

**Exhibit 10b: LucyRx Governance Documents LucyRx Health Smart Solutions
Ohio LLC - Organizational Documents**

Applicant: LucyRx Health Solutions Ohio, LLC

Filing ID: 1361724

Section II-1: Organizational Documents

Please see attached for the following organizational documents, including original formation documents from 1989, all amendments thereto and a Certificate of Good Standing, filed with the Ohio Secretary of State for LucyRx Health Solutions Ohio, LLC:

- (1) Articles of Incorporation of Beneflex Group Holding Corporation dated June 19, 1989
- (2) Certificate of Amendment to Articles of Incorporation reflecting a name change to Ameriscript, Inc. dated June 16, 1994.
- (3) Certificate of Amendment to Articles of Incorporation reflecting a name change to HealthSmart Rx, Inc. dated December 18, 2008.
- (4) Certificate of Amendment to Articles of Incorporation reflecting a name change to HealthSmart Rx Solutions, Inc. dated June 7, 2017.
- (5) Certificate of Conversion reflecting the corporate conversion from HealthSmart Rx Solutions, Inc. to HealthSmart Rx Solutions, LLC dated June 26, 2024.
- (6) Certificate of Amendment reflecting a name change to LucyRx Health Solutions Ohio, LLC dated August 14, 2024.
- (7) Certificate of Good Standing for LucyRx Health Solutions Ohio, LLC from with Ohio Secretary of State dated October 11, 2024.



State of Ohio
Department of State

Sherrod Brown
Secretary of State

Date 6/28/39

Number 751968

Receipt No. 91705

G647-1960 GC38

Received of CONWAY, BARCLAY, DEYO & KURANT CO.

G0647-1960

or filed by _____
The sum of \$ 75.00 for filing ARF _____ of

BENEFLEX GROUP HOLDING CORP.

Returned to: 91705

CONWAY, BARCLAY, DEYO & KURANT CO.

ATT: K.W. KERN

730 SOM CENTER RD.

CLEVELAND, OH 44143-2313

RECEIPT

ARF \$ 75.00

Name:

SEC 6001 BENEFLEX GROUP HOLDING CORP.

Total Fee: \$ 75.00



Department of State

The State of Ohio

G0647-1961

Sherrod Brown
Secretary of State

751705

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings: that said records show the filing and recording of: ARF

of:

BENEFLEX GROUP HOLDING CORP.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll G647 at Frame 1962 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State, at the
City of Columbus, Ohio, this 21ST day of JUNE,

A.D. 1969.

Sherrod Brown
Sherrod Brown
Secretary of State

G0647-1962

ARTICLES OF INCORPORATIONOFBENEFLEX GROUP HOLDING CORP.

APPROVED

PML

6-21-89

75.80

The undersigned, desiring to form a corporation, for profit, under Sections 1701.01 et seq of the Revised Code of Ohio, does hereby certify:

FIRST: The name of said corporation shall be **BENEFLEX GROUP HOLDING CORP.**

SECOND: The place in Ohio where its principal office is to be located is Chagrin Falls, Cuyahoga County.

THIRD: The purposes for which said corporation is formed is to engage in any lawful act or activity for which corporations may be formed under Sections 1701.00 to 1701.98, inclusive, of the Ohio Revised Code.

FOURTH: The number of shares which the corporation is authorized to have outstanding is Seven Hundred Fifty (750), all of which shall be without par value.

FIFTH: The corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the corporation and the selling shareholder or shareholders.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 19th day of June, 1989.

CORPORATE AGENTS, INC.

By: Keith W. Kern
KEITH W. KERN, Asst. Secretary

G0647-1963

ORIGINAL APPOINTMENT OF AGENT

KNOW ALL MEN BY THESE PRESENTS, that CORPORATE AGENTS, INC., a corporation organized under the laws of the State of Ohio for the purposes of serving as Statutory Agent for domestic corporations, of 100 Georgian Center, 730 SOM Center Road, Cleveland, Cuyahoga County, Ohio 44143, is hereby appointed as the agent on which process, tax notices and demands against BENEFLEX GROUP HOLDING CORP. may be served.

BENEFLEX GROUP HOLDING CORP.

