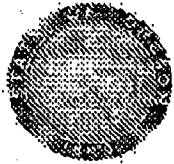


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Articles of Conversion - Business Entities

Secretary of State - Corporation Division - 255 Capital St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/business - Phone: (503) 986-2200

FILED: AUG 8, 2022
OREGON SECRETARY OF STATE



200130193-23733650

PACIFCSOURCE ASSURANCE...

CNV

REGISTRY NUMBER: 200130193

In accordance with Oregon Revised Statute 192.410-192.490, the information on this application is public. 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.

- 1. Name of Business Entity Prior to Conversion: Primary Health, Inc.
- 2. Type of Business Entity Prior to Conversion: Delaware corporation
- 3. Name of Business Entity After Conversion: PacificSource Assurance, Inc.
- 4. Type of Business Entity After Conversion: Oregon corporation
- 5. Will the converted entity have continued existence in Oregon? Yes No
- 6. If no, where will the jurisdiction be? _____
- 7. Select one of the following:

- A copy of the plan of conversion is attached.
- Address where the plan of conversion is on file.

Address _____

City _____ State _____ Zip Code _____

A copy will be provided upon request to any owner, member or shareholder at no cost. Each party (as specified by the statute) to the conversion obtained authorization and approval in accordance with the statutes that govern the business entity.

- 8. Provide additional information required for new entity type. (Required)
- Redomesticating from Delaware to Oregon

9. Oregon Corporation and Limited Liability Company Requirement:

Oregon Corporations and Limited Liability Companies comply with House Bill 2191 by attaching an information change form or document that includes the Principal Place of Business and Individual with Direct Knowledge.

10. Execution: (Must be signed by an officer or director for a corporation, a member or manager for a limited liability company, a general partner for a limited partnership, or a partner for a limited liability partnership.)

I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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: *Kristin Kernutt* Printed Name: Kristin Kernutt Title: Secretary

CONTACT NAME: (To resolve questions with this filing)
Kristin Kernutt
PHONE NUMBER: (Include area code)
541-225-1967

FEES	
Domestic Required Processing Fee	\$100
Foreign Required Processing Fee	\$275
Processing fees are non-refundable. Please make check payable to "Corporation Division".	
Free copies are available at sos.oregon.gov/business using the Business Name Search program.	

PLAN OF CONVERSION

This Plan of Conversion (this "Plan") provides for the conversion of Primary Health, Inc. (the "Corporation") from a Delaware corporation to an Oregon corporation to be known as PacificSource Assurance, Inc. (the "Converted Corporation") pursuant to the provisions of ORS 60.472 and DGCL §266 and in accordance with this Plan (the "Conversion").

Recitals

A. The Corporation is a corporation duly organized and existing under the laws of Delaware and is a wholly owned subsidiary of PacificSource Health Plans, an Oregon non-profit corporation (the "Shareholder").

B. The Board of Directors and the Shareholder deem it advisable and in the best interest of the Corporation that the Corporation be converted into an Oregon corporation and thereafter exist as an Oregon corporation pursuant to ORS chapter 60.

C. The Board of Directors of the Corporation has adopted, and the Sole Shareholder has approved, the Plan.

NOW, THEREFORE, the Corporation shall be converted and reorganized as an Oregon corporation upon the following terms and conditions.

Plan

1. **Entity Before Conversion.** The name of the entity before conversion is Primary Health, Inc. The type of the entity before conversion is a Delaware corporation.
2. **Entity After Conversion.** The name of the entity after conversion is PacificSource Assurance, Inc. The type of the entity after conversion is an Oregon corporation.
3. **Effective Date.** The Articles of Conversion and any other documents necessary to be filed to effectuate the conversion will be filed with the Oregon and Delaware Secretaries of State and the conversion will be effective on the date of the filing of the Articles of Conversion (the "Effective Date").
4. **Terms and Conditions of Conversion.** On the Effective Date, Primary Health, Inc. will convert from a Delaware corporation to an Oregon corporation, and the name of the converted entity will be PacificSource Assurance, Inc.
5. **Certificate for Shares.** Each certificate that, before the Effective Date, represented shares of common stock of the Corporation, from and after the Effective Date, will represent shares of common stock of the Converted Corporation.
6. **Board of Directors.** As of the Effective Date, the current members of the PacificSource Board of Directors shall become the Board of Directors of the Converted Corporation.

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7. **Officers.** As of the Effective Date, the current Officers of PacificSource shall become the Officers of the Converted Corporation.

