

FO4000001885

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

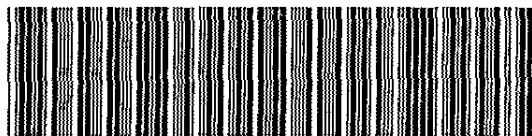
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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157/ OWS



Central Licensing Bureau, Inc.

1501 NORTH UNIVERSITY
SUITE 550
LITTLE ROCK, ARKANSAS 72207-5271
www.centrallicensingbureau.com
(501) 664-8044
FAX - (501) 664-6182

GENA BRADSHAW, FLMI
Chief Executive Officer

W.H.L. WOODYARD IV
Chief Operating/Financial Officer

March 25, 2004

Florida Secretary of State
Corporations Section
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir/Madam:

Enclosed please find the documents necessary to qualify
HealthEquity, Inc. to do business in your state.

I have enclosed a check in the amount of \$70.0075 to cover
the cost of this filing.

Thank you for your consideration of this filing.

Sincerely,

Detra Reed
Initial Licensing Division
dreed@centrallicensingbureau.com

/dr

Enclosures

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TRANSMITTAL LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HealthEquity, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Detra Reed

(Name of Person)

Central Licensing Bureau

(Firm/Company)

1501 N. University, #550

(Address)

Little Rock, AR 72207

(City/State and Zip code)

For further information concerning this matter, please call:

Detra Reed at (501) 664-8044

(Name of Person) (Area Code & Daytime Telephone Number)

STREET ADDRESS:
Registration Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:
Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

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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.

1. HealthEquity, 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. 52-2383166
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. September 18, 2002 5. Perpetual
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. upon qualification
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification.")
(SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 5151 E. Broadway, #510, Tucson, AZ 85744
(Principal office address)

Same as above
(Current mailing address)

8. The corporation is presently in the business of insurance, functioning as a Third Party Administrator.
(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 or Mail Drop Box **NOT** acceptable)

Name: CT Corporation System

Office Address: 1200 South Pine Island Road
Plantation, Florida 33324
(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 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.

SEE ATTACHED

(Registered agent's signature)

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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: _____

B. OFFICERS

President: SEE ATTACHED

Address: _____

Vice President: _____

Address: _____

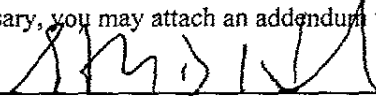
Secretary: _____

Address: _____

Treasurer: _____

Address: _____

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

13. X  _____

(Signature of Director or Officer listed in number 12 of the application)

14. Stephen D. Neeleman, CEO/Director _____

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

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OFFICERS AND DIRECTORS
OF
HEALTH EQUITY, INC.

<u>NAME</u>	<u>TITLE</u>
Daniel Joseph Aldred 970 North Western Ridge Trail Tucson, AZ 85748	Vice President of Operations
Nuno Filipe Rebelo Battaglia 9660 East Waters Edge Place Tucson, AZ 85749	EVP/CFO/Director
Robert Arthur Cvetko 1157 South Desert Senna Loop Tucson, AZ 85748	VP/Chief Technology Officer
David Samuel Hall 6445 South Woodland Hills Drive Tucson, AZ 85747	President/COO/Director
James Scott Lewis 984 Citadel Ivins, UT 84738	Director
David Neeleman 68 Ludlow Street New Canaan, CT 06840	Stockholder
Stephen Dale Neeleman 1032 South Desert Senna Loop Tucson, AZ 85748	CEO/Director
Warren Stanford Rustand 5750 E. Santa Fee Tucson, AZ 85715	Chairman of the Board
Leland Craig Shelley 46919 Doubletree Road Canton, MI 48187	Vice President
Kenneth Tanner Woolley 1177 Annika Circle South Jordan, UT 84095	Director

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ACCEPTANCE OF APPOINTMENT

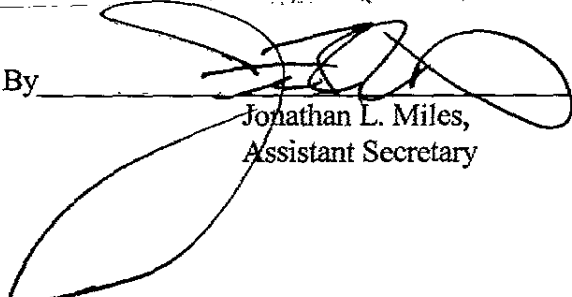
RE: **HealthEquity, Inc.**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: March 23, 2004

C T CORPORATION SYSTEM

By


Jonathan L. Miles,
Assistant Secretary

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Delaware

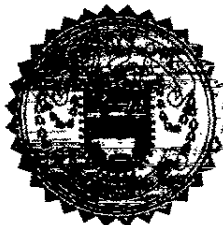
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The First State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "HEALTH EQUITY, 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 SIXTH DAY OF FEBRUARY, A.D. 2004.

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

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

3571081 8300

AUTHENTICATION: 2916928

040084174

DATE: 02-06-04