By: Keith W. Kern
KEITH W. KERN, Assistant Secretary of
CORPORATE AGENTS, INC., Incorporator

BENEFLEX GROUP HOLDING CORP.
Chagrin Falls, Ohio

Gentlemen:

CORPORATE AGENTS, INC. hereby accepts the appointment as the representative of your company upon which process, tax notices and demands may be served.

CORPORATE AGENTS, INC.

By: Keith W. Kern
KEITH W. KERN, Assistant Secretary

**Conway, Barday,
Deyo
&
Kurant Co.**

900 Georgian Center
330 SOM Center Road
Cleveland, Ohio 44143-2323
Tel. 432-6000

60647-1964

Edward C. Knuth (1904-1974)
Vida Shiffner (1916-1987)
James J. Conway
Donald K. Barcas
Kenneth D. Dew
Jack Kurant
Keith W. Kern
Michael K. Ross

Telexes
212/467-1200

Mr. Sherrod Brown
Secretary of State
14th Floor
State Office Tower
30 East Broad Street
Columbus, OH 43266-0418

RE: BENEFLEX GROUP HOLDING CORP.

Dear Sir:

Enclosed please find Articles of Incorporation and Original Appointment of Agent, which we are filing on behalf of the above-captioned client. To cover the filing fee, enclosed is our check in the sum of \$75.00.

Very truly yours,

Keith W. Kern/ls
Keith W. Kern

KWK/ls

Encs.

SHERROD BROWN
SECRETARY OF STATE

OHIO SECRETARY OF STATE
PROCESSING STATEMENT
06/21/94

CHARTER NUMBER: 751969
ROLL AND FRAME: 4149-0266

04148-0266

CORPORATION:

| DOCUMENT NUMBER | CODE | FEE |
|-----------------|------|--------|
| 94062070701 | AMD | 35.00 |
| 94062070701 | MIS | 10.00 |
| | CHN | NO FEE |
| | CHL | NO FEE |

AMERISCRIP, INC. FORMERLY BENEFLEX GROUP HOL-
DING CORP.

104862

RETURN TO: CONWAY, MARKEN, WYNER, KURANT ET AL
ATTN K W KERN
30195 CHAGRIN BV STE 300
CLEVELAND OH 44124

0526



The State of Ohio

Bob Taft

Secretary of State

0444850207

751968

Certificate

It is hereby certified that the Secretary of State of Ohio has custody of the Records of Incorporation and Miscellaneous Filings; that said records show the filing and recording of: AMD MIS CHN CHL

of:

AMERIScript, INC. FORMERLY BENEFLEX GROUP HOLDING CORP.

United States of America
State of Ohio
Office of the Secretary of State

Recorded on Roll 4149 at Frame 0268 of
the Records of Incorporation and Miscellaneous Filings.

Witness my hand and the seal of the Secretary of State at

Columbus, Ohio, this 20TH day of JUNE

A.D. 19 94



Bob Taft
Bob Taft
Secretary of State

04448-0288

CERTIFICATE of AMENDMENT
TO ARTICLES of INCORPORATION OF
BENEFLEX GROUP HOLDING CORP.

5968
APPROVED
6-20-94
3500
AD

ARTHUR W. CHANDLER, Chairman, and KEITH W. KERN, Secretary of BENEFLEX GROUP HOLDING CORP., an Ohio Corporation with its principal place of business located at Chagrin Falls, Cuyahoga County, Ohio, do hereby certify that on the 16th day of June, 1994, the Shareholder of said corporation duly adopted the following resolution by unanimous written consent:

RESOLVED: That ARTICLE FIRST of the Corporation's Articles of Incorporation be amended to read as follows:

FIRST: The name of said corporation shall be AMERIScript, INC.

RESOLVED: That ARTICLE SECOND of the Corporation's Articles of Incorporation be amended to read as follows:

SECOND: The place in Ohio where its principal office is located is 500 Lena Drive, Aurora, 44202, Portage County, Ohio.

IN WITNESS WHEREOF, said ARTHUR W. CHANDLER, Chairman, and KEITH W. KERN, Secretary of AMERIScript, INC., acting for and on behalf of said corporation, have hereunto subscribed their names this 16th day of June, 1994.

