

F06000007546

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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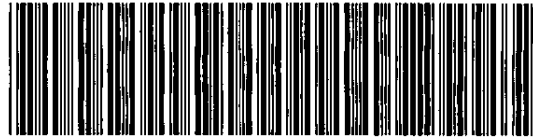
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

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10/05/16--01023--014 \*\*43.75

OCT 11 2015

C. CARROTHERS

# MITCHELL || WILLIAMS

Shena Phagan  
Direct Dial: 501-370-4242  
Fax: 501-918-7242  
E-mail: sphagan@mwlaw.com

425 West Capitol Avenue, Suite 1800  
Little Rock, Arkansas 72201-3525  
Telephone: 501-688-8800  
Fax: 501-688-8807

October 4, 2016

*Via Federal Express*

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: PERFORMANCE MATTERS ASSOCIATES, INC.

Dear Clerk:

Enclosed please find an original Application by Foreign Profit Corporation to File Amendment for Performance Matters Associates, Inc., formerly Performance Matters Associates of Texas, Inc., one copy for acknowledgement, Certified Copies of the Certificate of Domestication, a Certificate of Existence and Certificate of Fact issued by the Indiana Secretary of State and a check for \$43.75 for the filing fee and certified copy of the filing.

Please forward a file-marked copy to me once it has been filed and return to me in the enclosed self addressed, prepaid Federal Express envelope, provided herein. If you have any questions, please do not hesitate to contact me.

Best regards,

MITCHELL, WILLIAMS, SELIG,  
GATES & WOODYARD, P.L.L.C.

By



Shena Phagan  
Paralegal

/sp  
Enclosures

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Performance Matters Associates of Texas, Inc.  
Name of Corporation

**DOCUMENT NUMBER:** F06000007546

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mindy Bixler

Name of Contact Person

Mitchell, Williams, Selig, Gates & Woodyard, P.L.L.C.

Firm/Company

425 West Capitol Ave., Ste. 1800

Address

Little Rock, AR 72201

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Mindy Bixler

at ( 501 ) 370-4215  
Area Code & Daytime Telephone Number

Name of Contact Person

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

(Pursuant to s. 607.1504, F.S.)

F06000007546

Performance Matters Associates of Texas, Inc.

## 2. Texas

3. 12/6/2006

5 Performance Matters Associates, Inc.

Indiana

Knd W Kinder

Karl W. Kindig

Secretary

(Title of person signing)

**State of Indiana**  
**Office of the Secretary of State**

**Certified Copies**

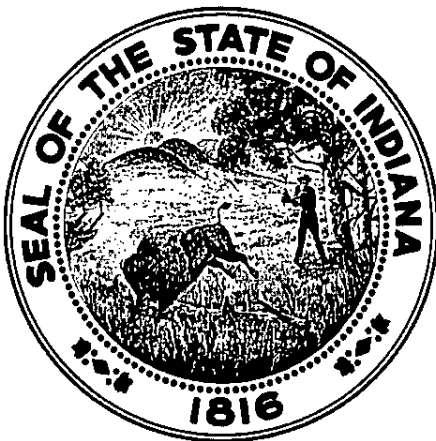
To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that this is a true and complete copy of this **17** page document consisting of the following records filed in this office:

Certification Date: September 09, 2016  
Business Name: PERFORMANCE MATTERS ASSOCIATES, INC.  
Business ID: 198604281145655

Transaction	Date Filed	No. of pages
Articles of Domestication	06/14/2016	17
	<b>Total No. of pages</b>	<b>17</b>



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 09, 2016

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

**State of Indiana  
Office of the Secretary of State**

**Certificate of Domestication  
Of**

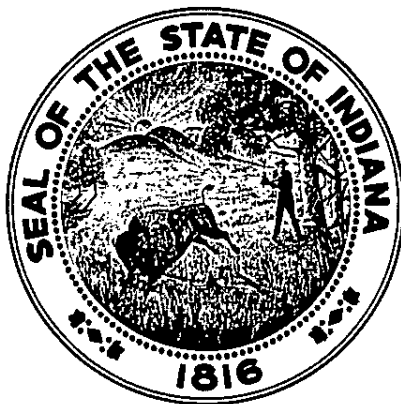
**PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.**

I, CONNIE LAWSON, Secretary of State, hereby certify that Articles of Domestication of the above Foreign For-Profit Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Business Corporation Law.

