

**BEFORE THE INSURANCE DEPARTMENT
OF THE
COMMONWEALTH OF PENNSYLVANIA**

**Statement Regarding the Acquisition of Control of or Merger with
Domestic Insurers:**

**Hospital Service Association of Northeastern Pennsylvania
d/b/a Blue Cross of Northeastern Pennsylvania;
First Priority Life Insurance Company, Inc.;
HMO of Northeastern Pennsylvania, Inc.,
d/b/a First Priority Health**

By Highmark Inc.

**BCNEPA RESPONSE TO INFORMATION REQUEST 6.1.1.1 FROM
THE PENNSYLVANIA INSURANCE DEPARTMENT**

REQUEST 6.1.1.1:

For (i) the Applicant; (ii) BCNEPA; and (iii) each BCNEPA Affiliate provide copies of: Articles of incorporation or other formation document, except for those entities for which such Documents have been provided. Identify the entities for which such Documents have been provided and where such Documents are located in the Form A filing and accompanying material.

RESPONSE:

BCNEPA certifies that the attached documents are the Articles of Incorporation or other formation documents for each of the following entities:

- Hospital Service Association of Northeastern Pennsylvania (“HSA”) d/b/a Blue Cross of Northeastern Pennsylvania (“BCNEPA”)
- First Priority Life Insurance Company (“FPLIC”)
- HMO of Northeastern Pennsylvania d/b/a First Priority Health (“FPH”)
- Hospital Service Association of Northeastern Pennsylvania Foundation d/b/a The Blue Ribbon Foundation
- AllOne Health Services, Inc.

- AllOne Health Management Solutions, Inc.
- AllOne Health Group, Inc.
- Health Resources Corporation

**Hospital Service Association of
Northeastern Pennsylvania
d/b/a Blue Cross of Northeastern
Pennsylvania (“BCNEPA”)
19 North Main Street
Wilkes-Barre, PA 18711**

Divider Page

STATE OF PENNSYLVANIA)
COUNTY OF LUZERNE.) SS:

Recorded in the office for the recording of Deeds, etc., in
and for the said County, on the 7 day of Sept A.D. 1938, in
Charter Book, Vol. 13 Page 327.

Witness my hand and seal of said office, the day and year
aforesaid.

Leopold R. Stecker
Recorder.

IN THE COURT OF COMMON PLEAS
OF LUZERNE COUNTY, PA.

NO. 1108 *ft. 108* TERM, 1938.

IN RE: APPLICATION FOR
CHARTER OF:

HOSPITAL SERVICE ASSOCIA-
TION OF NORTHEASTERN
PENNSYLVANIA.

APPLICATION FOR CHARTER.

And now, to wit, this
day of August, A.D. 1938,
the undersigned hereby
certifies that the within
application for a charter
has been filed in the office
of the Prothonotary of
Luzerne County, Pennsylvania,
at the above number and term.

Peter M. Marzke
Prothonotary.

ENTERED FOR RECORD

ft. 108 M.

SEP 7 - 1938

ANDREW HOURIGAN
ATTORNEY AT LAW

SUITE 930 WILKES BARRE, PA. RECORDS

IN THE COURT OF COMMON PLEAS
OF LUZERNE COUNTY, PA.

IN RE: APPLICATION FOR CHARTER OF :
HOSPITAL SERVICE ASSOCIATION : No. 1118 1220 TERM, 1938.
OF NORTHEASTERN PENNSYLVANIA. :

TO THE HONORABLE, THE JUDGES OF SAID COURT:

In compliance with the requirements of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, approved the fifth day of May, A.D. 1933, P.L. 289, as amended, the undersigned, all of whom are residents of Pennsylvania, and citizens of the United States, its territories or possessions, and all of whom are of full age, having associated themselves together for the purpose or purposes hereinafter specified, and desiring that they may be incorporated, and that a charter may be issued to them and their associates and successors according to law, do hereby certify:

First. The name of the proposed corporation is Hospital Service Association of Northeastern Pennsylvania, which name has been duly registered with the Department of State of the Commonwealth of Pennsylvania.

Second. The initial registered office of the proposed corporation in the Commonwealth of Pennsylvania will be located at No. 503 Bennett Building, Wilkes-Barre, County of Luzerne, Pennsylvania.

Third. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

To establish, maintain, and operate a non-profit hospital plan whereby hospitalization may be provided to subscribers of such plan by any hospital with which the corporation may contract for such hospitalization.

Fourth. The corporation shall exist perpetually.

Fifth. The name, place of residence and post office address of each of the incorporators are as follows:

John T. Howell, Jr.	28 Pierce St., Kingston, Pa.
Abram Nesbitt, 2d.	282 North Maple Avenue, Kingston, Pa.
Robert W. Gloman,	76 Carlisle Street, Wilkes-Barre, Pa.
Dr. H. Alexander Smith	259 South Franklin St., Wilkes-Barre, Pa.
Andrew Hourigan,	118 West River St., Wilkes-Barre, Pa.
S. C. Chase,	Huntsville, Lehman Township, Pa.

Sixth. The names and addresses of those persons who are to act as directors until the election of their successors, together with their titles, and who shall be subject to all of the provisions of the aforesaid Act relating to directors, and who shall constitute the number of directors of the corporation until changed by the by-laws are:

John T. Howell, Jr.,	28 Pierce St., Kingston, Pa.
Abram Nesbitt, 2d.,	282 North Maple Ave., Kingston, Pa.
Robert W. Gloman,	76 Carlisle St., Wilkes-Barre, Pa.
Dr. H. Alexander Smith,	259 South Franklin St., Wilkes-Barre, Pa.
Andrew Hourigan,	118 West River St., Wilkes-Barre, Pa.
S. C. Chase,	Huntsville, Lehman Township, Pa.

Seventh. The Corporation is to be organized upon a non-stock basis.

Eighth. The amount of the assets which the corporation will have to start its corporate functions is as follows:

Real Property \$ None

Personal Property \$5,000.00

The amount which has been paid to the treasurer of the corporation, in cash, for shares issued is \$0-----. The name and residence of said Treasurer are John T. Howell, Jr., No. 28 Pierce Street, Kingston, County of Luzerne, Pennsylvania.

WITNESS our hands and seals this _____ day of August, A.D. One Thousand Nine Hundred and thirty-eight (1938).

John T. Howell Jr. (SEAL)

Abram Nesbitt (SEAL)

Robert W. Gloman (SEAL)

Dr. H. Alexander Smith (SEAL)

Andrew Hourigan (SEAL)

S. C. Chase (SEAL)

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF LUZERNE.

) SS:

Before me, a Notary Public in and for the said County, personally came the above named

John T. Howell, Jr.
Abram Nesbitt, Ed.
Andrew Hourigan

who in due form of law acknowledged the foregoing instrument to be their act and deed for the purposes therein specified.

WITNESS my hand and seal of office, the 10th day of August, A.D. 1938.

[Signature]
Notary Public.

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF LUZERNE

) SS:

Personally appeared before me this 10th day of August, A.D. 1938,

John T. Howell, Jr.
Abram Nesbitt, Ed.
Andrew Hourigan.

who, being duly sworn according to law depose and say that the statements contained in the foregoing instrument are true to the best of their knowledge and belief.

Sworn and subscribed to before me
the 10th day of August, 1938.

[Signature]
Notary Public.

[Signature]

[Signature]

DECREE OF INCORPORATION.

And now, to wit, this 7th day of September, A. D. 1938, the within articles of incorporation, together with certificate of registration of corporate name of HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA, having been presented to the Court of Common Pleas of Luzerne County, Pennsylvania, accompanied by proofs of publication of the notice of this application as required by law, and by the rule of this Court in such case made and provided, the Court having found the Articles to be in proper form and within the provisions of the Nonprofit Corporation Law of the Commonwealth of Pennsylvania, approved May 5th, 1933, P.L. 289, and having found the purpose or purposes set forth in the said Articles lawful and not injurious to the community, on motion of Andrew Hourigan, Attorney for petitioners, it is hereby ordered and decreed that the said articles of incorporation are approved and that upon the recording of said articles of incorporation together with this order, that the subscribers thereto and their associates and successors shall be a Nonprofit corporation by the name and title of

HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN
PENNSYLVANIA

for the purpose and upon the terms therein stated.

By the Court

Farrell

IN THE COURT OF COMMON PLEAS OF LUZERNE COUNTY, PA. *Ind. # 236*

IN RE: APPLICATION FOR AMENDMENT)
OF ARTICLES OF INCORPORATION OF)

No. *1108 Oct.* Term, 1938

HOSPITAL SERVICE ASSOCIATION OF)
NORTHEASTERN PENNSYLVANIA, a)
nonprofit corporation)

COPY

ARTICLES OF AMENDMENT

TO THE HONORABLE, THE JUDGES OF SAID COURT:

In compliance with the requirements of the "Nonprofit Corporation Law", approved May 5, 1933, as amended, Hospital Service Association of Northeastern Pennsylvania by its duly authorized officers, hereby represents:

1. That the registered office of Hospital Service Association of Northeastern Pennsylvania is located at 15 South Franklin Street, Wilkes-Barre, Luzerne County, Pennsylvania.

