

P10000100894

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

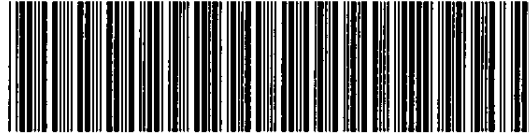
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
16 JAN 12 AM 8:47

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Dissolution

**DOCUMENT NUMBER:** PI0000100894

The enclosed **Articles of Dissolution** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Kim WILFORD  
(Name of Contact Person)

WageWorks, Inc  
(Firm/Company)

1100 Park Place, 4<sup>th</sup> Floor  
(Address)

San Mateo, CA 94403  
(City/State and Zip Code)

For further information concerning this matter, please call:

Kim Wilford at (650) 577-5209  
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

Enclosed is a check for the following amount:

- ☒ \$35 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

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16 JAN 12 AM 8:17

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

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DIVISION OF CORPORATIONS  
16 JAN 27 AM 8:17

FIRST: The name of the corporation as currently filed with the Florida Department of State:  
WageWorks -Fringe Benefits Management Company

SECOND: The document number of the corporation (if known): P10000100894

THIRD: The date dissolution was authorized: 1-4-16

Effective date of dissolution if applicable: 1-4-16  
(no more than 90 days after dissolution file date)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

FOURTH: Adoption of Dissolution (CHECK ONE)

- ☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.
- ☐ Dissolution was approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:*

The number of votes cast for dissolution was sufficient for approval by

unanimous consent of sole shareholder,  
(voting group) WageWorks, Inc

Signature: Kim Wilford, Secretary of WageWorks, Inc  
(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary)

KIM WILFORD  
(Typed or printed name of person signing)

SVP, General Counsel & Corporate Secretary  
(Title of person signing)

**WAGEWORKS - FRINGE BENEFIT MANAGEMENT COMPANY**

**ACTION BY WRITTEN CONSENT OF THE SOLE SHAREHOLDER**

Pursuant to the Florida Business Corporation Act and the bylaws of WageWorks - Fringe Benefit Management Company, a Florida corporation (the "**Company**"), the undersigned sole shareholder of the Company hereby takes the following actions and adopts the following resolutions by written consent.

**WINDING UP AND DISSOLUTION OF THE COMPANY**

**WHEREAS:** The sole shareholder of the Company believes that it is in its best interests to wind up and dissolve the Company (the "**Dissolution**").

**NOW, THEREFORE, BE IT RESOLVED:** That the sole shareholder of the Company hereby approves the winding up and dissolution of the Company.

**RESOLVED FURTHER:** That the officers of the Company are authorized and directed to sign and verify a certificate in the form required by law evidencing the election to wind up and dissolve the Company and to cause such certificate to be filed in the office of the Florida Department of State.

**RESOLVED FURTHER:** That the officers and directors of the Company are authorized, empowered, and directed to execute and deliver all documents and to do all other things that are necessary or advisable to carry out the purposes and intent of the Dissolution.

**RESOLVED FURTHER:** That the proper officers of the Company are hereby authorized to withdraw the Company's qualification to do business in each state in which it is currently qualified to do business.

**OMNIBUS RESOLUTIONS**

**RESOLVED:** That the directors of the Company are authorized and empowered to take any and all such further action as may be deemed necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted.

**RESOLVED FURTHER:** That the officers of the Company be, and each of them hereby is, authorized and empowered to take any and all such further action, to execute and deliver any and all such further agreements, instruments, documents and certificates and to pay such expenses, in the name and on behalf of the Company or such officer, as any such officer may deem necessary or advisable to effectuate the purposes and intent of the resolutions hereby adopted, the taking of such actions, the execution and delivery of such agreements, instruments, documents and certificates and the payment of such expenses by any such officer to be conclusive evidence of his or her authorization hereunder and approval thereof.

**RESOLVED FURTHER:** That any and all actions taken by the directors and officers of the Company to carry out the purposes and intent of the foregoing resolutions prior to their adoption are approved, ratified and confirmed.

*(Signature Page Follows)*

This action by written consent shall be effective as of the date the Company receives the requisite consent of the Company's sole shareholder. By executing this action by written consent, the undersigned shareholder is giving written consent with respect to all shares of the Company's capital stock held by such shareholder in favor of the above resolutions. This action by written consent may be executed in any number of counterparts, each of which shall constitute an original and all of which together shall constitute one action. Any copy, facsimile or other reliable reproduction of this action by written consent may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction is a complete reproduction of the entire original writing.

**WageWorks, Inc.**

*Print name of Shareholder*

*Kim Wilford*

*Signature*

*KIM WILFORD*

*Print name of signatory*

*SVP, General Counsel + Corp Secretary*

*Print title*

*1-4-16*

*Date of signature*