

State of Idaho

Office of the Secretary of State

**CERTIFICATE OF REGISTRATION
OF
SHIFT HUMAN CAPITAL MANAGEMENT INC.**

File Number C 210408

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: July 11, 2016



Lawrence Denney
SECRETARY OF STATE
By *[Signature]*



FOREIGN REGISTRATION STATEMENT

Title 30, Chapter 21, Idaho Code

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

Complete and submit the form in duplicate.

2016 JUL 11 PM 1:47

SECRETARY OF STATE
STATE OF IDAHO

1. The name of the entity is: Shift Human Capital Management Inc.
2. The name which it shall use in Idaho is: _____
(Enter a name here, only if you are required to adopt an alternate name)
3. Select the type of entity you wish to register:

<input checked="" type="checkbox"/> Business Corporation	<input type="checkbox"/> General Partnership
<input type="checkbox"/> Nonprofit Corporation	<input type="checkbox"/> General Cooperative Association
<input type="checkbox"/> Limited Liability Partnership	<input type="checkbox"/> Limited Partnership (Including a limited liability limited partnership)
<input type="checkbox"/> Limited Liability Company	<input type="checkbox"/> 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: Wyoming
(Provide the domestic jurisdiction where the entity was formed)
5. The address of its principal office is:
1 Venture, Suite 150, Irvine, CA 92618
 (Street Address)

 (Mailing Address, if different)
6. The address of its domestic principal office (if required by the laws of the jurisdiction of formation) is:
108 E 17th St Suite 5005, Cheyenne, WY 82001
 (Street Address)

 (Mailing Address, if different)
7. The mailing address to which correspondence should be addressed, if different from item 5, is:

 (Address)
8. Name and street address of registered agent in Idaho:
CT Corporation System 921 S Orchard St, Suite G, Boise, Idaho
 (Name) (Address)
9. The name, capacity, and mailing address of at least one governor:
Scott W Absher CEO 1 Venture, Suite 150, Irvine, CA 92618
 (Name) (Capacity) (Address)

 (Name) (Capacity) (Address)

Typed Name: Scott W Absher
 Signature: [Signature]
 Capacity: CEO

Secretary of State use only

IDAHO SECRETARY OF STATE

07/11/2016 05:00

CK: PREPAID CT: 278665 BH: 1536971
 1@ 100.00 = 100.00 FOR REG ST #2
 1@ 20.00 = 20.00 CORP SUR #3
 1@ 20.00 = 20.00 EXPEDITE C #4

C210408

STATE OF WYOMING
Office of the Secretary of State

I, ED MURRAY, SECRETARY OF STATE of the STATE OF WYOMING, do hereby certify that according to the records of this office,

Shift Human Capital Management Inc.

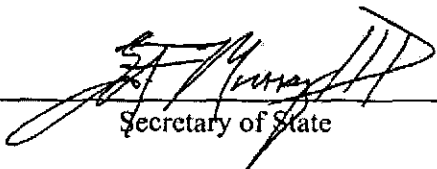
is a
Profit Corporation

formed or qualified under the laws of Wyoming did on **December 17, 2015**, comply with all applicable requirements of this office. Its period of duration is Perpetual. This entity has been assigned entity identification number **2015-000701994**.

This entity is in existence and in good standing in this office and has filed all annual reports and paid all annual license taxes to date, or is not yet required to file such annual reports; and has not filed Articles of Dissolution.

I have affixed hereto the Great Seal of the State of Wyoming and duly generated, executed, authenticated, issued, delivered and communicated this official certificate at Cheyenne, Wyoming on this 8th day of July, 2016 at 3:09 PM. This certificate is assigned 020543924.




Secretary of State

Notice: A certificate issued electronically from the Wyoming Secretary of State's web site is immediately valid and effective. The validity of a certificate may be established by viewing the Certificate Confirmation screen of the Secretary of State's website <http://wyobiz.wy.gov> and following the instructions displayed under Validate Certificate.