2. That said corporation was formed under Act of the General Assembly of the Commonwealth of Pennsylvania, known as the "Nonprofit Corporation Law", Act of May 5, 1933, P.L. 289, as amended, that the Decree of Incorporation was entered by your Honorable Court on September 7, 1938 and the original Articles of Incorporation were recorded on September 7, 1938 in the Office for Recording of Deeds in and for Luzerne County in Charter Book No. 13, at page 327.

3. The amendments provided for herein were duly authorized by a resolution, a certified copy of which is attached hereto as Exhibit "A", adopted by unanimous vote of the members of the corporation in attendance at a meeting held upon 10 days written notice on September 26, 1968 at 15 South Franklin Street, Wilkes-Barre, Luzerne County, Pennsylvania, there being 10 out of a total of 40 members of said corporation present at the meeting.

4. That paragraph Third of the Articles of Incorporation of this corporation which now reads as follows:

THIRD: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

To establish, maintain, and operate a nonprofit hospital plan whereby hospitalization may be provided to subscribers of such plan by any hospital with which the corporation may contract for such hospitalization.

shall be deleted and the following paragraph Third substituted therefor

THIRD: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

1. To establish, maintain and operate a non-profit plan whereby health benefits may be provided to subscribers to such plan.

2. To make and enter into contracts with duly licensed hospitals and other organizations or facilities for the rendering of hospitalization and other health benefits to subscribers to such plan.

3. To establish a plan providing (a) certain hospital services to be rendered by such hospitals to subscribers, (b) indemnities for certain medical services when incident to hospitalization, to-wit: laboratory, electrocardiographic and X-ray examinations, metabolism tests, anesthesia and physical therapy, to be rendered by physicians to subscribers in accordance with the arrangements then existing between the hospitals and the physicians rendering such services, and (c) any or all of the following benefits or coverages:

- (1) extended benefits or major medical coverage indemnifying subscribers for certain expenses in excess of the benefits included in the basic coverage,
- (2) benefits in extended care facilities and nursing or convalescent homes,
- (3) nursing care, including visiting nurse service,
- (4) home care, consisting of an organized program of health services provided under the direction of a physician to a patient at home,
- (5) drugs, medicines and medical supplies and appliances for use outside of a hospital,
- (6) any and all other health or related services, including without being limited to, hearing and vision care, routine physical examinations and health checkups,

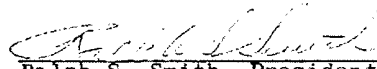
provided, however, that the foregoing benefits or coverages set forth in sub-paragraphs 3 (c) (1) to (6), inclusive, shall not include payment for any services performed by a physician or doctor, except as contemplated in sub-paragraph 3 (b).

4. To issue subscription agreements to subscribers to the said non-profit plan and to enter into group contracts in accordance with these purposes.

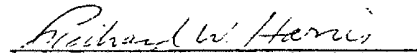
5. To act as an agency or organization under Section 1816 of Title XVIII of the Federal Social Security Act, known as "Medicare", 42 U.S.C.A. Section 1395h, and its amendments, with power to perform all the services which may be required of an agency or organization thereunder; to perform services, similar or related to those which may be required of an agency or organization as aforesaid, in connection with any federal, state or local governmental health care program; to perform services, similar or related to those which may be required of an agency or organization in connection with or associated with non-governmental organizations, individuals, groups and agencies in the health care field.

6. To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes, or which may be done by a corporation organized for such purposes under the laws of the Commonwealth of Pennsylvania, together with all the powers now or which may hereafter be permitted to it by the laws of the Commonwealth of Pennsylvania.

IN WITNESS WHEREOF Hospital Service Association of Northeastern Pennsylvania has caused these Articles of Amendment to its Articles of Incorporation to be signed by its President and Assistant Secretary, and its Corporate Seal duly attested by its Assistant Secretary, to be hereunto affixed this 7th day of October, 1968.


Ralph S. Smith, President

ATTEST:


Richard W. Harris, Assistant Secretary


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
COUNTY OF LUZERNE) SS.

Before me, a Notary Public in and for the said Commonwealth and County, personally appeared RALPH S. SMITH and RICHARD W. HARRIS, who, being duly sworn according to law, depose and say that they are respectively the President and Assistant Secretary of Hospital Service Association of Northeastern Pennsylvania, that they have been authorized to make this Affidavit in behalf of the said Corporation; and that the facts contained in the foregoing Articles of Amendment of the Articles of Incorporation are true and correct to the best of their information, knowledge, and belief.

Ralph S. Smith

Richard W. Harris

Sworn and subscribed
before me this 7th day
of October, 1968

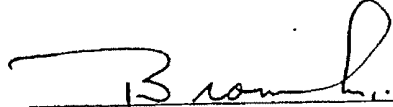
Rosemary Q Vogel
Notary Public

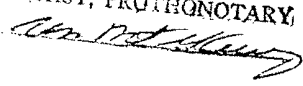
NOTARY PUBLIC
Wilkes-Barre, Luz. Co., Pa.
My Comm. Expires April 8, 1972

DECREE

AND NOW, this 25th day of October, 1968,
the within Articles of Amendment, together with proofs of
advertisement thereof and a certified copy of the resolu-
tion of the Corporation's members authorizing the said
amendment having been presented to the Court of Common
Pleas of Luzerne County, Pennsylvania; the Court having
found such Articles of Amendment to be lawful, in the
proper form and within the provisions of the Nonprofit
Corporation Law, Act of May 5, 1933, P.L. 289, as
amended, and the Court having found the said Amendment
to be beneficial and not injurious to the community, on
motion of Richard W. Harris, Esq., Attorney for petitioner,
it is hereby ordered and decreed that the said Articles of
Amendment be, and the same are hereby approved, and, upon
the recording of the same together with this decree, the
amendments specified in the Articles of Amendment shall
become a part of the original Articles of Incorporation.

BY THE COURT


Judge

Certified from the records this
26 day of October A.D. 1968
BERNARD J. PODCASY, PROTHONOTARY
Per. 

HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA,
by its Assistant Secretary, Richard W. Harris, hereby certifies
that the following Resolution was duly proposed and adopted by
the unanimous vote of the members of the Corporation in atten-
dance at a meeting held on September 26, 1968, at 15 South
Franklin Street, Wilkes-Barre, Luzerne County, Pennsylvania,
there being 10 out of a total of 40 members of said Corpor-
ation present at the meeting:

RESOLVED, that Paragraph Third of the Articles of Incorporation of this Corporation which now reads as follows:

THIRD: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

To establish, maintain, and operate a nonprofit hospital plan whereby hospitalization may be provided to subscribers of such plan by any hospital with which the corporation may contract for such hospitalization

shall be deleted and the following paragraph Third substituted therefor:

THIRD: The corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its members. The purposes for which it is formed are:

1. To establish, maintain and operate a non-profit plan whereby health benefits may be provided to subscribers to such plan.
2. To make and enter into contracts with duly licensed hospitals and other organizations or facilities for the rendering of hospitalization and other health benefits to subscribers to such plan.
3. To establish a plan providing (a) certain hospital services to be rendered by such hospitals to subscribers, (b) indemnities for certain medical services when incident to hospitalization, to-wit: laboratory, electrocardiographic and X-ray examinations, metabolism tests, anesthesia and physical therapy, to be rendered by physicians to subscribers in accordance with the arrangements then existing between the hospitals and the physicians rendering such services, and (c) any or all of the following benefits or coverages:
 - (1) extended benefits or major medical coverage indemnifying subscribers for certain expenses in excess of the benefits included in the basic coverage,

- (2) benefits in extended care facilities and nursing or convalescent homes,
- (3) nursing care, including visiting nurse service,
- (4) home care, consisting of an organized program of health services provided under the direction of a physician to a patient at home,
- (5) drugs, medicines and medical supplies and appliances for use outside of a hospital,
- (6) any and all other health or related services, including without being limited to, hearing and vision care, routine physical examinations and health checkups,

provided, however, that the foregoing benefits or coverages set forth in sub-paragraphs 3 (c) (1) to (6), inclusive, shall not include payment for any services performed by a physician or doctor, except as contemplated in sub-paragraph 3 (b).

4. To issue subscription agreements to subscribers to the said non-profit plan and to enter into group contracts in accordance with these purposes,

5. To act as an agency or organization under Section 1816 of Title XVIII of the Federal Social Security Act, known as "Medicare" 42 U.S.C.A. Section 1395h, and its amendments, with power to perform all the services which may be required of an agency or organization thereunder; to perform services, similar or related to those which may be required of an agency or organization as aforesaid, in connection with any federal, state or local governmental health care program; to perform services, similar or related to those which may be required of an agency or organization in connection with or associated with non-governmental organizations, individuals, groups and agencies in the health care field.

6. To do everything and anything necessary, suitable, proper, convenient and incidental to the aforesaid purposes, or which may be done by a corporation organized for such purposes under the laws of the Commonwealth of Pennsylvania, together with all the powers now or which may hereafter be permitted to it by the laws of the Commonwealth of Pennsylvania.