RECEIVED
JUN 20 1994
SECRETARY OF STATE

Arthur W. Chandler
Arthur W. Chandler, Chairman

Keith W. Kern
Keith W. Kern, Secretary

Conway, Marken, Wyner, Kuran & Kern Co., LPA.

Counsellors at Law
 30195 Chagrin Boulevard
 Pepper Pike Place, Suite 300
 Cleveland, Ohio 44124

(216) 292-3300

04448-0209

Telecopier
 (216) 292-3340

James J. Conway
 Howard A. Marken
 Jeffrey G. Wyner
 Jack Kuran
 Keith W. Kern
 Peter Turner
 Kevin R. Keogh
 D. Russell Hood

June 17, 1994

VIA FEDERAL EXPRESS

EXPEDITED SERVICE REQUESTED

CORRESPONDENCE

Secretary of State
 30 East Broad Street
 Fourteenth Floor
 Columbus, Ohio 43266-0418

Re: Amended Articles of Incorporation
Beneflex Group Holding Corp./
Ameriscript, Inc.

Dear Sir/Madam:

Enclosed herewith for filing please find the Certificate of
 Amendment to Articles of Incorporation of Ameriscript, Inc. (fka
 Beneflex Group Holding Corp.) along with our check in the amount of
 \$45.00 which includes additional funds for expedited service.

Thank you for your early attention to this matter.

Very truly yours,



Keith W. Kern

KWK:sj

Enclosures

RECEIVED
 JUN 20 1994
 SECRETARY OF STATE



| DATE: | DOCUMENT ID | DESCRIPTION | FILING | EXPED | PENALTY | CERT | COPY |
|------------|--------------|---|--------|-------|---------|------|------|
| 12/19/2008 | 200835301456 | DOMESTIC/AMENDMENT TO ARTICLES (AMD) | 50.00 | .00 | .00 | .00 | .00 |

Receipt

This is not a bill. Please do not remit payment.

THE PARKER GROUP INC
PO BOX 168267
IRVING, TX 75016

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jennifer Brunner

751968

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
HEALTHSMART RX, INC.

and, that said business records show the filing and recording of:

Document(s)
DOMESTIC/AMENDMENT TO ARTICLES

Document No(s):
200835301456



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of
the Secretary of State at Columbus,
Ohio this 18th day of December,
A.D. 2008.

Ohio Secretary of State

**Prescribed by:**

The Ohio Secretary of State
 Central Ohio: (614) 466-3910
 Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.sos.state.oh.us

e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)**Mail Form to one of the Following:**

☐ Yes PO Box 1390
 Columbus, OH 43216
 *** Requires an additional fee of \$100 ***

☐ No PO Box 1329
 Columbus, OH 43216

**Certificate of Amendment by Directors
 or Incorporators to Articles
 (Domestic)
 Filing Fee \$50.00**

(CHECK ONLY ONE (1) BOX)

| | |
|--|---|
| (1) <input checked="" type="checkbox"/> Amendment by Directors <input type="checkbox"/> Amended by Directors (123-AMDD) | (2) <input type="checkbox"/> Amendment by Incorporators <input type="checkbox"/> Amended by Incorporators (124-AMDI) |
|--|---|

Complete the general information in this section for the box checked above.

Name of Corporation AMERIScript, INC.

Charter Number 751968

☐ Please check if additional provisions attached hereto are incorporated herein and made a part of these articles of organization.

Complete the information in this section if box (1) is checked.

Name and Title of Officer WILLIAM DEMBERECKYJ EXEC VP/SECRETARY
 (name) (title)

(CHECK ONLY ONE (1) BOX)

☐ A meeting of the directors was duly called and held on _____
 (Date)

☒ In an writing signed by all the Directors pursuant to section 1701.54 of the ORC

The following resolution was adopted pursuant to section 1701.70(B) I of the ORC:
 (Insert proper paragraph number)

THE NEW NAME OF THE CORPORATION SHALL BE HEALTHSMART RX, INC.

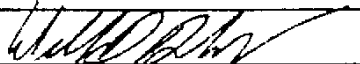
Complete the information in this section if box (2) is checked.