The name following said transaction will be:

**PERFORMANCE MATTERS ASSOCIATES, INC.**

NOW, THEREFORE, with this document I certify that said transaction will become effective Monday, June 13, 2016.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, June 14, 2016

*Connie Lawson*

Connie Lawson  
SECRETARY OF STATE

2006120700578 / 7334089

# MITCHELL WILLIAMS

Approved and Filed  
198604281145655/7334089  
Filing Date: 06/14/2016  
Effective :06/13/2016 10:18  
CONNIE LAWSON  
Indiana Secretary of State

H. MAURICE MITCHELL  
(1925-2011)  
WILLIAM H.L. WOODYARD, III  
(1945-2014)

MICHELE ALGOOD  
JOHN K. BAKER  
SHERRY P. BARTLEY  
TRAV BAXTER  
R. T. BEARD, III  
MICHELLE L. BROWNING  
C. DOUGLAS BUFORD, JR.  
BURNIE BURNER<sup>1</sup>  
FREDERICK K. CAMPBELL<sup>2</sup>  
CHARLES B. CUETT, JR.<sup>3</sup>  
KEN COOK  
COURTNEY C. CROUCH, III  
ELISABETH S. DELAROS<sup>4</sup>  
JILL GRIMSLEY DREWYOR<sup>5</sup>  
DOAK FOSTER<sup>6</sup>  
BYRON FREELAND  
KAREN P. FREEMAN<sup>7</sup>  
ALLAN GATES<sup>8</sup>  
KATHLYN GRAYES  
HAROLD W. HAMLIN  
L. KYLE HEFFLEY<sup>9</sup>  
BEN D. JACKSON

ANTON L. JANIK, JR.<sup>10</sup>  
M. SAMUEL JONES III  
TONY JUNEAU  
JOHN ALAN LEWIS  
D. NICOLE LOVELL  
WALTER E. MAY  
BRUCE MCCANDLESS III<sup>11</sup>  
LANCE R. MILLER  
STUART P. MILLER  
T. ARK MONROE, III<sup>12</sup>  
JENNIFER R. PIERCE  
CHRISTOPHER D. PLUMLEE  
JULIE M. POMERANTZ<sup>13</sup>  
LYN P. PRUITT  
CHRISTOPHER T. ROGERS  
J. SCOTT SCHALLHORN  
BARRY G. SKOLNICK<sup>14</sup>  
DERRICK W. SMITH<sup>15</sup>  
STAN D. SMITH  
JEFFREY L. SPILLYARDS  
ZACHARY T. STEADMAN  
CLAYBORNE S. STONE  
JEFFREY THOMAS<sup>16</sup>  
BRIAN A. VANDIVER  
MARY CATHERINE WAY  
WALTER G. WRIGHT, JR.  
TOD YESLOW<sup>17</sup>

425 WEST CAPITOL AVENUE, SUITE 1800  
LITTLE ROCK, ARKANSAS 72201-3525  
TELEPHONE 501-688-8800  
FAX 501-688-8807

MELISSA BANDY  
CRAIG R. COCKRELL  
LANA L. FREEMAN  
ALEX T. GRAY  
MEGAN HARGRAVES  
DAVID F. KOEHLER  
CHRISTOPHER A. MCNULTY  
KATIE M. PAPASAN  
BRITTANY H. PETTINGILL  
BRIAN A. PIPKIN  
KENDRA PRUITT  
KATHY SHARP  
BRADFORD R. SHUMPERT  
AMANDA L. STANTON

COUNSEL  
BENJAMIN D. BRENNER  
JASON T. BROWNING  
JOHN S. BRYANT  
ADRIA W. CONKLIN  
JANE W. DUKE  
GEORGE R. ERNST  
MORRIS H. HARRIMAN, JR.  
MARTHA MCKENZIE HILL  
GINGER HYNEMAN  
WENDY L. JOHNSON  
MARGARET A. JOHNSTON  
AMANDA L. MACLENNAN  
M. ROSS THOMPSON  
KAREN WHATLEY

OF COUNSEL  
W. CHRISTOPHER BARKER  
JOSEPH W. GELZINE  
DONALD H. HENRY  
HERMANN IVESTER  
ANNE S. PARKER  
LARRY PARKS  
JOHN S. SELIG  
MARCELLA J. TAYLOR  
RICHARD A. WILLIAMS

1 ONLY ADMITTED IN TEXAS  
2 ADMITTED IN DISTRICT OF COLUMBIA AND ARKANSAS  
3 ADMITTED IN ARIZONA, TEXAS AND ARKANSAS  
4 ADMITTED IN TENNESSEE AND ARKANSAS  
5 ADMITTED IN TENNESSEE AND TEXAS  
6 ADMITTED IN OKLAHOMA, MISSOURI AND ARKANSAS  
7 ADMITTED IN TEXAS AND ARKANSAS  
8 ADMITTED IN CALIFORNIA AND ARKANSAS  
9 ADMITTED IN MISSOURI AND ARKANSAS