HOSPITAL SERVICE ASSOCIATION
OF NORTHEASTERN PENNSYLVANIA

By: Richard W. Harris
Richard W. Harris
Assistant Secretary

EXHIBIT "A"

PROOF OF PUBLICATION

LUZERNE LEGAL REGISTER

(Under Act No. 587, approved May 16th, 1929)

STATE OF PENNSYLVANIA }
COUNTY OF LUZERNE } ss:

ROBERT F. DILLEY, being duly sworn according to law, deposes and says that he is Secretary of the Wilkes-Barre Law and Library Association, publisher of LUZERNE LEGAL REGISTER, a legal periodical printed in the city of Wilkes-Barre, county and State aforesaid, that said LUZERNE LEGAL REGISTER was established in 1872, and was designated the legal periodical for Luzerne County, by Court Rule, 1873, and that the printed notice or publication hereto attached is exactly as printed in the regular editions and issues of the LUZERNE LEGAL REGISTER on the following dates, to-wit:

October 18, 1968

Affiant further deposes and says that the LUZERNE LEGAL REGISTER is a legal periodical of general circulation and that neither the affiant nor the LUZERNE LEGAL REGISTER is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR
PUBLICATION

IN THE COURT OF COMMON PLEAS OF LUZERNE County, No. 1108 October Term, 1968.
NOTICE IS HEREBY GIVEN that under the provisions of the Pennsylvania Non-profit Corporation Law, Act of May 5, 1933, P.L. 207, as amended, an application will be made to the above court on Oct. 25, 1968, at 10:00 A.M. for the purpose of obtaining approval of an Amendment to Paragraph Third of the Articles of Incorporation of HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA to reflect certain statutory extensions in the services which said Association is authorized to provide for its subscribers; and to clarify the authority of Hospital Service Association of Northeastern Pennsylvania to perform certain fiscal and administrative functions in connection with various governmental and non-governmental health care programs.
The registered office of Hospital Service Association of Northeastern Pennsylvania is located at 15 South Franklin Street, Wilkes-Barre, Pennsylvania.
The Articles of Amendment have been filed in the office of the Prothonotary of Luzerne County.
RICHARD W. HARRIS, Attorney
Blue Cross Building
Wilkes-Barre, Pa. 18701

42

Sworn to before me this 18th day
of October, 1968

Harold W. Hughes, Jr.
NOTARY PUBLIC
Wilkes-Barre, Twp., Luzerne County, Pa.
My Commission Expires June 2, 1969

PUBLISHER'S RECEIPT FOR ADVERTISING COSTS:

THE LUZERNE LEGAL REGISTER, a legal periodical, hereby acknowledges receipt of the costs \$ 10.00 as above and certifies that the same have been duly paid.

LUZERNE LEGAL REGISTER

Per Robert F. Dilley

EDITOR, MANAGER

Proof of Publication

Wilkes-Barre Record

(Under Act No. 587, approved May 16th, 1929)

STATE OF PENNSYLVANIA, }
COUNTY OF LUZERNE } ss:

John Burak

being duly sworn according to law, deposes and says that ^{he}~~she~~ is bookkeeper for the WILKES-BARRE RECORD of Wilkes-Barre, Pa., a daily newspaper published in the city of Wilkes-Barre, county and State aforesaid, by the Wilkes-Barre Publishing Company, that the said WILKES-BARRE RECORD was established in 1832, and that the printed notice or publication hereto attached is exactly as printed in the regular editions of the WILKES-BARRE RECORD on the following dates, viz:

October 18, 1968

Affiant further deposes and says that the WILKES-BARRE RECORD is a newspaper of general circulation, and that neither the affiant nor the WILKES-BARRE RECORD is interested in the subject matter of the aforesaid notice or advertisement, and that all allegations in the foregoing statement as to time, place and character of publication are true.

COPY OF NOTICE OR PUBLICATION

IN THE COURT OF COMMON PLEAS of Luzerne County, No. 1204 October Term, 1968.
NOTICE IS HEREBY GIVEN that under the provisions of the Pennsylvania Non-profit Corporation Law, Act of May 8, 1933, P. L. 249, as amended, an application will be made to the above court on October 25, 1968, at 10:00 A. M. for the purpose of obtaining approval of an Amendment to Paragraph Third of the Articles of Incorporation of HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA to reflect certain statutory corrections in the services which said Association is authorized to provide for its subscribers and to clarify the authority of Hospital Service Association of Northeastern Pennsylvania to perform certain fiscal and administrative functions in connection with various governmental and non-governmental health care programs.
The registered office of Hospital Service Association of Northeastern Pennsylvania is located at 15 South Franklin Street, Wilkes-Barre, Pennsylvania.
The Articles of Amendment have been filed in the office of the Prothonotary of Luzerne County.
RICHARD W. HARRIS,
Attorney.

For publishing attached notice on above stated dates - - - - - \$

John Burak
Sworn to before me this 18th day
of October, 1968

Margaret B. Gillen
J. PUBLIC
Wilkes-Barre, Luzerne County, Pa.
My Commission Expires Dec. 20, 1971

Wilkes-Barre Record

Publishers Receipt for Advertising Costs:

The WILKES-BARRE RECORD, a newspaper of general circulation, hereby acknowledges receipt of the costs as above and certifies that the same have been duly paid.

Wilkes-Barre Publishing Company

Per

STATE OF PENNSYLVANIA)
COUNTY OF LUZERNE)

SS:

Recorded in the office for the recording of Deeds, etc., in
and for the said County, on the 30th day of Oct. A.D. 1968, in
Charter Book, Vol. 24 Page 1013

Witness my hand and seal of said office, the day and year
aforesaid.

Frank C. Castellino
Recorder.

FILED

1968 OCT 7 PM 3 25

PROTHONOTARY
1-2-3-4-5-6-7-8-9

IN RE: APPLICATION FOR
AMENDMENT TO ARTICLES OF
INCORPORATION OF

HOSPITAL SERVICE ASSOCIATION
OF NORTHEASTERN PENNSYLVANIA

APPLICATION FOR AMENDMENT TO
ARTICLES OF INCORPORATION

And now, to wit, this 7 day
of Oct, A.D. 1968, the
undersigned hereby certifies that
the within application for Amend-
ment to Articles of Incorporation
has been filed in the office of
the Prothonotary of Luzerne County,
Pennsylvania, at the above number
and term.

Richard W. Harris
Prothonotary

Richard W. Harris, Esq.

Divider Page

Microfilm Number _____

Filed with the Department of State on _____

JUL 01 1997

Entity Number 2763384

[Signature]
Secretary of the Commonwealth

JK

ARTICLES OF INCORPORATION-FOR PROFIT
OF

EASTERN AMERICAN LIFE INSURANCE COMPANY, INC.

Name of Corporation

A TYPE OF CORPORATION INDICATED BELOW

Indicate type of domestic corporation:

- ☒ X Business-stock (15 Pa.C.S. § 1306) ☐ Management (15 Pa.C.S. § 2702)
☐ Business-nonstock (15 Pa.C.S. § 2102) ☐ Professional (15 Pa.C.S. § 2903)
☐ Business-statutory close (15 Pa.C.S. § 2303) ☐ Insurance (15 Pa.C.S. § 3101)
☐ Cooperative (15 Pa.C.S. § 7102)

DSCB:15-1306/2102/2303/2702/2903/3101/7102A (Rev 91)

In compliance with the requirements of the applicable provisions of 15 Pa.C.S. (relating to corporations and unincorporated associations) the undersigned, desiring to incorporate a corporation for profit hereby, state(s) that:

1. The name of the corporation is: Eastern American Life Insurance Company, Inc.

2. The (a) address of this corporation's initial registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) <u>70 North Main Street</u>	<u>Wilkes-Barre</u>	<u>PA</u>	<u>18711</u>	<u>Luzerne</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider County

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized is: 1000 (other provisions, if any, attach 8 1/2 x 11 sheet)

5. The name and address, including number and street, if any, of each incorporator is:

Name	Address
------	---------

Robert R. Brittain, Jr., Esquire

70 North Main Street
Wilkes-Barre, PA 18711

6. The specified effective date, if any, is: July 15 1997
month day year hour, if any

NEPA-000056

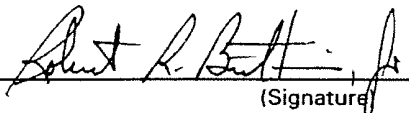
7. Additional provisions of the articles, if any, attach an 8 1/2 x 11 sheet.

8. **Statutory close corporation only:** Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. § 77a et seq.).

9. **Cooperative corporations only:** (Complete and strike out inapplicable term) The common bond of membership

among its members/shareholders is: Not Applicable

IN TESTIMONY WHEREOF, the incorporator(s) has (have) signed these Articles of Incorporation this 30th day of June, 19 97.


(Signature)

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 308 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

184

FIRST PRIORITY LIFE INSURANCE COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITY NUMBER: 2763384

MICROFILM NUMBER: 09796

0624-0629

C M GAILIS
BLUE CROSS OF NORTHEASTERN PENNA
70 N MAIN ST
WILKES-BARRE PA 18711

Microfilm Number _____

Filed with the Department of State on: _____

DEC 30 1997

Entity Number.

