



State of Rhode Island and Providence Plantations  
**Department of State - Business Services Division**

**Certificate of Authority**  
**FOREIGN Non-Profit Corporation**

→ Filing Fee: \$50.00

Pursuant to the provisions of RIGL 7-6-74, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is:		
<b>BLOOM BENEFITS ASSOCIATION, INC.</b>		
If this name is unavailable in Rhode Island, the corporation's elected name is:		
2. It is incorporated under the laws of: <b>Delaware</b>		
3. The date of its incorporation is:	<b>2/9/2016</b>	
And the period of its duration is: CHECK ONLY ONE BOX		
<input checked="" type="checkbox"/> Perpetual (on-going)		
<input type="checkbox"/> Date certain for dissolution _____		
4. The address of its principal place of business is:		
<b>One Pointe Drive, #120 Brea, CA 92821</b>		
5. The name and address of the initial registered agent/office in Rhode Island is:		
Agent Name <b>Corporate Creations Network Inc.</b>		
Street Address (NOT a P.O. Box) <b>10 Dorrance Street #700</b>		
City/Town <b>Providence</b>	State <b>RHODE ISLAND</b>	Zip Code <b>02903</b>
6. List the specific purposes for transacting business in Rhode Island:		
<b>Health &amp; Wellness benefits offerings.</b>		
Check the box to indicate an attachment. <input type="checkbox"/>		

MAIL TO:  
Division of Business Services  
148 W. River Street, Providence, Rhode Island 02904-2615  
Phone: (401) 222-3040  
Website: www.sos.ri.gov

**FILED**

**NOV 10 2016**

By **2288245**

FORM 250 - Revised: 08/2016

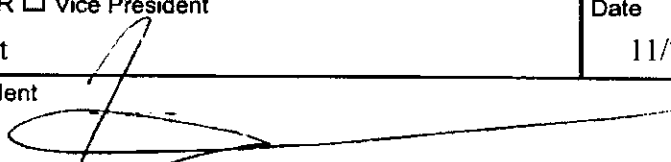
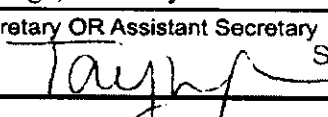
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R.I. DEPT. OF STATE  
BUS. SVCS. DIV.  
2016 NOV 10 PM 12:41

7. The names and respective addresses of its directors and officers are:		
OFFICE	NAME	ADDRESS
Director	Dave Wilson	One Pointe Drive, #120 Brea, CA 92821
Director	Audrey Bridges	One Pointe Drive, #120 Brea, CA 92821
Director	Lisa Collier	One Pointe Drive, #120 Brea, CA 92821
President	Lisa Collier	One Pointe Drive, #120 Brea, CA 92821
Vice President		
Treasurer	Audrey Bridges	One Pointe Drive, #120 Brea, CA 92821
Secretary	Bradley Wilson	One Pointe Drive, #120 Brea, CA 92821

Check the box to indicate an attachment. ☐

8. This application must be accompanied by Certified Copies of its Articles of Incorporation and ALL Amendments issued by the proper officer of the state or country under the laws of which it is incorporated that is dated within 60 days of the filing of this document.

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

Type or Print Name of <input type="checkbox"/> President OR <input type="checkbox"/> Vice President	Date
Tim Pratts, Attorney-in-Fact	11/7/2016
Signature of President OR Vice President	
	
Type of Print Name of <input type="checkbox"/> Secretary OR <input type="checkbox"/> Assistant Secretary	Date
Taylor Page, Attorney-in-Fact	11/7/2016
Signature of Secretary OR Assistant Secretary	
	

SIGN DOCUMENT HERE

**TWO SIGNATURES ARE REQUIRED**

If you have any questions, please call us at (401) 222-3040, Monday through Friday, between 8:30 a.m. and 4:30 p.m., or email [corporations@sos.ri.gov](mailto:corporations@sos.ri.gov).

FORM 250 - Revised: 08/2016

# Delaware

The First State

Page 1

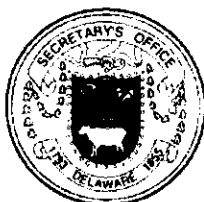
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "BLOOM BENEFITS ASSOCIATION, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE NINTH DAY OF FEBRUARY, A.D. 2016, AT 3:08 O`CLOCK P.M.

CERTIFICATE OF AMENDMENT, CHANGING ITS NAME FROM "EMPLOYERS' AND PROFESSIONALS BENEFITS MANAGEMENT ASSOCIATION, INC." TO "BLOOM BENEFITS ASSOCIATION, INC.", FILED THE TWENTY-EIGHTH DAY OF MARCH, A.D. 2016, AT 12:56 O`CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "BLOOM BENEFITS ASSOCIATION, INC.".



5959516 8100H  
SR# 20166511870

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203286151  
Date: 11-04-16

# Delaware

The First State

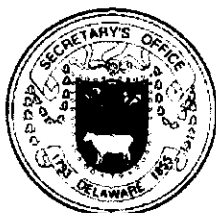
Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "BLOOM BENEFITS ASSOCIATION, INC." 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 FOURTH DAY OF NOVEMBER, A.D. 2016.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION IS AN EXEMPT CORPORATION.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "BLOOM BENEFITS ASSOCIATION, INC." WAS INCORPORATED ON THE NINTH DAY OF FEBRUARY, A.D. 2016.