WE, the undersigned, being all of the incorporators of the above named corporation, do certify that the subscriptions to shares have not been received and the initial directors are not named in the articles. We hereby have elected to amend the articles as follows:

| |
|--|
| |
| |
| |
| |
| |
| |
| |

REQUIRED

Must be authenticated (signed)
by an authorized representative
(See Instructions)



Authorized Representative

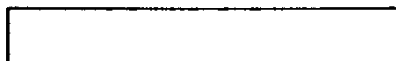
WILLIAM DEMBERECKYJ

(Print Name)

EXEC VP/SECRETARY

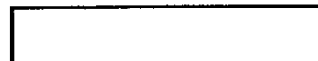


Date

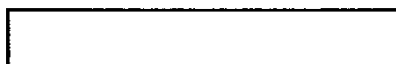


Authorized Representative

(Print Name)



Date



Authorized Representative

(Print Name)



Date



| DATE | DOCUMENT ID | DESCRIPTION | FILING | OVER PAYMENT | EXPED | CERT | COPY |
|------------|--------------|-------------------------|--------|--------------|-------|------|------|
| 06/07/2017 | 201715703644 | Foreign/Amendment (FAM) | 50.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

HEALTHSMART BENEFIT SOLUTIONS, INC.
VIKI WINIGER
222 W. LAS COLINAS BLVD., STE. 600N
IRVING, TX 75039

STATE OF OHIO CERTIFICATE

Ohio Secretary of State, Jon Husted
751968

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
HEALTHSMART RX SOLUTIONS, INC.

and, that said business records show the filing and recording of:

Document(s)
Foreign/Amendment

Document No(s):
201715703644

Effective Date: 06/05/2017



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
7th day of June, A.D. 2017.

Ohio Secretary of State



Form 565 Prescribed by:

JON HUSTED
OHIO SECRETARY OF STATE

Toll Free: (877) SOS-FILE (877-767-3453)
Central Ohio: (614) 466-3910

www.OhioSecretaryofState.gov
busserv@OhioSecretaryofState.gov
File online or for more information: www.OHBusinessCentral.com

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Require an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate of Amendment to Foreign Licensed Corporation Application

(For-profit or Nonprofit Foreign Corporation)

Filing Fee: \$50
(179-FAM)

A foreign corporation must file a Certificate of Amendment if, in amending its articles of incorporation, it modifies any of the information included in its application for license to transact business in Ohio or in any amendment to that application.

Complete the following information (as currently on file in the Ohio Secretary of State's office).

The foreign corporation named below amends its application for its license to transact business in Ohio.

Name of Corporation

(as registered in Jurisdiction of Formation)

Assumed Name used in Ohio (if applicable)

Jurisdiction of Formation

Ohio License Number
Complete only the information below that has been amended.
The information provided below supersedes the information currently on file with the Ohio Secretary of State's Office.

Name of Corporation

(as registered in Jurisdiction of Formation)

Assumed Name used in Ohio (if applicable)

Jurisdiction of Formation

Location of principal office

Mailing Address

City

State

ZIP Code

Location of any Ohio office

Mailing Address

City

Ohio

State


ZIP Code

A brief summary of the corporate purpose(s) to be exercised within the state:

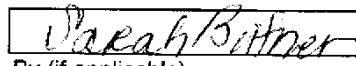
By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by an authorized officer of the corporation.


Signature

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.


By (if applicable)

Sarah Bittner
Print Name

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|------------|--------------|-------------------------------------|--------|--------|------|------|
| 06/26/2024 | 202417801640 | Conversion Within SOS Records (CVS) | 99.00 | 300.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

CT CORPORATION SYSTEM
ATTN: KAITY TOON
4400 EASTON COMMONS WAY, SUITE 125
COLUMBUS, OH 43219

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
751968**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

HEALTHSMART RX SOLUTIONS, LLC

and, that said business records show the filing and recording of:

Document(s)

Conversion Within SOS Records

Document No(s):

202417801640

Effective Date: 06/26/2024

CHANGE BUSINESS TYPE OH LLC



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
26th day of June, A.D. 2024.

Ohio Secretary of State



Telephone: 877.767.3453

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Filing Form Cover Letter

Please return the approval certificate to:

Name (Individual or Business Name):

Dorsey & Whitney LLP

To the Attention of (if necessary):

Bethann Finley

Address:

111 S Main St, Suite 2100

City:

Salt Lake City

State

Utah

ZIP Code:

84111

Phone Number:

801-933-7376

E-mail Address:

finley.bethann@dorsey.com

☒ Check here if you would like to receive important notices via email from the Ohio Secretary of State's office regarding Business Services.