Secretary of the Commonwealth

ARTICLES OF AMENDMENT-DOMESTIC BUSINESS CORPORATION

DSCB:15-1915 (Rev 90)

In compliance with the requirements of 15 Pa.C.S. § 1915 (relating to articles of amendment), the undersigned business corporation, desiring to amend its Articles, hereby states that:

1. The name of the corporation is: EASTERN AMERICAN LIFE INSURANCE COMPANY, INC.
2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) <u>70 North Main Street</u>	<u>Wilkes-Barre</u>	<u>PA</u>	<u>18711</u>	<u>Luzerne</u>
Number and Street	City	State	Zip	County

(b) c/o: _____
Name of Commercial Registered Office Provider _____ County _____

For a corporation represented by a commercial registered office provider, the county in (b) shall be deemed the county in which the corporation is located for venue and official publication purposes.

3. The statute by or under which it was incorporated is: 15 Pa.C.S. § 1306
4. The date of its incorporation is: July 15, 1997
5. (Check, and if appropriate complete, one of the following):
- X The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

____ The amendment shall be effective on: _____ at _____
Date Hour

6. (Check one of the following):
- ☐ The amendment was adopted by the shareholders (or members) pursuant to 15 Pa.C.S. § 1914(a) and (b).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa.C.S. § 1914(c)(2)(i).

7. (Check, and if appropriate complete, one of the following):
- x The amendment adopted by the corporation, set forth in full, is as follows:

The name of the corporation, Eastern American Life Insurance Company, Inc., shall be changed to First Priority Life Insurance Company, Inc.

DEC 30 97

PA Dept. of State

NEPA-000059

9796- 625

DSCB:15-1915 (Rev 90)-2

 x The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. (Check if the amendment restates the Articles):

 The restated Articles of Incorporation supersede the original Articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this 24th day of December , 19 97 .

Eastern American Insurance Company, Inc.

BY:


Robert R. Brittain, Jr., Esq.

TITLE:

Secretary

NEPA-000060

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
EASTERN AMERICAN LIFE INSURANCE COMPANY, INC.

We, Thomas J. Ward; Robert R. Brittain, Jr., Esq.; Denise S. Cesare; Michael P. Gallagher; John H. Graham; John P. Moses, Esq.; and Frank E. Apostolico, being all members of the Board of Directors of Eastern American Life Insurance Company, Inc., do by this writing, in lieu of a meeting, consent to take the following action and to adopt the following resolution:

RESOLVED THAT:

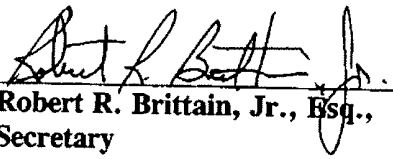
1. The name of the corporation Eastern American Life Insurance Company, Inc. be changed to First Priority Life Insurance Company, Inc.
2. We direct that this consent be filed with the Secretary of the corporation.
3. This consent is executed pursuant to Title 15 § 1727 of the Pennsylvania Consolidated Statutes, which authorizes the taking of action by the Board of Directors by unanimous written consent without a meeting.
4. The unanimous written consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, each of us has executed this Consent as of this 23rd day of December, 1997, as Directors of the aforementioned corporation.


Thomas J. Ward, President



Michael P. Gallagher, Treasurer



Robert R. Brittain, Jr., Esq.,
Secretary



Denise S. Cesare, Executive
Vice President



John P. Moses, Esq., Director



John H. Graham, Director

Frank E. Apostolico, Director

9796- 627

UNANIMOUS WRITTEN CONSENT OF DIRECTORS
EASTERN AMERICAN LIFE INSURANCE COMPANY, INC.

We, Thomas J. Ward; Robert R. Brittain, Jr., Esq.; Denise S. Cesare; Michael P. Gallagher; John H. Graham; John P. Moses, Esq.; and Frank E. Apostolico, being all members of the Board of Directors of Eastern American Life Insurance Company, Inc., do by this writing, in lieu of a meeting, consent to take the following action and to adopt the following resolution:

RESOLVED THAT:

1. The name of the corporation Eastern American Life Insurance Company, Inc. be changed to First Priority Life Insurance Company, Inc.
2. We direct that this consent be filed with the Secretary of the corporation.
3. This consent is executed pursuant to Title 15 § 1727 of the Pennsylvania Consolidated Statutes, which authorizes the taking of action by the Board of Directors by unanimous written consent without a meeting.
4. The unanimous written consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, each of us has executed this Consent as of this 23rd day of December, 1997, as Directors of the aforementioned corporation.

Thomas J. Ward, President

Michael P. Gallagher, Treasurer

Robert R. Brittain, Jr., Esq.,
Secretary

Denise S. Cesare, Executive
Vice President

John P. Moses, Esq., Director

John H. Graham, Director



Frank E. Apostolico, Director

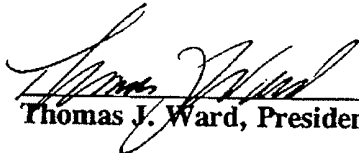
**UNANIMOUS WRITTEN CONSENT OF DIRECTORS
EASTERN AMERICAN LIFE INSURANCE COMPANY, INC.**

We, Thomas J. Ward; Robert R. Brittain, Jr., Esq.; Denise S. Cesare; Michael P. Gallagher; John H. Graham; John P. Moses, Esq.; and Frank E. Apostolico, being all members of the Board of Directors of Eastern American Life Insurance Company, Inc., do by this writing, in lieu of a meeting, consent to take the following action and to adopt the following resolution:

RESOLVED THAT:

1. The name of the corporation Eastern American Life Insurance Company, Inc. be changed to First Priority Life Insurance Company, Inc.
2. We direct that this consent be filed with the Secretary of the corporation.
3. This consent is executed pursuant to Title 15 § 1727 of the Pennsylvania Consolidated Statutes, which authorizes the taking of action by the Board of Directors by unanimous written consent without a meeting.
4. The unanimous written consent may be executed in one or more counterparts, all of which together shall be one and the same instrument.

IN WITNESS WHEREOF, each of us has executed this Consent as of this 27th day of December, 1997, as Directors of the aforementioned corporation.


Thomas J. Ward, President

Michael P. Gallagher, Treasurer

Robert R. Brittain, Jr., Esq.,
Secretary

Denise S. Cesare, Executive
Vice President

John P. Moses, Esq., Director

John H. Graham, Director

Frank E. Apostolico, Director

9796- 629



COMMONWEALTH OF PENNSYLVANIA
INSURANCE DEPARTMENT
Office of Regulation of Companies
1345 Strawberry Square
Harrisburg, PA 17120
Telephone (717) 783-2142 Fax (717) 787-8557

December 18, 1997

Christine M. Gubbiotti
Staff Attorney
Blue Cross of Northeastern Pennsylvania
70 North Main Street
Wilkes-Barre, Pennsylvania 18711

RE: FIRST PRIORITY LIFE INSURANCE COMPANY, INC.

Dear Ms. Gubbiotti:

The following information is being provided in response to your request, received on December 18, 1997.

Please be advised that the phrasing of the above referenced name has been reviewed and found to be acceptable to the Pennsylvania Insurance Department. You will need to submit a copy of this letter to the Pennsylvania Department of State, Corporation Bureau.

This Department does not reserve company names. Name reservations can be arranged with the Corporations Bureau, Pennsylvania State Department, telephone number (717) 787-1057.

I trust that the information provided is responsive to your request. Please feel free to contact me at (717) 783-2660 should you have any questions.

Sincerely,

A handwritten signature in dark ink, appearing to read "Robert E. Brackbill, Jr.", is written over a horizontal line.

Robert E. Brackbill, Jr.
Insurance Company Licensing Specialist
Company Licensing Division

NEPA-000064

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P. O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.DOS.STATE.PA.US/CORPS

FIRST PRIORITY LIFE INSURANCE COMPANY, INC.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.DOS.STATE.PA.US/CORPS OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND/OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER : **2763384**

MICROFILM NUMBER : **2005045**

MICROFILM START - END : **286 - 288**

LINDA LEE
COZEN O'CONNOR
200 FOUR FALLS CORPORATE CENTER
PO BOX 800
WEST CONSHOHOCKEN PA 19428

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Amendment-Domestic Corporation
(15 Pa.C.S.)

Entity Number

2763384

☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name

Anne M. Madonia

Address

Cozen O'Connor, 1900 Market Street

City

Philadelphia

State

PA

Zip Code

19103

Document will be returned to the
name and address you enter to
the left.
←

Fee: \$52

Filed in Department of State on **APR 29 2005**

Perth C. Canteis

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned, desiring to amend its articles, hereby states that:

1. The name of the corporation is:

First Priority Life Insurance Company, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is (the Department is hereby authorized to correct the following information to conform to the records of the Department):

(a) Number and Street	City	State	Zip	County
19 N. Main Street	Wilkes Barre	PA	18711	Luzerne

(b) Name of Commercial Registered Office Provider

c/o

N/A

County

3. The statute by or under which it was incorporated: **Pennsylvania Business Corporation Law of 1988, as amended**

4. The date of its incorporation:

July 15, 1997

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

The amendment shall be effective on: _____ at _____
Date Hour

2005 APR 29 PM 3:39

PA STATE

2005045-287

DSCB:15-1915/5915-2

6. Check one of the following:

☒ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).

