

F100000000930

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TriNet HR II, Inc.

Name of Corporation

DOCUMENT NUMBER: F10000000930

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Simone Gravesande

Name of Contact Person

TriNet HR III-B, Inc. (FKA) TriNet HR II, Inc.

Firm/Company

1100 San Leandro Blvd., Suite 400

Address

San Leandro, CA 94577

City/State and Zip Code

simone.gravesande@trinet.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Simone Gravesande

Name of Contact Person

at (646) 356-8632

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35.00 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2017

SIMONE GRAVESANDE
TRINET HR CORPORATION
1100 SAN LEANDRO BLVD - STE. 400
SAN LEANDRO, CA 94577

SUBJECT: TRINET HR II, INC.
Ref. Number: F10000000930

We have received your document for TRINET HR II, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 717A00002078

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F10000000930

(Document number of corporation (if known))

FILED
2017 FEB 14 PM 2:05
SECTION 1
TALLAHASSEE, FLORIDA

1. TriNet HR II, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. Delaware

(Incorporated under laws of)

3. 02/23/2010

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____

5. TriNet HR III-B, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

W Porter

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

William Porter

(Typed or printed name of person signing)

CFO

(Title of person signing)

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TRINET HR II, INC.", CHANGING ITS NAME FROM "TRINET HR II, INC." TO "TRINET HR III-B, INC.", FILED IN THIS OFFICE ON THE NINETEENTH DAY OF DECEMBER, A.D. 2016, AT 4:36 O'CLOCK P.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID RESTATED CERTIFICATE IS THE FIRST DAY OF JANUARY, A.D. 2017 AT 4:36 O'CLOCK P.M.



2416373 8100
SR# 20170501778

You may verify this certificate online at 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: 201946641
Date: 01-27-17

TRINET HR II, INC.

RESTATED CERTIFICATE OF INCORPORATION

The undersigned, TriNet HR II, Inc., a corporation organized and existing under and by virtue of the Delaware General Corporation Law, hereby certifies as follows:

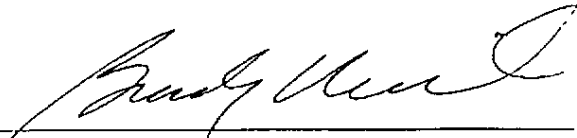
1. The name of this corporation immediately prior to January 1, 2017 is TriNet HR II, Inc.
2. The name of this corporation as of January 1, 2017 is changed to TriNet HR III-B, Inc.
3. The original Certificate of Incorporation of the corporation was filed with the Secretary of State of Delaware on December 18, 2009.
4. The corporation was converted from a limited partnership on December 18, 2009. The original name of the limited partnership was Staff Leasing II, L.P. and the original certificate of limited partnership was filed with the Secretary of State of Delaware on July 14, 1994. The limited partnership was subsequently renamed Gevity HR II, L.P. by a certificate of amendment filed with the Secretary of State of Delaware on August 3, 2001.
5. The Restated Certificate of Incorporation in the form of **Exhibit A** attached hereto has been duly adopted by the board of directors and sole stockholder of the corporation in accordance with the provisions of Sections 242, 245 and 228 of the Delaware General Corporations Law.
6. The text of the Restated Certificate of Incorporation as heretofore amended or supplemented is hereby restated and further amended to read in its entirety as set forth in **Exhibit A** attached hereto.

[Signature Page Follows]

IN WITNESS WHEREOF, this Restated Certificate of Incorporation has been signed
December 7, 2016.

TRINET HR II, INC.

By:



Brady Mickelsen
Secretary

EXHIBIT A

RESTATED CERTIFICATE OF INCORPORATION

of

TRINET HR III-B, INC.

FIRST

The name of this corporation is TriNet HR III-B, Inc. (the "**Company**").

SECOND

The address of the Company's registered office in the State of Delaware is 3411 Silverside Road #104, Rodney Building, City of Wilmington, County of New Castle, Delaware 19810. The name of its registered agent at such address is Corporate Creations Network Inc.

THIRD

The purpose of this corporation is to engage in the lawful act or activity for which a corporation may be organized under the General Corporation Law of Delaware.

FOURTH

The Company is authorized to issue only one class of stock, to be designated Common Stock. The total number of shares of Common Stock presently authorized is one thousand (1,000), par value one tenth of one cent (\$0.001) per share.

FIFTH

The Board of Directors shall have the power to adopt, amend and repeal the bylaws of the Company (except insofar as the bylaws of the Company as adopted by action of the stockholders of the Company shall otherwise provide). Any bylaws made by the directors under the powers conferred hereby may be amended or repealed by the directors or by the stockholders, and the powers conferred in this Article FIFTH shall not abrogate the right of the stockholders to adopt, amend and repeal bylaws.

SIXTH

Election of directors need not be by written ballot unless the bylaws of the Company shall so provide.

SEVENTH

The Company reserves the right to amend the provisions in this Restated Certificate of Incorporation and in any certificate amendatory hereof in the manner now or hereafter prescribed by law and this Restated Certificate of Incorporation, and all rights conferred on stockholders or others hereunder or thereunder are granted subject to such reservation.

EIGHTH

A. To the fullest extent permitted by the Delaware General Corporation Law as the same exists or as may hereafter be amended, no director of the Company shall be personally liable to the Company or its stockholders for monetary damages for breach of fiduciary duty as a director. If the Delaware General Corporation Law is amended after the filing of this Restated Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Company shall be eliminated or limited to the fullest extent permitted by the Delaware General Corporation Law as so amended.

B. To the fullest extent permitted by applicable law, the Company may indemnify (and advance expenses to) any person made or threatened to be made a party to an action or proceeding whether criminal, civil, administrative or investigative, by reason of the fact that he/she, his/her testator or intestate is or was an agent, director, officer or employee of the Company or any predecessor of the Company or serves or served at any other enterprise as an agent, director, officer or employee at the request of the Company or any predecessor to the Company to the same extent as permitted by law.

C. Neither any amendment nor repeal of this Article EIGHTH, nor the adoption of any provision of the Company's Certificate of Incorporation inconsistent with this Article EIGHTH, shall eliminate or reduce the effect of this Article EIGHTH in respect of any matter occurring or any action or proceeding accruing or arising or that, but for this Article EIGHTH, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

D. The Company may maintain insurance, at its expense, to protect itself and any agent, director, officer, employee or agent of the Company or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Company would have the power to indemnify such person against such expense, liability or loss under the Delaware General Corporation Law.