



Office of the Secretary of State

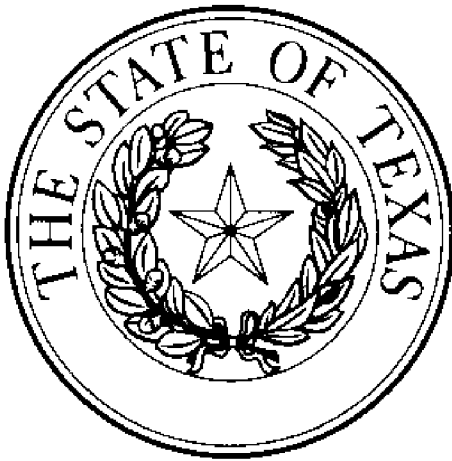
The undersigned, as Deputy Secretary of State of Texas, does hereby certify that the attached is a true and correct copy of each document on file in this office as described below:

Talkspace Provider Network, PA
Filing Number: 803869163

Certificate of Formation
Certificate of Amendment

December 17, 2020
June 22, 2021

In testimony whereof, I have hereunto signed my name officially and caused to be impressed hereon the Seal of State at my office in Austin, Texas on June 30, 2021.



A handwritten signature in black ink, appearing to read "Jose A. Esparza".

Jose A. Esparza
Deputy Secretary of State

Form 424
(Revised 05/11)
 Submit in duplicate to:
 Secretary of State
 P.O. Box 13697
 Austin, TX 78711-3697
 512 463-5555
 FAX: 512/463-5709
 Filing Fee: See instructions



This space reserved for office use.

FILED
 In the Office of the
 Secretary of State of Texas

JUN 22 2021

Certificate of Amendment

Corporations Section

Entity Information

The name of the filing entity is:

Talkspace Provider Network, PA

State the name of the entity as currently shown in the records of the secretary of state. If the amendment changes the name of the entity, state the old name and not the new name.

The filing entity is a: (Select the appropriate entity type below.)

- For-profit Corporation
- Nonprofit Corporation
- Cooperative Association
- Limited Liability Company
- Professional Corporation
- Professional Limited Liability Company
- Professional Association
- Limited Partnership

The file number issued to the filing entity by the secretary of state is: 803869163

The date of formation of the entity is: 12/17/2020

Amendments

1. Amended Name

(If the purpose of the certificate of amendment is to change the name of the entity, use the following statement)

The amendment changes the certificate of formation to change the article or provision that names the filing entity. The article or provision is amended to read as follows:

The name of the filing entity is: (state the new name of the entity below)

The name of the entity must contain an organizational designation or accepted abbreviation of such term, as applicable.

2. Amended Registered Agent/Registered Office

The amendment changes the certificate of formation to change the article or provision stating the name of the registered agent and the registered office address of the filing entity. The article or provision is amended to read as follows:

Registered Agent:

(Complete either A or B, but not both. Also complete C.)

A. The registered agent is an organization (cannot be entity named above) by the name of:

OR

B. The registered agent is an individual resident of the state whose name is:

First Name *M.I.* *Last Name* *Suffix*

The person executing this instrument affirms that the person designated as the new registered agent has consented to serve as registered agent.

C. The business address of the registered agent and the registered office address is:

Street Address (No P.O. Box) *City* *TX*
State *Zip Code*

3. Other Added, Altered, or Deleted Provisions

Other changes or additions to the certificate of formation may be made in the space provided below. If the space provided is insufficient, incorporate the additional text by providing an attachment to this form. Please read the instructions to this form for further information on format.

Text Area (The attached addendum, if any, is incorporated herein by reference.)

Add each of the following provisions to the certificate of formation. The identification or reference of the added provision and the full text are as follows:

Alter each of the following provisions of the certificate of formation. The identification or reference of the altered provision and the full text of the provision as amended are as follows:

Article 4 - Purpose

The type of professional service to be provided by the professional entity is the provision or arrangement of behavioral health services.

Delete each of the provisions identified below from the certificate of formation.

Statement of Approval

The amendments to the certificate of formation have been approved in the manner required by the Texas Business Organizations Code and by the governing documents of the entity.

Effectiveness of Filing (Select either A, B, or C.)

- A. This document becomes effective when the document is filed by the secretary of state.
- B. This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: _____
- C. This document takes effect upon the occurrence of a future event or fact, other than the passage of time. The 90th day after the date of signing is: _____

The following event or fact will cause the document to take effect in the manner described below:

Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument and certifies under penalty of perjury that the undersigned is authorized under the provisions of law governing the entity to execute the filing instrument.

Date: 6/22/2021

By: _____

Digitized by:
Neil Leibowitz, MD
727A18P028200

Signature of authorized person

Neil Leibowitz, MD

Printed or typed name of authorized person (see instructions)

FILED
In the Office of the
Secretary of State of Texas

DEC 17 2020

Corporations Section

**CERTIFICATE OF FORMATION
TALKSPACE PROVIDER NETWORK, PA**

The undersigned natural person of the age of at least eighteen (18) years, acting as organizer of a professional association under the Texas Business Organizations Code ("BOC"), does hereby adopt the following Certificate of Formation ("Certificate").

Article 1 - Entity Type and Name

The filing entity being formed is a professional association. The name of the filing entity is Talkspace Provider Network, PA (the "Association"). The address of the Association is 2578 Broadway #607, New York, NY 10025.

Article 2 - Registered Agent and Registered Office

The initial registered agent is C T Corporation System. The business address of the registered agent and the registered office address are 1999 Bryan Street, Suite 900, Dallas, Texas 75201.

Article 3 - Governing Persons

The professional association is to be managed by a board of directors. The name and address of the person who is to serve as the initial director are set forth below:

Neil Leibowitz, MD
2578 Broadway #607
New York, NY 10025

Article 4 - Purpose

The type of professional service to be provided by the professional entity is the practice of behavioral health services.

Article 5 - Authorized Stock

The aggregate number of shares of a single class that the Association is authorized to issue is Ten Thousand (10,000) shares. All shares shall be common shares with no par value.

Article 6 - Original Member

The original member is licensed to perform the type of professional service for which the Association is formed. The name and address of the original member of the Association is:

Neil Leibowitz, MD
2578 Broadway #607
New York, NY 10025

Article 7 - Limitation of Liability

No director shall be liable to the Association or its members for monetary damages for an act or omission in the director's capacity as a director, except that this Article 7 does not eliminate or limit the liability of a director to the extent the director is found liable for:

- A. a breach of the director's duty of loyalty to the Association or its members;

B. an act or omission not in good faith that constitutes a breach of duty of the director to the Association or an act or omission that involves intentional misconduct or a knowing violation of the law;

C. a transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or

D. an act or omission for which the liability of the director is expressly provided by an applicable statute.

Any repeal or modification of this Article by the members of the Association shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Association existing at the time of such repeal or modification.

Article 8 – Action without a Meeting

Any action required to be taken at any annual or special meeting of members, or any action which may be taken at any annual or special meeting of members, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by all of the members having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the members entitled to vote on the action were present and voted. Any such written consent shall be executed, dated and filed with the association in the manner required by Sections 6.202 and 6.203 of the BOC.

Article 9 – Effectiveness of Filing

This document is effective when the document is filed by the Secretary of State.

Article 10 – Organizer

The name and address of the organizer of the Association is:

Neil Leibowitz, MD
2578 Broadway #607
New York, NY 10025

Article 11 – Execution

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Sole Member and Organizer

DocuSigned by:
Neil Leibowitz, MD
797A189FDFD24DD

Date: December 17, 2020.

Neil Leibowitz, MD