☐ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

☐ The amendment adopted by the corporation, set forth in full, is as follows

☒ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned corporation has caused these Articles of Amendment to be signed by a duly authorized officer thereof this

29th day of April,
2005

First Priority Life Insurance Company, Inc.

Name of Corporation

By:

[Signature]

Signature

President and CEO

Title

EXHIBIT A**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
FIRST PRIORITY LIFE INSURANCE COMPANY, INC.**

The Amended and Restated Articles of Incorporation of First Priority Life Insurance Company, Inc. (the "Corporation") are as follows:

1. **Name:** First Priority Life Insurance Company, Inc.
2. **Address:** The address of the Corporation's registered office in the Commonwealth of Pennsylvania is 19 N. Main Street, Wilkes Barre, Pennsylvania 18711 and the county of venue is Luzerne County.
3. **Statute:** The Corporation is incorporated under the provisions of the Business Corporation Law of 1988, as amended ("BCL"), and shall have the power to engage in and do all lawful acts concerning any or all lawful business for which corporations may be incorporated under the BCL.
4. **Existence:** The term of existence of the Corporation is perpetual.
5. **Shares:** The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) shares of Common Stock, without par value.
6. **Cumulative Voting:** The shareholders shall not have the right to cumulate their shares in voting for the election of directors.

Divider Page

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
DSCB: 15-7316

Filed this 5th day of May,
1986
Commonwealth of Pennsylvania
Department of State

Robert J. Gleason Jr.

Secretary of the Commonwealth

919590

HMO OF NORTHEASTERN PENNSYLVANIA, INC.
ARTICLES OF INCORPORATION

In compliance with the requirements of 15 Pa. C.S.A.
§ 7316 desiring to be incorporated as a nonprofit corporation,
hereby certifies that it is incorporating under the Nonprofit
Corporation Law of 1972, as follows:

1. The name of the corporation is: HMO of Northeastern
Pennsylvania, Inc.

2. The location and post office address of the initial
registered office of the corporation in this Commonwealth is:
70 North Main Street, Wilkes-Barre, Pennsylvania 18711.

3. The corporation is incorporated under the Nonprofit
Corporation Law of the Commonwealth of Pennsylvania and is
organized and operated for the following purpose or purposes:

A. The specific and primary purposes of this
organization are:

- (1) To develop, establish, maintain and operate a
Health Maintenance Organization pursuant to
applicable state law, and to arrange for the
provision of health care services on behalf of

individuals enrolled in such organization through physicians and other health care providers who have contracted to provide health services to such individuals.

B. The corporation shall further be empowered to engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under said law, including, but not limited to, carrying on of any activity and dealing with and expending any such property or income therefrom for any of the foregoing purposes without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, the Articles of Incorporation, the Bylaws of the corporation, or any other limitations as are prescribed by law.

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

5. The term for which the corporation is to exist is perpetual.

6. The corporation is organized upon a stock share basis.

7. The total number of shares of all classes of stock which the Corporation has authority to issue is 1,000,000 shares of Common Stock, par value \$1.00 per share.

All Shares of Common Stock will be identical and will entitle the holders thereof to the same rights and privileges.

8. The business of the corporation shall be managed by its Board of Directors. The Board of Directors shall have the

power to make bylaws, rules and regulations for their own governance and for the governance and management of the corporation and its work provided that said bylaws are consistent with the Constitution of the United States and of the Commonwealth of Pennsylvania and with the provisions of these Articles of Incorporation. The number of directors and their qualifications shall be fixed as specified in the Bylaws of the corporation. Vacancies in the Board of Directors, including vacancies resulting from an increase in the number of directors, shall be filled according to procedures set forth in the Bylaws.

9. The name and post office address of the incorporator is:

Hospital Service Association 70 North Main Street
 of Northeastern Pennsylvania Wilkes-Barre, Pennsylvania
 d/b/a Blue Cross of 18711
 Northeastern Pennsylvania

IN TESTIMONY WHEREOF, the incorporator has signed and sealed these Articles of Incorporation this 24th day of April, 1986.

Attest:

HOSPITAL SERVICE ASSOCIATION OF
 NORTHEASTERN PENNSYLVANIA
 D/B/A BLUE CROSS OF
 NORTHEASTERN PENNSYLVANIA

B. W. Harris
 Secretary

By: [Signature]
 President

[Corporate Seal]

CERTIFICATION OF OWNERSHIP

I, Gilbert D. Tough, President and CEO of Blue Cross of Northeastern Pennsylvania, and Chairman and CEO of HMO of Northeastern Pennsylvania, due hereby certify that HMO of Northeastern Pennsylvania is a wholly owned subsidiary of Blue Cross of N.E. Pa.

BY 

Gilbert D. Tough

DATE February 2, 1988

CORPORATE SEAL

Divider Page

RECEIVED

JAN 15 2002

VICE PRESIDENT
GENERAL COUNSEL

47

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU
ROOM 206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722

COPY

HOSPITAL SERVICE ASSOCIATION OF NORTHEASTERN PENNSYLVANIA FOUNDATI
ON

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT.
PLEASE NOTE THE FILE DATE AND THE SIGNATURE OF THE SECRETARY OF THE
COMMONWEALTH. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS
TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA. IF YOU HAVE ANY
QUESTIONS PERTAINING TO THE CORPORATION BUREAU, CALL (717) 787-1057.

ENTITIES THAT ARE CHARITIES AND SOLICIT FUNDS SHOULD CONTACT THE
BUREAU OF CHARITABLE ORGANIZATIONS FOR REGISTRATION REQUIREMENTS AT
DEPARTMENT OF STATE, BUREAU OF CHARITABLE ORGANIZATIONS, SUITE 300
124 PINE STREET, HARRISBURG, PENNSYLVANIA 17101 (717) 783-1720 OR
1-800-732-0999 WITHIN PENNSYLVANIA.

ENTITY NUMBER: 3040267

MICROFILM NUMBER: 2001095

0151-0154

E R GOODLANDER ESQ
BLUE CROSS OF NORTHEASTERN PENNSYLVANIA
10 N MAIN ST
WILKES-BARRE PA 18711

NEPA-000073

**PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU**

Articles of Incorporation-Nonprofit

(15 Pa.C.S.)

Entity Number

3040267

☐ Domestic Nonprofit Corporation (§ 5306)
☐ Nonprofit Cooperative Corporation (§ 7102B)

Name

Edwin R. Goodlander, Esq.

Address

19 North Main Street

City

State

Zip Code

Wilkes-Barre, PA 18711

Document will be returned to the
name and address you enter to
the left.

←

Fee: \$100

Filed in the Department of State on

DEC 10 2001

Kim Fitzgerald

Secretary of the Commonwealth

In compliance with the requirements of the applicable provisions (relating to articles of incorporation or cooperative corporations generally), the undersigned, desiring to incorporate a nonprofit/nonprofit cooperation corporation, hereby state(s) that:

1. The name of the corporation is:

Hospital Service Association of Northeastern Pennsylvania Foundation

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street
19 North Main Street

City
Wilkes-Barre

State
PA

Zip
18711

County
Luzerne

(b) Name of Commercial Registered Office Provider

County

c/o:

3. The corporation is incorporated under the Nonprofit Corporation Law of 1988 for the following purpose or purposes.

See Attached Exhibit A

4. The corporation does not contemplate pecuniary gain or profit, incidental or otherwise.

PA DEPT. OF STATE

2001 DEC 10 AM 9:38

5. Check one of the following:

☒☐ The corporation is organized on a non-stock basis.☐ *Option for Nonprofit Cooperative Corporation Only:* The corporation is organized on a stock share basis.

6. For Nonprofit Corporation Only:

(Strike out if inapplicable): ~~The corporation shall have no members.~~*(Strike out if inapplicable):* ~~The incorporators constitute a majority of the members of the committee authorized to incorporate: _____ by _____ the requisite vote required by the organic law of the association for the amendment of such organic law.~~

7. For Nonprofit Cooperative Corporation Only:

Complete and strike out the inapplicable term: The corporation is a cooperative corporation and the common bond of membership among its (members) (shareholders) is: _____.

8. The name(s) and address(es) of each incorporator(s) is (are) (all incorporators must sign below):

Name(s)

Address(es)

Hospital Service Association of Northeastern Pennsylvania19 North Main Street, Wilkes-Barre, PA 18711

9. The specified effective date, if any, is:

December 10, 2001

month day year hour, if any

10. Additional provisions of the articles, if any, attach an 8½ x 11 sheet.

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this6TH day of December,2001Denise R. Cesare
Signature **PRESIDENT**Edwin R. G. G. G.
Signature **SECRETARY**_____
Signature

Exhibit A

1. The purposes for which the corporation is organized are to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations set forth herein, to use and apply the whole or any part of the income from these funds and the principal of these funds exclusively for charitable, religious, scientific, literary or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.
2. No part of the principal of the funds of or the net earnings of the corporation shall inure to the benefit of any Director of the corporation, officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, lobbying or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.
3. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
5. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
6. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
7. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.
8. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) or by an organization to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code and its regulations as they now exist or as they may be amended.

