

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
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 TruHearing, Inc.
2. It is incorporated under the laws of Utah
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 September 10, 2003 and the period of its duration is perpetual.
5. The address of its principal office is 9071 S. 1300 West, Suite 100, West Jordan, UT 84088
6. The address of its proposed registered office in Rhode Island is 222 Jefferson Boulevard
(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 National Corporate Research, Ltd.
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Sale of Hearing Aids and Health Discount Plan
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>See attached.</u>	
Director	_____	_____
Director	_____	_____
Director	_____	_____

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By [Signature] 148018

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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	See attached.	
Vice President		
Treasurer		
Secretary		

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>
50,000,000 Common	N/A	N/A	no par value
10,000,000 Preferred	N/A	N/A	no par value

10. (a) \$ 150,000.00 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0.00 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = 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. {divide (b) by (a) and multiply by 100 to obtain the percentage}
11. (a) \$ 10,000,000.00 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 15,000.00 = 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.
- (c) 0.15% = 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. {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 Upon qualification

Date: July 7, 2011

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.

Rebecca Chase
Signature of Authorized Officer of the Corporation

Rebecca Chase
Type or Print Name of Authorized Officer

**ATTACHMENT
APPLICATION FOR CERTIFICATE OF AUTHORITY
STATE OF RHODE ISLAND
TRUHEARING, INC.**

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).

Directors:

Lindsay T. Atwood
9071 South 1300 West, Suite 100
West Jordan, UT 84088

Scott Frazier
9071 South 1300 West, Suite 100
West Jordan, UT 84088

Stephen Dean Bench
9071 South 1300 West, Suite 100
West Jordan, UT 84088

- (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).

Officers:

Lindsay T. Atwood
CEO
9071 South 1300 West, Suite 100
West Jordan, UT 84088

Scott Frazier
President
9071 South 1300 West, Suite 100
West Jordan, UT 84088

Roxann D. Schrader
Vice President and Secretary
9071 South 1300 West, Suite 100
West Jordan, UT 84088

Rebecca Gail Chase
Vice President
9071 South 1300 West, Suite 100
West Jordan, UT 84088



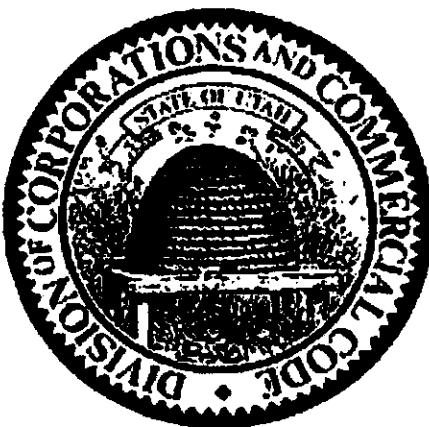
Utah Department of Commerce
Division of Corporations & Commercial Code
160 East 300 South, 2nd Floor, PO Box 146705
Salt Lake City, UT 84114-6705
Service Center: (801) 530-4849
Toll Free: (877) 526-3994 Utah Residents
Fax: (801) 530-6438
Web Site: <http://www.commerce.utah.gov>

07/06/2011
5395826-014207062011-2206795

CERTIFICATE OF EXISTENCE

Registration Number: 5395826-0142
Business Name: TRUHEARING, INC.
Registered Date: September 10, 2003
Entity Type: Corporation - Domestic - Profit
Current Status: Good Standing

The Division of Corporations and Commercial Code of the State of Utah, custodian of the records of business registrations, certifies that the business entity on this certificate is authorized to transact business and was duly registered under the laws of the State of Utah. The Division also certifies that this entity has paid all fees and penalties owed to this state; its most recent annual report has been filed by the Division (unless Delinquent); and, that Articles of Dissolution have not been filed.



Kathy Berg

Kathy Berg
Director
Division of Corporations and Commercial Code



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. RALPH MOLLIS

Secretary of State