☐ Check here if you would like to be signed up for our Filing Notification System for the business entity being created or updated by filing this form. This is a free service provided to notify you via email when any document is filed on your business record.

Please make checks or money orders payable to: "Ohio Secretary of State"

Type of Service Being Requested: (PLEASE CHECK **ONE** BOX BELOW)

☐ **Regular Service:** Only the filing fee listed on page one of the form is required and the filing will be processed in approximately 3-7 business days. The processing time may vary based on the volume of filings received by our office.

☐ **Expedite Service 1:** By including an Expedite fee of \$100.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 2 business days after it is received by our office.

☐ **Expedite Service 2:** By including an Expedite fee of \$200.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 1 business day after it is received by our office. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

☒ **Expedite Service 3:** By including an Expedite fee of \$300.00, **in addition** to the regular filing fee on page one of the form, the filing will be processed within 4 hours after it is received by our office, if received by 1:00 p.m. **This service is only available to walk-in customers who hand deliver the document to the Client Service Center.**

☐ **Preclearance Filing:** A filing form, to be submitted at a later date for processing, may be submitted to be examined for the purpose of advising as to the acceptability of the proposed filing for a fee of \$50.00. The Preclearance will be complete within 1-2 business days.



Telephone: 877.767.3453
Central Ohio: 614.466.3910
OhioSoS.gov
business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

[For screen readers, follow instructions located at this path.](#)

Mail this form to one of the following:

Regular Filing (non expedite)
P.O. Box 1329
Columbus, OH 43216

Expedite Filing (Two business day processing time.
Requires an additional \$100.00)

P.O. Box 1390
Columbus, OH 43216

Certificate for Conversion for Entities Converting Within or Off the Records of the Ohio Secretary of State

Filing Fee: \$99
Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

☒ (1) Converting Within The Records of the Ohio
Secretary of State

☐ (2) Converting Off The Records of the Ohio
Secretary of State (187-VXX)

Name of the converting entity HealthSmart Rx Solutions, Inc.

Jurisdiction of Formation OH

Charter/Registration Number 751968

The converting entity is a:
(Check Only (1) One Box)

- | | |
|---|---|
| <input type="checkbox"/> Domestic Nonprofit Corporation | <input type="checkbox"/> Partnership |
| <input checked="" type="checkbox"/> Domestic For-Profit Corporation | <input type="checkbox"/> Domestic Limited Partnership |
| <input type="checkbox"/> Domestic Professional Association | <input type="checkbox"/> Foreign Limited Partnership |
| <input type="checkbox"/> Foreign Nonprofit Corporation | <input type="checkbox"/> Domestic Limited Liability Partnership |
| <input type="checkbox"/> Foreign For-Profit Corporation | <input type="checkbox"/> Foreign Limited Liability Partnership |
| <input type="checkbox"/> Domestic Limited Liability Company | <input type="checkbox"/> Foreign Limited Liability Company |

The converting entity hereby states that it has complied with all laws in the jurisdiction under which it exists and that those laws permit the conversion.

Name of the converted entity

HealthSmart Rx Solutions, LLC

Jurisdiction of Formation

OH

The converted entity is a:

(Check Only (1) One Box)

☐ Domestic For-Profit Corporation

☐ Domestic Professional Association

☐ Foreign Nonprofit Corporation

☐ Foreign For-Profit Corporation

☒ Domestic Limited Liability Company

☐ Foreign Limited Liability Company

☐ Partnership

☐ Domestic Limited Partnership

☐ Foreign Limited Partnership

☐ Domestic Limited Liability Partnership

☐ Foreign Limited Liability Partnership

Effective Date (MM/DD/YYYY)

(The conversion is effective upon the filing of this certificate or on a later date specified in the certificate)

(Optional)

Name and address of the person or entity that will provide a copy of the declaration of conversion upon written request.

