

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 02904-2815

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2015 JUN -2 PM 2:42
SECRETARY OF STATE
CORPORATIONS DIV

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 IS Holdings, Inc.
2. It is incorporated under the laws of Georgia
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 09/28/2009 and the period of its duration is Perpetual
5. The address of its principal office is 2 Ravinia, Suite 270, Atlanta, GA 30346
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A
(Street Address, not P.O. Box)
East Providence, RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is CT Corporation System
(Name of Agent)

7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Payroll Processing Notwithstanding the foregoing, the purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized to do business under the laws of its jurisdiction of incorporation.
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>Eric Stein</u>	<u>2 Ravinia, Suite 270, Atlanta, GA 30346</u>
Director	<u>See attached</u>	
Director		
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). **SEE ATTACHMENT**

	<u>Name</u>	<u>Address</u>
President	<u>See attached</u>	
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>
<u>125</u>	<u>Common</u>	_____	<u>0.00</u>
_____	_____	_____	_____
_____	_____	_____	_____

10. (a) \$ 5000.0000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0.0000 = 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) \$ 0.0000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 0.0000 = 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) _____ % = 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 _____

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: 5/28/15



Signature of Authorized Officer of the Corporation

Jose Castellanos, Vice President

Type or Print Name of Authorized Officer

**Attachment to Rhode Island
Officers & Directors**

- | | | |
|---|-------------------|-----------------------|
| 1 | Full Name: | Eric Stein |
| | Officer/Director: | Officer, Director |
| | Officer's Title: | CEO |
| | Business Address: | 2 Ravinia , Suite 270 |
| | City: | Atlanta |
| | State: | GA |
| | ZIP Code: | 30346 |
| 2 | Full Name: | Mike Johnson |
| | Officer/Director: | Officer |
| | Officer's Title: | CFO |
| | Business Address: | 2 Ravinia , Suite 270 |
| | City: | Atlanta |
| | State: | GA |
| | ZIP Code: | 30346 |

POWER OF ATTORNEY

NOTICE IS HEREBY GIVEN THAT IS Holdings, Inc ("Corporation"), a Corporation incorporated under the laws of the state of Georgia, does hereby appoint Crystal McKenzie, Christine Rein, Kelly Lettmann, Michelle Donato, Laura Louis, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Dana Young, Britni Wige, Erin Franceschi, Sarah Revelle, Ryan Nelson, Traci Houck, Jose Castellanos, Shannon Heausler, Jennifer Kurz, Eddie Woods, Sierra Burris, Angela Lamaruggine employees of CT Corporation and acting solely in the capacity as employees of CT Corporation, as attorney-in-fact for the Corporation to act for the Corporation and in the Corporation's name for the limited purposes authorized herein.

The Corporation and the subsidiary entities listed, having taken all necessary steps to authorize the changes, hereby grants its attorney-in-fact the power to execute the documents necessary to qualify the Corporation in any state, file annual reports, annual registrations and forms of similar import as directed and authorized by the Corporation.

In the execution of any documents necessary for the sole, limited purpose, set forth herein, Crystal McKenzie, Christine Rein, Kelly Lettmann, Michelle Donato, Laura Louis, Mandy Hendricks, Dareth Jeffers, Russell Kopp, Collin Menkhus, Alan Stachura, Dana Young, Britni Wige, Erin Franceschi, Sarah Revelle, Ryan Nelson, Traci Houck, Jose Castellanos, Shannon Heausler, Jennifer Kurz, Eddie Woods, Sierra Burris, Angela Lamaruggine shall exercise the power of Vice President or Secretary.

This Power of Attorney expires when revoked by the undersigned.

IN WITNESS WHEREOF the undersigned has executed this Power of Attorney on this 5/8/15

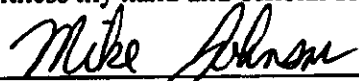
IS Holdings, Inc
A Georgia Corporation

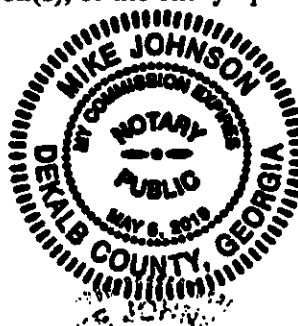
By: 
Name: Eric Stein
Title: CEO

State of Georgia
County of DeKalb

On 5/8/15, before me, the undersigned, a Notary Public in and for said State, personally appeared Eric Stein CEO personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me he/she/they executed the same in his/her/their authorized capacity (ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed this instrument.

Witness my hand and official seal.


Mike Johnson Notary Public



STATE OF GEORGIA

Secretary of State
Corporations Division
313 West Tower
#2 Martin Luther King, Jr. Dr.
Atlanta, Georgia 30334-1530

CONTROL NUMBER : 09068015
DATE INC/AUTH/FILED : September 28, 2009
JURISDICTION : Georgia
PRINT DATE : June 01, 2015

CERTIFICATE OF EXISTENCE

I, Brian P. Kemp, the Secretary of State of the State of Georgia, do hereby certify under the seal of my office that

IS HOLDINGS, INC.
A Domestic For-Profit Corporation

was formed in the jurisdiction stated above or was authorized to transact business in Georgia on the above date. Said entity is in compliance with the applicable filing and annual registration provisions of Title 14 of the Official Code of Georgia Annotated and has not filed articles of dissolution, certificate of cancellation or any other similar document with the office of the Secretary of State.

This certificate relates only to the legal existence of the above-named entity as of the date issued. It does not certify whether or not a notice of intent to dissolve, an application for withdrawal, a statement of commencement of winding up or any other similar document has been filed or is pending with the Secretary of State.

This certificate is issued pursuant to Title 14 of the Official Code of Georgia Annotated and is prima-facie evidence that said entity is in existence or is authorized to transact business in this state.



B. P. Kemp

Brian P. Kemp
Secretary of State



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, 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:

Nellie M. Gorbea
Secretary of State