9. On dissolution of the corporation or the winding up of its affairs, the assets of the corporation shall be distributed, as the Board of Directors shall determine, exclusively to charitable, religious, scientific, public-safety, literary or educational organizations that would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code.

Divider Page

RECEIVED

NOV 10 2008

SR. VICE PRESIDENT, LEGAL
GENERAL COUNSEL & SECRETARY

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

AllOne Health, Inc.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3845126

Goodlander, Edwin R, Esq
19 North Main Street
Wilkes Barre, PA 18711

NEPA-000078

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|---|--|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | |

Name Edwin R. Goodlander, Esq.			
Address 19 North Main St.			
City Wilkes-Barre,	State PA	Zip Code 18711	

Document will be returned to the
name and address you enter to
the left.



Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION 3 Page(s)

Fee: \$125



In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation", "incorporated", "limited" "company" or any abbreviation. "Professional corporation" or "P.C."*):

AllOne Health, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth (*post office box, alone, is not acceptable*) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
19 North Main St.	Wilkes-Barre,	PA	18711	Luzerne

(b) Name of Commercial Registered Office Provider	County
---	--------

c/o:

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 1,000

2008 NOV -6 PM 1:46

PA DEPT OF STATE

NEPA-000079

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name

Address

AllOne Health Group, Inc. 19 North Main St. Wilkes-Barre, PA 18711

6. The specified effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)

9. *Cooperative corporations only*: Complete and strike out inapplicable term:

The common bond of membership among its members/shareholders is: _____.

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this

4th day of November, 08

AllOne Health Group, Inc.

BY: Edwin R. Goodlander

Signature

Edwin R. Goodlander, Esq.

General Counsel and Secretary

Signature

Divider Page

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

RECEIVED

JUL 11 2006

VICE PRESIDENT
GENERAL COUNSEL

AllOne Health Management Solutions, Inc.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 3658559

BlueCross of Northeast Pennsylvania
19 N main st
Wilkes Barre, PA 18711

NEPA-000081

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAU

Articles of Incorporation-For Profit

(15 Pa.C.S.)

- | | |
|---|--|
| <input checked="" type="checkbox"/> Business-stock (§ 1306) | <input type="checkbox"/> Management (§ 2703) |
| <input type="checkbox"/> Business-nonstock (§ 2102) | <input type="checkbox"/> Professional (§ 2903) |
| <input type="checkbox"/> Business-statutory close (§ 2303) | <input type="checkbox"/> Insurance (§ 3101) |
| <input type="checkbox"/> Cooperative (§ 7102) | |

Name Edwin R. Goodlander, Esq.		
Address 19 North Main St.		
City Wilkes-Barre,	State PA	Zip Code 18711

Document will be returned to the
name and address you enter to
the left.



Fee: \$125

In compliance with the requirements of the applicable provisions (relating to corporations and unincorporated associations), the undersigned, desiring to incorporate a corporation for profit, hereby states that:

1. The name of the corporation (*corporate designator required, i.e., "corporation", "incorporated", "limited" "company" or any abbreviation. "Professional corporation" or "P.C."*):

AllOne Health Management Solutions, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth (*post office box, alone, is not acceptable*) or (b) name of its commercial registered office provider and the county of venue is:

(a) Number and Street	City	State	Zip	County
19 North Main St.	Wilkes-Barre, PA	18711	Luzerne	

(b) Name of Commercial Registered Office Provider	County
---	--------

c/o:

3. The corporation is incorporated under the provisions of the Business Corporation Law of 1988.

4. The aggregate number of shares authorized: 1,000

Commonwealth of Pennsylvania
ARTICLES OF INCORPORATION 3 Page(s)



T0618745020

PA DEPT. OF STATE
JUN 28 2006

NEPA-000082

5. The name and address, including number and street, if any, of each incorporator (*all incorporators must sign below*):

Name

Address

Universal Managed Care, Inc. 19 North Main St. Wilkes-Barre, PA 18711

6. The specified effective date, if any: _____
month/day/year hour, if any

7. Additional provisions of the articles, if any, attach an 8½ by 11 sheet.

8. *Statutory close corporation only*: Neither the corporation nor any shareholder shall make an offering of any of its shares of any class that would constitute a "public offering" within the meaning of the Securities Act of 1933 (15 U.S.C. 77a et seq.)

9. *Cooperative corporations only*: Complete and strike out inapplicable term:

The common bond of membership among its members/shareholders is: _____

IN TESTIMONY WHEREOF, the incorporator(s)
has/have signed these Articles of Incorporation this

23rd day of June, 2006

Universal Managed Care, Inc. by

Ed R. Sallander

General Counsel and Secretary
Universal Managed Care, Inc.

Signature

Divider Page

ARTICLES OF INCORPORATION

(PREPARE IN TRIPLICATE)

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE - CORPORATION BUREAU
308 NORTH OFFICE BUILDING, HARRISBURG, PA 17120

PLEASE INDICATE (CHECK ONE) TYPE CORPORATION:

- ☒ DOMESTIC BUSINESS CORPORATION
- ☐ DOMESTIC BUSINESS CORPORATION
A CLOSE CORPORATION - COMPLETE BACK
- ☐ DOMESTIC PROFESSIONAL CORPORATION
ENTER BOARD LICENSE NO.

FEE
\$75.00

010 NAME OF CORPORATION (MUST CONTAIN A CORPORATE INDICATOR UNLESS EXEMPT UNDER 15 P.S. 2908 B)

Universal Managed Care, Inc.

011 ADDRESS OF REGISTERED OFFICE IN PENNSYLVANIA (P.O. BOX NUMBER NOT ACCEPTABLE)

70 North Main Street

012 CITY

Wilkes-Barre

033 COUNTY

Luzerne

013 STATE

Pennsylvania

064 ZIP CODE

18711

050 EXPLAIN THE PURPOSE OR PURPOSES OF THE CORPORATION

To engage in and to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Pennsylvania Business Corporation Law, as amended.

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

The Aggregate Number of Shares, Classes of Shares and Par Value of Shares Which the Corporation Shall Have Authority to Issue:

040 Number and Class of Shares

20,000 common

041 Stated Par Value Per
Share If Any

\$1.00

042 Total Authorized Capital

\$20,000

031 Term of Existence

Perpetual

The Name and Address of Each Incorporator, and the Number and Class of Shares Subscribed to by Each Incorporator

060 Name	061, 062 063, 064 Address (Street, City, State, Zip Code)	Number & Class of Shares
Hospital Services Association of Northeastern Pennsylvania	70 North Main St., Wilkes-Barre, PA 18711	7,000 common
Ernst Health Management, Inc.	4501 Vestal Pkwy E., Binghamton, NY 13903	3,000 common

(ATTACH 8 1/2 x 11 SHEET IF NECESSARY)

IN TESTIMONY WHEREOF, THE INCORPORATOR(S) HAS (HAVE) SIGNED AND SEALED THE ARTICLES OF INCORPORATION
THIS 19th DAY OF August 1985

SEE ATTACHED SIGNATURE PAGE

- FOR OFFICE USE ONLY -

030 FILED

AUG 20 1985

002 CODE	003 REV BOX	SEQUENTIAL NO.	101	
		304	8573 625	
REVIEWED BY	004 SIC	AMOUNT	001 CORPORATION NUMBER	
		\$ 75.00	880633	
DATE APPROVED				
DATE REJECTED	CERTIFY TO	INPUT BY	LOG IN	LOG IN (REFILE)
	<input type="checkbox"/> REV.			
MAILED BY DATE	<input type="checkbox"/> L & I	VERIFIED BY	LOG OUT	LOG OUT (REFILE)
	<input type="checkbox"/> OTHER	6/10/8		

William R. Davis

Secretary of the Commonwealth
Department of State
Commonwealth of Pennsylvania

M. BURR KEIM COMPANY, PHILADELPHIA

NEPA-000084

8573 625

UNIVERSAL MANAGED CARE, INC.

ARTICLES OF INCORPORATION

Signature Page

IN TESTIMONY WHEREOF, the Incorporators have signed and sealed the Articles of Incorporation this 19th day of August, 1985.

Attest:

HOSPITAL SERVICES ASSOCIATION
OF NORTHEASTERN PENNSYLVANIA

[Corporate Seal]

B.H. Harris
Asst. Secretary

By:

[Signature]

Attest:

ERNST HEALTH MANAGEMENT, INC.

[Corporate Seal]

[Signature]
Secretary

By:

Kathleen A. Ernst, CPA

UNIVERSAL MANAGED CARE, INC.
ARTICLES OF INCORPORATION

EXHIBIT A

The number of directors of the corporation shall be no less than three (3) nor more than twelve (12), the exact number to be fixed by resolution of the Board of Directors.

The number of directors constituting the initial board of directors is five (5), and the name and address of each person who is to serve as director until the first annual meeting of the shareholders or until a successor is elected and qualified are as set forth in Exhibit B to these Articles of Incorporation which is attached hereto and made a part hereof.

All the powers of the corporation, insofar as the same may be lawfully vested by these Articles of Incorporation in the Board of Directors, are hereby conferred upon the Board of Directors of the corporation.

