

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

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, Inc.

2. It is incorporated under the laws of Arizona

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:*

(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:*

4. The date of its incorporation is July 14, 2003 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 _____
c/o 2338 W. Royal Palm Road, Suite J, Phoenix, AZ 85021

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)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
marketing and distribution of third-party stored value cards to retails sales outlets

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>Steven A. Burd</u>	<u>5918 Stoneridge Mall Road, Pleasanton, CA 94588</u>
Director	<u>David E. Durant</u>	<u>6220 Stoneridge Mall Road, Pleasanton, CA 94588</u>
Director	<u>Donald D. Kingsborough</u>	<u>6220 Stoneridge Mall Road, Pleasanton, CA 94588</u>
Director	<u>Jerry N. Ulrich</u>	<u>6220 Stoneridge Mall Road, Pleasanton, CA 94588</u>

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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	<u>See Attachment A</u>	<u></u>
Vice President	<u></u>	<u></u>
Treasurer	<u></u>	<u></u>
Secretary	<u></u>	<u></u>

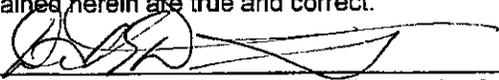
9. The aggregate number of shares which it has authority to issue, itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
<u>140,000,000</u>	<u>Common</u>	<u>n/a</u>	<u>\$0.001 per share</u>
<u>10,000,000</u>	<u>Preferred</u>	<u>n/a</u>	<u>\$0.001 per share</u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 27,500,000.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ zero.
- (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 0.0%. [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 \$ 3,780,000,000.
- (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 \$ 9,800,000.
- (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 0.3% [divide (b) by (a) and multiply by 100 to obtain the percentage].
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: 11/13/08


 Signature of Authorized Officer of the Corporation
David E. Durant
 Type or Print Name of Authorized Officer

**Attachment A
to
Application For Certificate of Authority
Blackhawk Network, Inc.**

Item 8b. Principal Officer Information

OFFICERS

<u>Title</u>	<u>Name</u>	<u>Business Address</u>
President	Donald D. Kingsborough	6220 Stoneridge Mall Road Pleasanton, CA 94588
Vice President	David E. Durant	6220 Stoneridge Mall Road Pleasanton, CA 94588
Treasurer	Jerry N. Ulrich	6220 Stoneridge Mall Road Pleasanton, CA 94588
Acting Secretary	David E. Durant	6220 Stoneridge Mall Road Pleasanton, CA 94588

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION
CERTIFICATE OF GOOD STANDING

To all to whom these presents shall come, greeting: I, Brian C. McNeil, Executive Director of the Arizona Corporation Commission, do hereby certify that

*****BLACKHAWK NETWORK, INC.*****

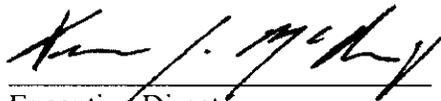
a domestic corporation organized under the laws of the State of Arizona, did incorporate on July 14, 2003.

I further certify that according to the records of the Arizona Corporation Commission, as of the date set forth hereunder, the said corporation is not administratively dissolved for failure to comply with the provisions of the Arizona Business Corporation Act; and that its most recent Annual Report, subject to the provisions of A.R.S. sections 10-122, 10-123, 10-125 & 10-1622, has been delivered to the Arizona Corporation Commission for filing; and that the said corporation has not filed Articles of Dissolution as of the date of this certificate.

This certificate relates only to the legal existence of the above named entity as of the date issued. This certificate is not to be construed as an endorsement, recommendation, or notice of approval of the entity's condition or business activities and practices.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission. Done at Phoenix, the Capital, this 14th Day of November, 2008, A. D.




Executive Director

Order Number: 286062



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