5959516 8300C

SR# 20166511870

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 203286150

Date: 11-04-16

STATE OF DELAWARE  
CERTIFICATE OF INCORPORATION  
A NON-STOCK CORPORATION

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 03:08 PM 02/09/2016  
FILED 03:08 PM 02/09/2016  
SR 20160692144 - File Number 5959516

**First:** The name of the Corporation is Employers' and Professionals Benefits Management Association, Inc.

**Second:** Its Registered Office in the State of Delaware is to be located at 2140 S. Dupont Highway, in the City of Camden, County of Kent 19934. The name of the registered agent is Paracorp Incorporated.

**Third:** The purpose of the corporation is to engage in any lawful act of activity for which corporations may be organized under the General Corporation Law of Delaware. This Corporation shall be a nonprofit corporation. This Corporation is organized and shall be operated exclusively as a business league, within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

**Fourth:** The Corporation shall not have any capital stock.

**Fifth:** The Corporation shall have members. The conditions of membership will be stated in the Bylaws.

**Sixth:** The name and mailing address of the Incorporator is as follows: Robert J. Lamm, 2424 SE Bristol St. Ste. 300, Newport Beach, CA 92660.

**Seventh:** No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes and objects set forth in Article Third hereof.

**Eighth:** The regulation of the internal affairs of the Corporation shall be carried on through its Board of Directors and prescribed according to its Bylaws; the manner of their election or appointment, other than the initial Board of Directors provided for herein, shall be provided in the Bylaws. In furtherance and not in limitation of the powers conferred by statute, the Corporation is expressly authorized to carry on its business and to hold annual or special meetings of its Board of Directors in any country or in any of the states, territories or possessions of the United States, or the District of Columbia.

**Ninth:** The private property of the incorporators, directors and officers shall not be subject to the payment of corporate debts to any extent whatever.

**Tenth:** Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt under Section 501(c)(6) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

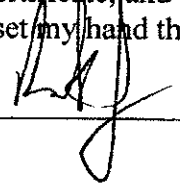
**Eleventh:** Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the Corporation and which are then qualified for exemption from federal income taxes as organizations described in Section 501(c)(3) or Section 501(c)(6) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent federal tax laws).

**Twelfth:** The Corporation reserves the right to amend, change or repeal any provision contained in these Articles of Incorporation or to merge or consolidate this corporation with any other nonprofit corporation in the manner now or hereafter prescribed by statute, provided, however, that any such action shall be calculated exclusively to carry out the objects and purposes for which the corporation is formed, and all rights herein conferred or granted shall be subject to this reservation.

**Thirteenth:** The number of directors constituting the initial Board of Directors is [three (3)], but the number of directors may be increased or decreased in the manner set forth in the Bylaws, provided that the number shall not be less than three. The names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
Dave Wilson	711 East Imperial Highway, Suite 100, Brea, CA 92821
Audrey Bridges	711 East Imperial Highway, Suite 100, Brea, CA 92821
Lisa Collier	711 East Imperial Highway, Suite 100, Brea, CA 92821

I, The Undersigned, for the purpose of forming a corporation under the laws of the State of Delaware, do make, file and record this Certificate, and do certify that the facts herein stated are true, and I have accordingly hereunto set my hand this 9<sup>th</sup> day of February, A.D. 2016.

BY:   
(Incorporator)

NAME: ROBERT J. LAMM

**STATE OF DELAWARE**  
**CERTIFICATE OF AMENDMENT**  
**(A CORPORATION WITHOUT CAPITAL STOCK)**

The corporation, Employers' and Professionals Benefits Management Association, Inc., organized and existing under the laws of the State of Delaware, hereby certifies as follows:


(1) That at a meeting of the vote of the members of the governing body was taken for and against the amendment to the Certificate of Incorporation and a majority of members agreed to said Amendment being as follows:

Paragraph First shall be amended in its entirety as follows:

**"First:** The name of the Corporation is Bloom Benefits Association, Inc."

(2) That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this 24th day of March, A.D. 2016

By:   
Dave Wilson, President  
Employers' and Professionals Benefits  
Management Association, Inc.

### Limited Power of Attorney

The undersigned officer of BLOOM BENEFITS ASSOCIATION, INC., a Delaware entity ("the Company"), appoints Tim Pratts and Taylor Page as attorney-in-fact for the Company and its subsidiaries for the limited purposes authorized in this Limited Power of Attorney. Ryan Mulligan, Special Secretary grants to the attorney-in-fact the power to execute the documents necessary to change the registered agent, change of address, amendments, fictitious name registrations, fictitious name renewals, qualifications, annual reports, amended annual reports, initial reports, withdraw, dissolve, reinstate or form the Company and its subsidiaries. The named individuals shall act in such office and with such authority as is required to effect the changes contemplated in this Limited Power of Attorney.

This Limited Power of Attorney expires on the earlier of (a) the filing of change of registered agents and/or change of address and/or amendments and/or fictitious name registrations and/or fictitious name renewals and/or qualifications and/or annual reports and/or amended annual reports and/or initial reports and/or withdraw and/or dissolve and/or formations and/or reinstate for the Company and its subsidiaries or (b) six months after the Effective Date set forth below. The Company may revoke this Power of Attorney at any time by written notice to Corporate Creations, 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

The undersigned has executed this Limited Power of Attorney effective as of this 7th day of November 2016.

BLOOM BENEFITS ASSOCIATION, INC.

By: 

Name: Ryan Mulligan  
Title: Special Secretary

STATE OF Florida

COUNTY OF Palm Beach

Subscribed and sworn to before me this 7th day of November 2016.

  
Notary Public