UnitedHealth Group Incorporated

Name

9900 Bren Road East

Mailing Address

Minnetonka

City

Minnesota

State

55343

Zip Code

Required information that must accompany conversion certificate if box 2 is checked

If the converting entity is a domestic or foreign entity that will not be licensed in Ohio, provide the name and address of the statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

See instructions for additional filing requirements if

(1) the conversion creates a new domestic entity,

(2) the converted entity is a foreign entity that desires to transact business in Ohio; or

(3) if a domestic corporation or foreign corporation licensed in Ohio is the converting entity.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required
Must be signed by an
authorized representative.



Signature

By (if applicable)

Kimberly Hiatt

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Complete the information in this section.

AFFIDAVIT

In lieu of dissolution releases from various governmental authorities.

HealthSmart Rx Solutions, Inc.

Name of Corporation

The undersigned, being first duly sworn, declares that on the dates indicated below, each of the named state governmental agencies was advised IN WRITING of the scheduled date of filing of the Certificate and was advised IN WRITING of the acknowledgement by the corporation of the applicability of the provisions of section 1701.95 of the ORC.

| | | | |
|--|--|---|---|
| Agency Ohio Bureau of Workers' Compensation 30 W. Spring Street Columbus, Ohio 43215 * Only required for domestic for-profit corporations | Date Notified (MM/DD/YYYY) 06/18/2024 | Agency Ohio Job & Family Services Status and Liability Section Data Correspondence Control Fax: 614-752-4811 Phone: 614-466-2319 Overnight Address: P.O. Box 182413 Columbus, OH 43218-2413 | Date Notified (MM/DD/YYYY) 06/20/2024 Regular Address: P.O. Box 182413 Columbus, OH 43218-2413 |
| Agency Ohio Department of Taxation Taxpayer Services/Tax Release Unit P.O. Box 182382 Columbus, OH 43218-2382 Dissolution@tax.state.oh.us * Complete this date notified field only if the corporation is a domestic non-profit corporation or foreign corporation. * Note: Domestic for-profit corporations must submit with this filing a Certificate of Tax Clearance issued by the Ohio Department of Taxation. | Date Notified (MM/DD/YYYY) 06/20/2024 | <input type="checkbox"/> The corporation is not required to pay or the department of taxation has not assessed any personal property tax. | |

Note: This affidavit must be signed by the person executing the certificate or by an officer of the corporation.

Signature Kimberly Hiatt Title Secretary

Kimberly Hiatt

Name

9900 Bren Road East

Mailing Address

Minnetonka Minnesota 55343

City State ZIP Code

State of Ohio

County of Cuyahoga HAMILTON

Sworn to or affirmed and subscribed before me by KIMBERLY HIATT

Name of person making oath or affirmation

on this date June 25, 2024

Today's Date (MM/DD/YYYY)



William F. Russo, Attorney At Law
 NOTARY PUBLIC - STATE OF OHIO
 My commission has no expiration date
 Sec. 147.03 R.C.

William F. Russo
 Notary Public's Signature

Expiration Date of Notary's Commission (MM/DD/YYYY)

AFFIDAVIT OF PERSONAL PROPERTY

State of

County of

Name of Officer

Title of Officer

of

Name of Corporation

and that this affidavit is made in compliance with Ohio Revised Code Section

That above-named corporation: (Check one (1) of the following)

☒ Has no personal property in any county in Ohio

☐ Is the type required to pay personal property taxes to state authorities only

☐ Has personal property in the following county (ies)

County

County

County

Signature

Title

Sworn to or affirmed and subscribed before me by

Name of person making oath or affirmation

on this date

Today's Date (MM/DD/YYYY)

NOTARY SEAL



Notary Public's Signature

William F. Russo, Attorney At Law
NOTARY PUBLIC - STATE OF OHIO
My commission has no expiration date
Sec. 147.03 R.C.

Expiration Date of Notary's Commission (MM/DD/YYYY)

Instructions for Certificate of Conversion For Entities Converting WITHIN or OFF the Records of the Ohio Secretary of State

This form should be used to file a certificate of conversion to document that an entity converted "within (entities already on record with our office and remaining on record following the conversion filing)" or "off (entities already on record with our office who will no longer be on record following the conversion filing)" the records of the Ohio Secretary of State.

Converting Entity Information

Pursuant to Ohio Revised Code §§1701.811, 1706.722, 1776.72 and 1782.4310, the certificate of conversion must set forth the name of the converting entity, the jurisdiction of formation of the converting entity and the form of the converting entity. The authorized representative signing the certificate on behalf of the converting entity agrees that the converting entity has complied with all of the laws under which it exists and that the laws permit the conversion.