UNIVERSAL MANAGED CARE, INC.
ARTICLES OF INCORPORATIONEXHIBIT BInitial Board of Directors

<u>Name</u>	<u>Address</u>
<u>G.D. Tough</u> -- Chairman of the Board and Chief Executive Officer	Box 33 Lehman, Pennsylvania 18627
<u>K.A. Ernst</u> -- President and Chief Operating Officer	2617 Pine Bluff Drive Vestal, New York 13850
<u>G.G. Conyngham</u>	143 South Pioneer Avenue Trucksville, Pennsylvania 18708
<u>Martin D. Cohn, Esquire</u>	100 Harding Street Hazleton, Pennsylvania 18201
<u>John Spring, M.D.</u>	510 Midvale Binghamton, New York 13850

COMMONWEALTH OF PENNSYLVANIA
DEPARTMENT OF STATE
CORPORATION BUREAU
206 NORTH OFFICE BUILDING
P.O. BOX 8722
HARRISBURG, PA 17105-8722
WWW.CORPORATIONS.STATE.PA.US/CORP

AllOne Health Group, Inc.

THE CORPORATION BUREAU IS HAPPY TO SEND YOU YOUR FILED DOCUMENT. THE CORPORATION BUREAU IS HERE TO SERVE YOU AND WANTS TO THANK YOU FOR DOING BUSINESS IN PENNSYLVANIA.

IF YOU HAVE ANY QUESTIONS PERTAINING TO THE CORPORATION BUREAU, PLEASE VISIT OUR WEB SITE LOCATED AT WWW.CORPORATIONS.STATE.PA.US/CORP OR PLEASE CALL OUR MAIN INFORMATION TELEPHONE NUMBER (717)787-1057. FOR ADDITIONAL INFORMATION REGARDING BUSINESS AND / OR UCC FILINGS, PLEASE VISIT OUR ONLINE "SEARCHABLE DATABASE" LOCATED ON OUR WEB SITE.

ENTITY NUMBER: 880633

UNIVERSAL MANAGED CARE, LTD.
19 N MAIN ST,
WILKES-BARRE, PA 18711-0

PENNSYLVANIA DEPARTMENT OF STATE
CORPORATION BUREAUArticles of Amendment-Domestic Corporation
(15 Pa.C.S.)

- ☒ Business Corporation (§ 1915)
☐ Nonprofit Corporation (§ 5915)

Name Edwin R. Goodlander, Esq.		
Address 19 North Main St.		
City Wilkes-Barre, PA	State PA	Zip Code 18711

Document will be returned to the
name and address you enter to
the left.
←

Commonwealth of Pennsylvania
ARTICLES OF AMENDMENT-BUSINESS 3 Page(s)

Fee: \$70



T0715165057

In compliance with the requirements of the applicable provisions (relating to articles of amendment), the undersigned,
desiring to amend its articles, hereby states that:

1. The name of the corporation is:
Universal Managed Care, Inc.

2. The (a) address of this corporation's current registered office in this Commonwealth or (b) name of its
commercial registered office provider and the county of venue is (the Department is hereby authorized to
correct the following information to conform to the records of the Department):

(a) Number and Street City State Zip County
19 North Main Street, Wilkes-Barre PA 18711 Luzerne

(b) Name of Commercial Registered Office Provider County
c/o

3. The statute by or under which it was incorporated: 15 Pa.C.S.A. § 1306

4. The date of its incorporation: August 20, 1985

5. Check, and if appropriate complete, one of the following:

☒ The amendment shall be effective upon filing these Articles of Amendment in the Department of State.

☐ The amendment shall be effective on: _____ at _____
Date Hour

PA DEPT OF STATE

2007 MAY 16 PM 1:53

2007 MAY 30 AM 8:47

PA DEPT OF STATE

DSCB:15-1915/5915-2

6. Check one of the following:

- ☐ The amendment was adopted by the shareholders or members pursuant to 15 Pa.C.S. § 1914(a) and (b) or § 5914(a).
- ☒ The amendment was adopted by the board of directors pursuant to 15 Pa. C.S. § 1914(c) or § 5914(b).

7. Check, and if appropriate, complete one of the following:

- ☒ The amendment adopted by the corporation, set forth in full, is as follows
The name Universal Managed Care, Inc. is changed to AllOne Health Group, Inc.

- ☐ The amendment adopted by the corporation is set forth in full in Exhibit A attached hereto and made a part hereof.

8. Check if the amendment restates the Articles:

- ☒ The restated Articles of Incorporation supersede the original articles and all amendments thereto.

IN TESTIMONY WHEREOF, the undersigned
corporation has caused these Articles of Amendment to be
signed by a duly authorized officer thereof this

15th day of May
2007

AllOne Health Group, Inc.

Name of Corporation

Ed. R. S. [Signature]

Signature

General Counsel and Secretary

Title

Divider Page

JOHN F. X. DAVOREN
Secretary of the Commonwealth
STATE HOUSE
BOSTON, MASS.

ARTICLES OF ORGANIZATION

(Under G.L. Ch. 156B)

Incorporators

NAME

POST OFFICE ADDRESS

Include given name in full in case of natural persons; in case of a corporation, the state of incorporation.

Edmond E. Charrette	5 Clyde Place	Lexington, Massachusetts
Robert J. Carey	429 Mystic Street	Arlington, Massachusetts
Albert F. Curran	1 Country Club Road,	Woburn, Massachusetts

The above-named incorporator(s) do hereby associate (themselves) with the intention of forming a corporation under the provisions of General Laws, Chapter 156B and hereby state(s):

1. The name by which the corporation shall be known is:
MULTI-PHASIC HEALTH SCREENING, INC.

2. The purposes for which the corporation is formed are as follows:

To engage generally in the development and operation of a Multi-Phasic Health Screening facility and to do all things generally associated thereto: And to do any and all things authorized and allowed under the Laws of the Commonwealth of Massachusetts.

NOTE: If provisions for which the space provided under Articles 2, 4, 5 and 6 is not sufficient additions should be set out on continuation sheets to be numbered 2A, 2B, etc. Indicate under each Article where the provision is set out. Continuation sheets shall be on 8 1/2" x 11" paper and must have a left-hand margin 1 inch wide for binding. Only one side should be used.

is authorized is as follows:

CLASS OF STOCK	WITHOUT PAR VALUE	WITH PAR VALUE		
	NUMBER OF SHARES	NUMBER OF SHARES	PAR VALUE	AMOUNT
Preferred				\$
Common	10,000			

- *4. If more than one class is authorized, a description of each of the different classes of stock with, if any, the preferences, voting powers, qualifications, special or relative rights or privileges as to each class thereof and any series now established:

None

- *5. The restrictions, if any, imposed by the Articles of Organization upon the transfer of shares of stock of any class are as follows:

See Restrictions 5A

- *6. Other lawful provisions, if any, for the conduct and regulation of the business and affairs of the corporation, for its voluntary dissolution, or for limiting, defining, or regulating the powers of the corporation, or of its directors or stockholders, or of any class of stockholders:

None

*If there are no provisions state "None".

any stockholder, including the holder of a certificate, or administrators of a stock, shall or transfer such stock, and first offer it to the Board of Directors, in order to be sold.

Any stockholder shall notify the directors of his intention to sell such stock by notice in writing, stating the number and class of shares which he owns, the price at which he is willing to sell, and the name of one arbitrator. The stockholder shall thereafter either accept the offer made to him in writing name a second arbitrator, or shall name a third. It shall be the duty of the arbitrators to ascertain the value of the stock, and if an arbitrator shall neglect to perform his duty, he shall be appointed by the arbitrators in the absence of such arbitrator.

After the acceptance of the offer, the stock shall be sold at a price as to the value of the stock, within thirty days within which the stockholder may object, but if at the expiration of thirty days the stock shall not have been sold, the owner of the stock shall be bound to sell the same in any manner he may think proper.

The value of stock shall be ascertained by the Board of Directors of the corporation until the stock is sold, but the Board of Directors may waive the requirement.

No corporation or individual shall acquire stock in this corporation through inheritance, or by any process of law, or with the above restrictions, shall sell stock to any other person, or offer said stock for sale, except in accordance with the provisions prescribed above and upon the approval of the directors of this corporation. The Board of Directors shall render the book value of the stock, and the proceeds quarterly, or more frequently if desired.

7. By-laws of the corporation have been duly adopted and the initial directors, president, treasurer and clerk, whose names are set out below, have been duly elected.

of the Commonwealth or if later date is desired, specify date, (not more than 30 days after date of filing.)

9. The following information shall not for any purpose be treated as a permanent part of the Articles of Organization of the corporation.

- a. The post office address of the initial principal office of the corporation in Massachusetts is:

Rehabilitation Way, Woburn, Massachusetts 01801

- b. The name, residence, and post office address of each of the initial directors and following officers of the corporation are as follows:

	NAME	RESIDENCE	POST OFFICE ADDRESS
President:	Edmond E. Charrette	5 Clyde Place	Lexington, Mass.
Treasurer:	Robert J. Carey	429 Mystic Street	Arlington, Mass.
Clerk:	Albert F. Curran	1 Country Club Road	Woburn, Mass.

