

Filing and License Fee: \$310.00 minimum

ID Number: _____



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Corporations Division
148 W. River Street
Providence, Rhode Island 02904-2615

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BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is Blackhawk Network California, Inc.

2. It is incorporated under the laws of California

3. The name, if different, which it elects to use in Rhode Island is:
(a) *If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation," "company," "incorporated," or "limited," or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:*
n/a

(b) *If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:*
n/a

4. The date of its incorporation is March 28, 2007 and the period of its duration is perpetual

5. The address of its principal office in the state or country under the laws of which it is incorporated is _____
6220 Stoneridge Mall Road, Pleasanton, CA 94588

6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard, Suite 200
(Street Address, not P.O. Box)
Warwick, RI 02888 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company
(Name of Agent)

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7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
money transfer and payment services

8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Talbott Roche</u>	<u>6220 Stoneridge Mall Road, Pleasanton, CA 94588</u>
Director	<u>Jerry N. Ulrich</u>	<u>same as above</u>
Director	<u>David E. Durant</u>	<u>same as above</u>
Director	_____	_____

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Talbot Roche	6220 Stoneridge Mall Road, Pleasanton, CA 94588
Vice President	David E. Durant	same as above
Treasurer	Jerry N. Ulrich	same as above
Secretary	David E. Durant	same as above

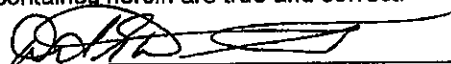
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1,000	Common	n/a	without par value

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 354,000*.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0*.
- (c) An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located, is 0.00* %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
11. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 2,017,000*.
- (b) An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year is \$ 7,707*.
- (c) An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year is 0.38* % [divide (b) by (a) and multiply by 100 to obtain the percentage]. ** as of end of year 1 operations.*
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 11/09/05



Signature of Authorized Officer of the Corporation

David E. Durant, Group Vice President & Secretary

Type or Print Name of Authorized Officer

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

BLACKHAWK NETWORK CALIFORNIA, INC.

FILE NUMBER: C2975811
FORMATION DATE: 03/28/2007
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to exercise
all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of November 03, 2009.

Debra Bowen

DEBRA BOWEN
Secretary of State



November 12, 2009

VIA ELECTRONIC TRANSMISSION

Rhode Island Secretary of State
Business Filings Division

Re: Consent to Use Name

To Whom It May Concern:

Blackhawk Network, Inc. hereby gives consent to Blackhawk Network California, Inc., its affiliated company, to use the name "Blackhawk Network California, Inc." in the State of Rhode Island.

Feel free to contact me at 925-226-9051 or suzan.rowland@bhnetwork.com if you have any questions or need additional information.

Sincerely yours,

A handwritten signature in cursive script that reads "Suzan S. Rowland".

Suzan S. Rowland
Assistant Secretary

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State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly
executed in accordance with the provisions of Title 7 of the General Laws
of Rhode Island, as amended, has been filed in this office on this day:

A handwritten signature in black ink that reads "A. Ralph Mollis".

A. RALPH MOLLIS

Secretary of State

