

119/2 \$50



Restated Articles of Incorporation - Nonprofit

Secretary of State - Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - http://www.FilingInOregon.com - Phone: (503) 986-2200

FILED

DEC 27 2013

OREGON SECRETARY OF STATE

REGISTRY NUMBER: 036512-13

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public record. We must release this information to all parties upon request and it will be posted on our website. Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary.

For office use only

- 1) NAME OF CORPORATION: PacificSource Health Plans
- 2) NEW NAME OF THE CORPORATION: (If changed) _____
- 3) A COPY OF THE RESTATED ARTICLES MUST BE ATTACHED.

4) CHECK THE APPROPRIATE STATEMENT:

- The restated articles contain amendments which do not require membership approval. The date of the adoption of the amendments and restated articles was _____. These amendments were duly adopted by the board of directors.
- The restated articles contain amendments which require membership approval. The date of the adoption of the amendments and restated articles was April 30, 2013.

The vote of the members was as follows:

Class(es) entitled to vote	Number of members entitled to vote	Number of votes entitled to be cast	Number of votes cast FOR	Number of votes cast AGAINST
1	977	977	46	0

5) EXECUTION: (Must be signed by at least one officer or director.)

By my signature, I declare as an authorized authority, that this filing has been examined by me and is, to the best of my knowledge and belief, true, correct, and complete. Making false statements in this document is against the law and may be penalized by fines, imprisonment or both.

Signature:

Printed Name:

Title:

Kristin Kernutt

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Secretary

PACIFICSOURCE HEALTH PLANS



3651213-14856194

RSTART

FEEES

Required Processing Fee \$50

Processing Fees are nonrefundable. Please make check payable to "Corporation Division."

Free copies are available at FilingInOregon.com, using the Business Name Search program.

036512-13

PUBLIC

**RESTATED ARTICLES OF INCORPORATION
OF
PACIFICSOURCE HEALTH PLANS**

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 Health Plans, a corporation organized under the Oregon Nonprofit Corporation Act, ORS Chapter 65:

ARTICLE I

The name of this corporation (the "Corporation") is PACIFICSOURCE HEALTH PLANS and its duration shall be perpetual.

ARTICLE II

The Corporation is a public benefit corporation.

ARTICLE III

The purposes for which the Corporation is organized are as follows:

- (1) To provide services as a health care service contractor.
- (2) To market group and individual health plans and other insurance-based products and services to the general public.
- (3) To engage in any other lawful activity permitted by ORS Chapter 65.

ARTICLE IV

The sole member of the Corporation shall be PacificSource, an Oregon nonprofit public benefit corporation (the "Sole Member"). In addition to any consent of the Sole Member otherwise required by ORS Chapter 65 or the Corporation's bylaws, the following shall require the consent of the Sole Member: (i) any amendment to the articles of incorporation or bylaws of the Corporation, (ii) any proposed action outside the ordinary course of business of the Corporation, as more particularly described in the Corporation's bylaws, and (iii) the voluntary dissolution of the Corporation. The directors of the Corporation shall be elected by the Sole Member.

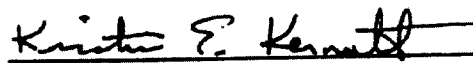
ARTICLE V

In the event of the winding up and dissolution of the Corporation, after paying or adequately providing for all debts and obligations of the Corporation, all remaining assets of the Corporation shall be distributed to the Sole Member.

ARTICLE VII

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: December 27, 2013.



Kristin E. Kernutt, Secretary

RESTATED ARTICLES OF INCORPORATION