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MD 3/25



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 572812 7393788

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 70.00

ORDER DATE : March 15, 2013

ORDER TIME : 3:18 PM

ORDER NO. : 572812-050

CUSTOMER NO: 7393788

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TALLAHASSEE, FLORIDA

FOREIGN FILINGS

NAME: CERIDIAN HCM, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER: \_\_\_\_\_

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

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1. Ceridian HCM, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware 3. 59-3228107  
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 01/28/2013 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640  
(Principal office address)  
3311 East Old Shakopee Road, Minneapolis, MN 55425-1640  
(Current mailing address)

8. Provider of human capital management software service solutions  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

Tallahassee, Florida 32301  
(City) (Zip code)

10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Corporation Service Company

By: Michelle Flannery  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman: See Attached

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

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**B. OFFICERS**

President: See Attached

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. \_\_\_\_\_

*Timothy Farley* 3/12/13

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Timothy G. Farley, VP - Tax

(Typed or printed name and capacity of person signing application)

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Corporate Officers

	Name	Title
Name Business Address Residential Address	Stuart C. Harvey, Jr. 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 4503 Edina Blvd, Edina, MN 55424	Chief Executive Officer & President
Name Business Address Residential Address	Lois M. Martin 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 2460 Sunrise Drive, Little Canada, MN 55117	Executive Vice President & Chief Financial Officer
Name Business Address Residential Address	Ralph T. Flees 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 9331 Woodridge Circle, Savage, MN 55378	Senior Vice President & Controller
Name Business Address Residential Address	Sarah E. Hill 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 4100 Grimes Ave So, Edina, MN 55416	Senior Vice President & Chief Human Resources Officer
Name Business Address Residential Address	Timothy G. Farley 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 351 Betty Lane, West St Paul, MN 55118	Vice President, Corporate Tax
Name Business Address Residential Address	Karen Pehler-Shaw 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 4165 Knob Drive, Eagan, MN 55122	Assistant Vice President, Corporate Tax
Name Business Address Residential Address	Laura K. Mollet 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 821 Smlitown Terrace, Excelsior, MN 55331	Vice President, Associate General Counsel & Secretary
Name Business Address Residential Address	Mary L. Clapes 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 4149 Lyndale Ave S, Minneapolis, MN 55409	Assistant Secretary
Name Business Address Residential Address	Raymond E. Olson 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 14123 87 <sup>th</sup> Ave. N, Maple Grove, MN 55369	Assistant Secretary
Name Business Address Residential Address	Nicholas D. Cucci 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 20405 Impatiens Way, Lakeville, MN 55044	Vice President and Treasurer
Name Business Address Residential Address	Anne G. Kominek 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640 17430 Barnington Court, Minnetonka, MN 55345	Assistant Treasurer

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Corporate Directors		Name	Title
Business Address	Residential Address	Stuart C. Harvey, Jr. 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640	SECRETARY OF STATE FLORIDA
Business Address	Residential Address	Nicholas D. Cucci 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640	Director
Business Address	Residential Address	Laura K. Mollet 3311 East Old Shakopee Road, Minneapolis, MN 55425-1640	Director

# Delaware

The First State

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "CERIDIAN HCM, 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 FIFTEENTH DAY OF MARCH, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "CERIDIAN HCM, INC." WAS INCORPORATED ON THE TWENTY-EIGHTH DAY OF JANUARY, A.D. 2013.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

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Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 0288826

DATE: 03-15-13

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