Converted Entity Information

You must state the name of the converted (resulting) entity, the converted entity's jurisdiction of formation and the form of the converted entity.

Effective Date

The effective date of the conversion may be on or after the date of filing of the certificate pursuant to Ohio Revised Code §§1701.811, 1706.722, 1776.72 and 1782.4310. If no date is specified, the effective date will be the date of filing.

Name and Mailing Address

Please provide the name and mailing address of the person or entity that is to provide a copy of the declaration of conversion in response to any written request made by a shareholder, partner, or member of the converting entity.

Original Appointment of Statutory Agent and Acceptance of Appointment

Pursuant to Ohio Revised Code §§1701.811, 1706.722, 1776.72 and 1782.4310, if the converted entity is a foreign entity that will not be licensed in this state, a statutory agent must be appointed to accept service of process on behalf of the entity. The statutory agent must be one of the following: (1) A natural person who is a resident of this state; or (2) A domestic or foreign corporation, nonprofit corporation, limited liability company, partnership, limited partnership, limited liability partnership, limited partnership association, professional association, business trust, or unincorporated nonprofit association that has a business address in this state. If the agent is a business entity then the agent must meet the requirements of Title XVII of the Revised Code to transact business or exercise privileges in Ohio.

Additional Requirements

Filing a New Domestic Business Entity (for conversions within records only)

Pursuant to Ohio Revised Code §§1701.811, 1706.722, 1776.72 and 1782.4310, if the conversion results in a new domestic corporation, limited liability company, limited partnership, or other partnership, any organizational document required to be filed to create that type of entity shall be filed with the certificate of conversion. There is no additional fee to file the organizational document(s).

Filing for a Foreign License to Transact Business in Ohio (for conversions within records only)

If the converted entity is a foreign entity that desires to transact business in Ohio, the certificate of conversion shall be accompanied by the information required by division (B)(7), (8), (9), or (10) of section 1701.791, 1705.37, 1776.69 or 1782.432 of the Ohio Revised Code.

Requirements of Converting Corporations (Domestic or Foreign)

If a foreign or domestic corporation licensed in Ohio is a converting entity and the converted entity is not a foreign or domestic corporation to be licensed in Ohio, Ohio Revised Code §§1701.81 requires that additional information be submitted with the certificate.

A domestic corporation must provide the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §§1701.86(H). A foreign corporation must submit the affidavits, receipts, certificates or other evidence required by Ohio Revised Code §§1703.17 (C) or (D) if they are the converting entity. The required affidavits are attached to this form for your convenience.

Additional Provisions

If the information you wish to provide for the record does not fit on the form, please attach additional provisions on a single-sided, 8 1/2 x 11 sheet(s) of paper.

Signature(s)

After completing all information on the filing form, please make sure that the form is signed by at least one authorized representative on behalf of the converting entity. By signing each authorized representative states that the conversion is authorized on behalf of the converting entity and that he or she is authorized to sign the certificate on behalf of the converting entity. Please include the title of each authorized representative beneath the signature line.

****Note: Our office cannot file or record a document that contains a social security number or tax identification number. Please do not enter a social security number or tax identification, in any format, on this form.**



PO Box 182382
Columbus, OH 43218-2382
tax.ohio.gov



ROGER PLATT
9900 BREN ROAD EAST
MINNETONKA, MN 55343
USA

June 20, 2024
Contact ID: 9943633794

RE: Certificate of Tax Clearance
Entity Name: HEALTHSMART RX SOLUTIONS INC
Ohio Charter #: 751968
Certificate Issue Date: 06/20/2024

Up to and including the certificate issue date, all taxes administered by the Tax Commissioner have been filed and paid in full.

This certificate does not preclude the Department from issuing a bill and/or assessment, for any tax returns and/or tax liabilities and fees becoming due, after the certificate issue date. Also, this certificate does not preclude the Department from examining or auditing any period.

This Certificate of Tax Clearance is valid for thirty (30) days after issuance. The Ohio Secretary of State requires it to be submitted with their prescribed forms.