Directors:

Edmond E. Charrette	5 Clyde Place	Lexington, Mass.
Robert J. Carey	429 Mystic Street	Arlington, Mass.
Albert F. Curran	1 Country Club Road	Woburn, Mass.

- c. The date initially adopted on which the corporation's fiscal year ends is:

August 31

- d. The date initially fixed in the by-laws for the annual meeting of stockholders of the corporation is:

2nd Saturday - September

- e. The name and business address of the resident agent, if any, of the corporation is:

Rehabilitation Way, Woburn, Massachusetts

IN WITNESS WHEREOF and under the penalties of perjury the above-named INCORPORATOR(S) sign(s) these Articles of Organization this 29th day of June 1971.

Edmond E. Charrette
Robert J. Carey
Albert F. Curran

The signature of each incorporator which is not a natural person must be by an individual who shall show the capacity in which he acts and by signing shall represent under the penalties of perjury that he is duly authorized on its behalf to sign these Articles of Organization.

RECEIVED

SEP 14 1971

CORPORATION DIVISION
SECRETARY'S OFFICE

2296
THE COMMONWEALTH OF MASSACHUSETTS

ARTICLES OF ORGANIZATION
GENERAL LAWS, CHAPTER 156B, SECTION 12

I hereby certify that, upon an examination of the within-written articles of organization, duly submitted to me, it appears that the provisions of the General Laws relative to the organization of corporations have been complied with, and I hereby approve said articles; and the filing fee in the amount of \$100⁰⁰ having been paid, said articles are deemed to have been filed with me this

Sept. 19 71 14th day of

Effective date

John F. H. Davoren

Secretary of the Commonwealth

TO BE FILLED IN BY CORPORATION

PHOTO COPY OF ARTICLES OF ORGANIZATION TO BE SENT

TO:

Albert F. Curran, Esquire

4 Federal Street

Woburn, Massachusetts 01801

FILING FEE: 1/20 of 1% of the total amount of the authorized capital stock with par value, and one cent a share for all authorized shares without par value, but not less than \$75. General Laws, Chapter 156B. Shares of stock with a par value of less than one dollar shall be deemed to have par value of one dollar per share.

Copy Mailed

D
PC

The Commonwealth of Massachusetts

William Francis Calvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment

(General Laws Chapter 156D, Section 18.06; 958 CMR 113.34)

(1) Exact name of corporation: Health Resources Corporation

0424888.36

(2) Registered office address: 800 West Cummings Park, Suite 3400, Woburn, MA 01801
(number, street, city or town, state, zip code)

(3) These articles of amendment affect article(s): 5 (now V) and 6 (now VI)
(specify the number(s) of article(s) being amended (I-VII))

(4) Date adopted: April 28, 2006
(month, day, year)

(5) Approved by:

(check appropriate box)

- ☐ the incorporators.
☐ the board of directors without shareholder approval and shareholder approval was not required.
☒ the board of directors and the shareholders in the manner required by law and the articles of organization.

(6) State the article number and the text of the amendment. Unless contained in the text of the amendment, state the provisions for implementing the exchange, reclassification or cancellation of issued shares.

- Article 5 (now V) of the Articles of Organization as amended of the Corporation are further amended by deleting all of the Restrictions 5A and by adding and substituting therefor the following Restrictions upon transfer of shares of stock of any class are set forth in the By-Laws of the Corporation, as amended.
- Article 6 (now VI) of the Articles of Organization as amended of the Corporation are further amended by adding the following provisions.

(See Continuation Sheet Attached Hereto)

7
PC

9/14/71

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HEALTH RESOURCES CORPORATION
CONTINUATION SHEET - ARTICLE VI

- (a) Minimum Number of Directors. The Board of Directors may consist of one or more individuals, notwithstanding the number of Shareholders.
- (b) Personal Liability of Directors to Corporation. No Director shall have personal liability to the Corporation for monetary damages for breach of his or her fiduciary duty as a Director notwithstanding any provision of law imposing such liability, provided that this provision shall not eliminate or limit the liability of a Director (a) for any breach of the Director's duty of loyalty to the Corporation or its Shareholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) for improper distributions under Section 6.40 of Chapter 156D of the General Laws of Massachusetts, or (d) for any transaction from which the Director derived an improper personal benefit.
- (c) Shareholder Vote Required To Approve Matters Acted on by Shareholders. The affirmative vote of a majority of all the shares in a voting group eligible to vote on a matter shall be sufficient for the approval of the matter, notwithstanding any greater vote on the matter otherwise required by any provision of Chapter 156D of the General Laws of Massachusetts.
- (d) Shareholder Action Without a Meeting By Less Than Unanimous Consent. Action required or permitted by Chapter 156D of the General Laws of Massachusetts to be taken at a Shareholders' meeting may be taken without a meeting by Shareholders having not less than the minimum number of votes necessary to take the action at a meeting at which all Shareholders entitled to vote on the action are present and voting.
- (e) Net Earnings, Dividends, Surplus. The Board of Directors may specify the manner in which the accounts of the Corporation shall be kept and may determine what constitutes net earnings, profits and surplus, what amounts, if any, shall be reserved for any corporate purpose, and what amounts, if any, shall be declared as dividends. All surplus shall be

ARTICLES OF AMENDMENT
TO
ARTICLES OF ORGANIZATION
OF
HEALTH RESOURCES CORPORATION
CONTINUATION SHEET - ARTICLE VI

available for any corporate purpose, including the payment of dividends.

- (f) Authorization of Directors To Make, Amend or Repeal By-Laws. The Board of Directors may make, amend or appeal the By-Laws, in whole or in part, except with respect to any provision thereof which by virtue of an express provision in Chapter 156D of the General Laws of Massachusetts, the Articles of Organization of the By-Laws requires action by the Shareholders.
- (g) Purchase Of Corporation's Own Capital Stock. The purchase or other acquisition or retention by the Corporation of shares of its own capital stock shall not be deemed a reduction of its capital stock. Upon any reduction of capital or capital stock, no Shareholder shall have any right to demand any distribution from the Corporation, except as and to the extent that the Shareholders shall have provided at the time of authorizing such reduction.
- (h) Transactions Between Interested Parties. In the absence of fraud, no contract or transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other organization of which one or more of its Directors or officers are Directors, trustees or officers, or in which any of them has any financial or other interest, shall be void or voidable, or in any way affected, solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies the contract or transaction, or solely because his/her or their votes are counted for such purposes, if:
 - (i) The material facts as to his/her relationship or interest and as to the contract or transaction are disclosed or are known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction, and the

Board or committee in good faith authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested Directors, even though the disinterested Directors be less than a quorum; or

- Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves or ratifies the contract or transaction. No Director or officer of the Corporation shall be liable or accountable to the Corporation or to any of its Shareholders or creditors or to any other person, either for any loss to the Corporation or to any other person or for any gains or profits realized by such Director or officer, by reason of any contract or transaction as to which clauses (i), (ii) or (iii) above are applicable.

To change the number of shares and the par value, if any, of any type, or to designate a class or series, of stock, or change a designation of class or series of stock, which the corporation is authorized to issue, complete the following:

Total authorized prior to amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

Total authorized after amendment:

WITHOUT PAR VALUE		WITH PAR VALUE		
TYPE	NUMBER OF SHARES	TYPE	NUMBER OF SHARES	PAR VALUE

(7) The amendments shall be effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date and time of filing is specified: _____

N.J. Chapter 156D eliminates the concept of par value. However a corporation may specify par value in Article III. See N.J. Chapter 156D, Section 2.21, and the comments relative thereto.

Signed by: *Michael J. Tolby*
(signature of authorized individual)

- ☐ Chairman of the board of directors,
- ☐ President,
- ☐ Other officer,
- ☐ Court-appointed fiduciary,

on this 28th day of April 2006

993919

1722

COMMONWEALTH OF MASSACHUSETTS

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

Articles of Amendment (General Laws Chapter 156D, Section 10.06, 950 CMR 113.94)

I hereby certify that upon examination of these articles of amendment, it appears that the provisions of the General Laws relative thereto have been complied with, and the filing fee in the amount of \$ 100 having been paid, said articles are deemed to have been filed with me this 20 day of September, 2007 at Salem, Mass.

Effective date: _____
(must be within 90 days of date submitted)

William Francis Galvin
WILLIAM FRANCIS GALVIN
Secretary of the Commonwealth

[Signature]
Examiner

Filing fee: Minimum filing fee \$100 per article amended, which increases \$100 per 100,000 shares, plus \$100 for each additional 100,000 shares or any fraction thereof.

11
Name approved

TO BE FILLED IN BY CORPORATION Contact Information:

C

Lawrence Litvak, Esq. - Greif & Litvak, P.C.

M

77 North Washington Street, Suite 200

Boston, MA 02114

Telephone: (817) 723-8770

Email: litvak@greiflitvak.com

Upon filing, a copy of this filing will be available at www.sec.state.ma.us/coc. If the document is rejected, a copy of the rejection sheet and rejected document will be available in the rejected queue.

MASSACHUSETTS
SEP 26 3:16 PM '07