAUSAU, INC.**

Signature and official seal of

REGISTER OF DEEDS



OFFICE OF THE  
REGISTER OF DEEDS

181-4770

The undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original of the documents described as follows:

there was received and accepted for record the certificate of the Secretary of State of the State of Wisconsin, dated and described as follows:

- ( ) Articles of Incorporation
- ( ) Articles of Dissolution
- ( ) Articles of Consolidation
- ( ) Change of Registered Office

LIST CORPORATE  
NAMES HERE

MANUFACTURING COMPANY, INC.  
OF WISCONSIN

(S E A L) Witness my hand and official seal

*Douglas LaFollette*  
DOUGLAS LaFOLLETTE, Secretary of State

People's Office, 214 W. Washington Av.  
DOUGLAS LaFOLLETTE, Secretary of State  
214 W. Washington Av.  
Madison, Wisconsin 53702

\* Please identify documents by date and name of the person or entity.

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