Patricia Harris
Tax Commissioner

If responding to this notice, please use one of the following options:

- **Electronically:** Online Notice Response Service (ONRS) at gateway.ohio.gov or tax.ohio.gov/ONRS
- **Email:** Dissolution@tax.ohio.gov
- **eFax:** 1-206-984-0378
- **Mail:** Ohio Department of Taxation, PO Box 182382, Columbus, OH 43218-2382

Please contact the Department with any questions.

Tax Release Unit
Phone: 1-855-995-4422
TTY/TDD: 1-800-750-0750

TRAT0001

1 of 1

Form Name: Tax Release Notice Response - D5



| DATE | DOCUMENT ID | DESCRIPTION | FILING | EXPED | CERT | COPY |
|------------|--------------|----------------------------|--------|--------|------|------|
| 08/14/2024 | 202422702384 | OHIO LLC - AMENDMENT (LAM) | 50.00 | 300.00 | 0.00 | 0.00 |

Receipt

This is not a bill. Please do not remit payment.

NATIONAL SERVICE INFORMATION, INC.
145 BAKER STREET
MARION, OH 43302

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
751968

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
LUCYRX HEALTH SOLUTIONS OHIO, LLC

and, that said business records show the filing and recording of:

Document(s)
OHIO LLC - AMENDMENT

Document No(s):
202422702384

Effective Date: **08/14/2024**



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
14th day of August, A.D. 2024.


Ohio Secretary of State

Form 611 Prescribed by:

Date Electronically Filed: 8/14/2024



Telephone: 877.767.3453

OhioSoS.gov | business@OhioSoS.govFile online or for more information: OhioBusinessCentral.gov

Domestic Limited Liability Company Certificate of Amendment or Restatement

Filing Fee: \$50

Form Must Be Typed

(CHECK ONLY ONE (1) BOX)

(1) Domestic Limited Liability Company

☒ Amendment (129-LAM)

(2) Domestic Limited Liability Company

☐ Restatement (142-LRA)

HEALTHSMART RX SOLUTIONS, LLC

Name of Limited Liability Company

751968

Registration Number

Optional:

Effective Date (MM/DD/YYYY) 8/14/2024

Effective Time

Pursuant to Ohio Revised Code Section 1706.172(D), a certificate of amendment delivered to the Ohio Secretary of State for filing under this chapter may specify an effective time and a delayed effective date of not more than ninety days following the date of receipt by the Secretary of State. A certificate of amendment is effective as provided in Ohio Revised Code Section 1706.172(D).

If box (1) Amendment is checked, only complete sections that apply. If box (2) Restatement is checked, all sections below must be completed.

Name of Limited Liability Company LucyRx Health Solutions Ohio, LLC

(Name must include one of the following words or abbreviations:
"limited liability company", "limited", "LLC", "L.L.C.", "Ltd.", or "Ltd".)

Purpose

If applicable, attach a statement as provided in division (B)(3) of section 1706.761 of the Ohio Revised Code to state that the LLC may have one or more series of assets subject to limitations.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

This filing must be signed by at least one person authorized by the limited liability company.

If the person is an individual, then he or she must sign on the "signature" line and print his or her name in the "Print Name" Box.

If the person is a business entity, please print the name of the entity in the "Signature" box and an authorized representative of the business must sign in the "By" box and print his or her name and title or authority in the "Print Name Box."

/S/ ALEXANDER MOTOLA

Signature

ALEXANDER MOTOLA, VICE PRESIDENT

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name

UNITED STATES OF AMERICA
STATE OF OHIO
OFFICE OF THE SECRETARY OF STATE

I, Frank LaRose, do hereby certify that I am the duly elected, qualified and present acting Secretary of State for the State of Ohio, and as such have custody of the records of Ohio and Foreign business entities; that said records show LUCYRX HEALTH SOLUTIONS OHIO, LLC, an Ohio Limited Liability Company, Registration Number 751968, was organized in the State of Ohio on June 21, 1989, is currently in FULL FORCE AND EFFECT upon the records of this office.



*Witness my hand and the seal of the
Secretary of State at Columbus, Ohio
this 11th day of October, A.D. 2024.*

A handwritten signature in blue ink, appearing to read "Frank LaRose".

Ohio Secretary of State

Validation Number: 202428502638