8. **Bylaws.** The Bylaws of the Corporation in effect immediately before the Effective Date will be the bylaws of the Surviving Corporation until amended or repealed.

9. **Effect of Conversion.**

9.1 As of the Effective Date, all of the rights, privileges, obligations, liabilities, and duties of the Corporation; all property of the Corporation, whether real, personal, or mixed; all debts of whatever nature owed to the Corporation; and all other things and causes of action of the Corporation shall be vested in the Converted Corporation and thereafter attach to the Converted Corporation without further notice or action.

9.2 The Corporation shall not be required to wind up its affairs, pay its liabilities, or distribute its assets. The Conversion shall constitute a continuation of the existence of the Corporation in the form of the Converted Corporation.

9.3 The Corporation and the Converted Corporation shall be the same entity.

SIGNED AND DATED this 30th day of June, 2022, to become effective as of the Effective Date.

Primary Health, Inc. nka PacificSource Assurance, Inc.

By: 
Kenneth P. Provencher, President/CEO

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Corporation/Limited Liability Company - Information Change

Secretary of State Corporation Division - 255 Capitol St. NE, Suite 151 - Salem, OR 97310-1327 - sos.oregon.gov/Business - Phone: (503) 846-2200
Please Type or Print Legibly in Black Ink. Attach Additional Sheet if Necessary. Fax: (503) 378-4381

REGISTRY NUMBER: 200130193

ENTITY TYPE: DOMESTIC FOREIGN

In accordance with Oregon Revised Statute 302.10-192.490, 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.

For office use only

1. NAME OF CORPORATION OR LIMITED LIABILITY COMPANY:

PacificSource Assurance, Inc.

2. BUSINESS ACTIVITY

holding company; insurance; any lawful activity

3. PRINCIPAL PLACE OF BUSINESS: (Street Address)

555 International Way

Springfield, OR 97477

4. THE REGISTERED AGENT HAS BEEN CHANGED TO:

Kristin Kernutt

5. REGISTERED AGENT'S PUBLICLY AVAILABLE ADDRESS:

Must be an Oregon Street Address, which is identical to the registered agent's office.

555 International Way

Springfield, OR 97477

Complete only the sections that you are updating.

6. ADDRESS WHERE THE DIVISION MAY MAIL NOTICES:

PO Box 7068

Springfield, OR 97475

7. THE NEW REGISTERED AGENT HAS CONSENTED TO THIS APPOINTMENT.

8. THE STREET ADDRESS OF THE NEW REGISTERED OFFICE AND THE BUSINESS ADDRESS OF THE REGISTERED AGENT ARE IDENTICAL.

The entity has been notified in writing of this change.

9. INDIVIDUAL WITH DIRECT KNOWLEDGE (Names and Addresses) List the name and address of at least one individual who is a director, or controlling shareholder of the corporation (member or manager of the LLC) or an authorized representative with direct knowledge of the operations and business activities of the corporation or LLC.

Kristin Kernutt

555 International Way

Springfield, OR 97477

10. NAME(S) AND ADDRESS(ES) OF CORPORATE OFFICERS OR LLC MEMBERS/MANAGERS

Corporations list the name and address of one President and one Secretary (ORS 60.787, ORS 65.787, ORS 62.455, ORS 55.4315). Limited Liability Companies list the name and addresses of the managers for a manager-managed limited liability company or the name and address of at least one member for a member-managed limited liability company (ORS 63.787). Please attach a separate sheet of paper if needed. If making changes to this section, list all current names and addresses. This replaces what is currently on the record.

PRESIDENT OR OWNER(S) (MEMBERS): (Names and Addresses)

Kenneth P. Provencher

555 International Way

Springfield, OR 97477

SECRETARY OR MANAGER(S): (Names and Addresses)

Kristin Kernutt

555 International Way

Springfield, OR 97477

11. EXECUTION: I declare as an authorized signer, under penalty of perjury, that this document does not fraudulently conceal, obscure, alter, or otherwise misrepresent the identity of any person including officers, directors, employees, members, managers or agents. 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:

Kristin Kernutt

PRINTED NAME:

Kristin Kernutt

TITLE:

Secretary

CONTACT NAME: (To resolve questions with this filing)

Kristin Kernutt

PHONE NUMBER: (Include area code)

541-225 1967

FEES

No Processing Fee

Free copies are available at sos.oregon.gov/business using the Business Name Search program.

Information Change 12/17