

State of Idaho

Office of the Secretary of State

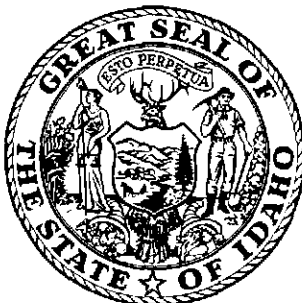
**CERTIFICATE OF AUTHORITY
OF
PAYOFF, INC.**

File Number C 206147

I, LAWRENCE DENNEY, 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: June 11, 2015



Lawrence Denney
SECRETARY OF STATE
By *Beatty*



APPLICATION FOR CERTIFICATE OF AUTHORITY (For Profit)

(Instructions on Back of Application)

2015 JUN 11 PM 1:52

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:
Payoff, Inc.
2. The name which it shall use in Idaho is: Payoff, Inc.
3. It is incorporated under the laws of: Delaware
4. Its date of incorporation is: 12/27/2011
5. The address of its principal office is:
3200 Park Center Drive, Suite 800, Costa Mesa, CA 92626
6. The address to which correspondence should be addressed, if different from item 5, is:
N/A
7. The street address of its registered office in Idaho is: Paracorp Incorporated
and its registered agent in Idaho at that address is: 921 S. Orchard Street, # G, Boise, ID 83705
8. The names and respective business addresses of its directors and officers are:

Name	Title	Business Address
<u>Scott Saunders</u>	<u>CEO</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>
<u>Leonard Moon</u>	<u>CFO</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>
<u>Christopher Hilliard</u>	<u>CCO</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>
<u>Joe Saunders</u>	<u>Chairman</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>
<u>Mohamed El-Erian</u>	<u>Director</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>
<u>Arianna Huffington</u>	<u>Director</u>	<u>3200 Park Center Drive, #800, Costa Mesa</u>

Dated: 06/08/2015

Signature:

Typed Name: Christopher Hilliard

Capacity: Cheif Compliance Office

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

Customer Acct # :

(if using pre-paid account)

Secretary of State use only

IDAHO SECRETARY OF STATE

06/11/2015 05:00

CK:PREPAID CT:221028 BH:1479478

1@ 100.00 = 100.00 AUTH PRO #2

1@ 20.00 = 20.00 EXPEDITE C #3

55ComplianceCorp
formidappocertificateauthority.pdf
Revised 03/2005

Web Form

C206147

Directors:

Sean Park

Jim Lane

All of the above operate out of a principal business address located at 3200 Park Center Drive, Suite 800, Costa Mesa, CA 92626.

Delaware

PAGE 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "PAYOFF, 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 NINETEENTH DAY OF MAY, A.D. 2015.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "PAYOFF, INC." WAS INCORPORATED ON THE NINTH DAY OF MARCH, A.D. 2009.


AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



4663233 8300

150716226

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


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2392452

DATE: 05-19-15