

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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV
2011 AUG 11 AM 10:48

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 Ceridian Corporation
2. It is incorporated under the laws of Delaware
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 August 8, 2000 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 _____
3311 E. Old Shakopee Road, Minneapolis, MN 55425
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:
Provider of human resource outsourcing and related 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>See Attachment 1</u>	_____
Director	_____	_____
Director	_____	_____
Director	_____	_____

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BY _____

(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 1</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>100,000</u>	<u>Common</u>	<u></u>	<u>\$0.01 per share</u>
<u></u>	<u></u>	<u></u>	<u></u>

10. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ Approx \$14.5 million.
- (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%. [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 \$ \$580 million.
- (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 \$ 0.
- (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% [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: AUGUST 10, 2011

Michael W. Sheridan

Signature of Authorized Officer of the Corporation

Michael W. Sheridan, Exec.VP, General Counsel & Secretary

Type or Print Name of Authorized Officer

ATTACHMENT 1**Ceridian Corporation
Officers and Directors**

Officers and Directors		
Name	Title	Address
Alan L. Stinson	Director	601 Riverside Ave., Jacksonville, FL 32204
Scott L. Jaeckel	Director	100 Federal St., 35th Floor, Boston, MA 02110
Soren L. Oberg	Director	100 Federal St., 35th Floor, Boston, MA 02110
Stuart C. Harvey Jr.	Director	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Thomas M. Hagerty	Director	100 Federal St., 35th Floor, Boston, MA 02110
William P. Foley II	Director	601 Riverside Ave., Jacksonville, FL 32204
Stuart C. Harvey Jr.	Chief Executive Officer & President	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Gregory J. Macfarlane	Executive Vice President & Chief Financial Officer	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Alan L. Stinson	Executive Vice President	601 Riverside Ave., Jacksonville, FL 32204
Kairus K. Tarapore	Executive Vice President - Human Resources	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Michael F. Shea	Executive Vice President - Quality & Service Operations	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Michael W. Sheridan	Executive Vice President, General Counsel & Secretary	5301 Maryland Way, Brentwood, TN 37027
Ralph T. Flees	Senior Vice President & Controller	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
David B. Kuhnau	Senior Vice President & Treasurer	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Albert J. Bart	Senior Vice President & Assistant Secretary	5301 Maryland Way, Brentwood, TN 37027
Ann C. Shaw	Senior Vice President & Assistant Secretary	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Jurgen K. Adam	Vice President - Corporate Tax	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Karen Pehler-Shaw	Assistant Secretary	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Michael L. Gravelle	Assistant Secretary	601 Riverside Ave., Jacksonville, FL 32204
Timothy G. Farley	Assistant Secretary	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Nancy A. Stewart	Assistant Treasurer	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Nicholas D. Cucci	Assistant Treasurer	3311 E. Old Shakopee Rd. Minneapolis, MN 55425
Patrick Farenga	Assistant Treasurer	601 Riverside Ave., Jacksonville, FL 32204

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERIDIAN CORPORATION" 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 TWENTY-FIRST DAY OF JULY, A.D. 2011.

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

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




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 8917313

DATE: 07-21-11



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

