

FILED

948145-98

**RESTATED ARTICLES OF INCORPORATION
OF
PACIFICSOURCE**

JUN 30 2016

**OREGON
SECRETARY OF STATE**

Pursuant to Section 65.451 of the Oregon Revised Statutes (“ORS”), the undersigned hereby submits for filing the following Restated Articles of Incorporation of PacificSource, a corporation organized under the Oregon Nonprofit Corporation Act, ORS Chapter 65:

ARTICLE I

The name of this corporation (the “Corporation”) is PacificSource. The duration of the Corporation shall be perpetual.

ARTICLE II

The Corporation is a public benefit corporation.

ARTICLE III

The purposes for which the Corporation is organized are: (i) to provide management, administrative and other services to owned and affiliated health care service contractors, health insurance companies and providers of other health related services; (ii) directly and/or through the activities of subsidiary and affiliated companies, to engage in community health promotion and improvement activities, including, without limitation, the development of new care models and strategies for the improvement of the population’s health; (iii) to benefit, support and further the nonprofit purposes of its members through the issuance of distributions to its members in accordance with the Oregon Nonprofit Corporation Act; (iv) to benefit, support and further the charitable, scientific and educational purposes of any of its members that are exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding statutory provisions of any future successor United States internal revenue laws, including, without limitation, through the making of charitable contributions and grants to such members; and (v) to engage in any other lawful activity for which corporations may be organized under the Oregon Nonprofit Corporation Act.

ARTICLE IV

The Corporation shall have one or more members. All members of the Corporation must (i) be an Oregon nonprofit public benefit corporation, or a foreign nonprofit corporation which, if incorporated in Oregon, would qualify as a nonprofit public benefit corporation, and (ii) be permitted under ORS Chapter 65 to receive distributions from the Corporation. The procedure for admission of members, and the rights and obligations of members, shall be set forth in the Corporation’s bylaws. The directors of the Corporation shall be elected by the Corporation’s members in accordance with the Corporation’s bylaws. In addition to any consent of the Corporation’s members otherwise required by ORS Chapter 65 or the Corporation’s bylaws, the following shall require the consent of all of the Corporation’s members: (1) any amendment to the articles of incorporation or bylaws of the Corporation, and (2) the voluntary dissolution of the Corporation.

PACIFICSOURCE

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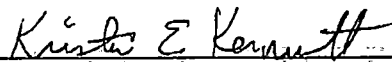
ARTICLE V

In the event of the winding up and dissolution of the Corporation, after payment, or making adequate provision for payment, of all debts and obligations of the Corporation, all remaining assets of the Corporation shall be distributed to the Corporation's members in accordance with the Corporation's bylaws.

ARTICLE VI

No director or uncompensated officer shall be personally liable to the Corporation for monetary damage for conduct as a director or officer unless the Oregon Nonprofit Corporation Act prohibits eliminating or limiting the liability of a director or officer for the particular act or omission.

DATED: June 30, 2016



Kristin E. Kernutt, Secretary