WRITER'S DIRECT DIAL

501-370-4215

June 10, 2016

10 ADMITTED IN COLORADO AND ARKANSAS  
11 ADMITTED IN DISTRICT OF COLUMBIA, NEW YORK, AND TEXAS  
12 ADMITTED IN NEW YORK AND PENNSYLVANIA  
13 ADMITTED IN DISTRICT OF COLUMBIA, TEXAS AND ARKANSAS  
14 ADMITTED IN THE U.S. PATENT  
AND TRADEMARK OFFICE AND ARKANSAS  
15 ADMITTED IN PENNSYLVANIA AND ARKANSAS  
16 ADMITTED IN GEORGIA AND TEXAS  
ALL OTHERS ADMITTED ONLY IN ARKANSAS

VIA FEDERAL EXPRESS

Indiana Secretary of State  
Corporate Division  
302 W. Washington Street, Rm. E018  
Indianapolis, Indiana 46204

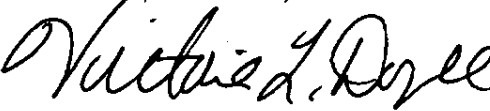
Re: Performance Matters of Texas, Inc.  
Articles of Domestication

To Whom It May Concern:

On behalf of our client, Performance Matters Associates of Texas, Inc., we are enclosing an original and one copy of the Articles of Domestication for filing. Also enclosed is a check in the amount of \$30.00 for the filing fee. Please file and return one file-marked copy to us via Federal Express number 0722-0362-3.

Please do not hesitate to contact us if you have any questions. My direct telephone number is (501) 370-4215.

Yours truly,  
MITCHELL, WILLIAMS, SELIG,  
GATES & WOODYARD, P.L.L.C.

By   
Victoria L. Doyle  
Paralegal

INDIANA SECRETARY OF STATE  
RECEIVED  
2016 JUN 13 AM 10:16

**ARTICLES OF DOMESTICATION**  
**OF**  
**PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.**

---

The undersigned, desiring to domesticate a foreign corporation (herein referred to as "Corporation") within the State of Indiana pursuant to the provisions of Indiana Code 23-1-38.5-4, *et seq.*, executes the following Articles of Domestication:

**ARTICLE I**

The name of the Corporation immediately before filing these Articles of Domestication is Performance Matters Associates of Texas, Inc., and if that name is unavailable for use in Indiana or if the Corporation wishes to changes its name, the new name of the corporation will be Performance Matters Associates, Inc.

**ARTICLE II**

The Corporation was incorporated as a corporation in the State of Texas immediately before filing these Articles of Domestication.

**ARTICLE III**

The name and street address of the Corporation's registered agent and registered office for service of process is Corporation Service Company, 251 E. Ohio St., STE 500, Indianapolis, IN 46204.

**ARTICLE IV**

The Corporation is authorized to issue 10,000 shares of Common Stock with a par value of One Cent (\$.01) par value per share.

**ARTICLE V**

The Plan of Conversion and Domestication as required by Indiana Code 23-1-38.5-4(c) is attached hereto as Exhibit A.

INDIANA SECRETARY OF STATE  
RECEIVED  
2016 JUN 13 AM 10:18

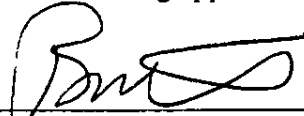


ARTICLE VI

The names and addresses of the Incorporator of the Corporation is:

Richard L. Scott  
900 Jackson St, Ste 400  
Dallas, TX 75202-4499

In Witness Whereof, the undersigned being an officer of the corporation executes these Articles of Domestication and verifies, subject to the penalties of perjury, that the statements contained herein are true this 7 day of June, 2016. The undersigned further represents that the registered agent has consented to being appointed as registered agent.

  
\_\_\_\_\_  
Barbara S. Stewart, President

Approved and Filed  
198604281145655/7334089  
Filing Date: 06/14/2016  
Effective :06/13/2016 10:18  
CONNIE LAWSON  
Indiana Secretary of State

**EXHIBIT A**  
**PLAN OF CONVERSION AND DOMESTICATION**

**PLAN OF CONVERSION AND DOMESTICATION  
OF  
PERFORMANCE MATTERS  
ASSOCIATES OF TEXAS, INC.**

This Plan of Conversion and Domestication (this "Plan") of Performance Matters Associates of Texas, Inc., a Texas corporation, effective as of this 7th day of June, 2016, is entered into by approval of the sole shareholder of the Converting Entity, CDOC, Inc. Pursuant to this Plan, upon the Effective Date of the Conversion and Domestication, as set forth below, the following terms and conditions of conversion and domestication shall apply:

1. The current name and jurisdiction of the converting and redomesticating entity is Performance Matters Associates of Texas, a Texas corporation (the "Converting Entity").

2. The name and jurisdiction of the resulting entity after conversion and domestication shall be Performance Matters Associates, Inc., an Indiana corporation (the "Converted Entity"). The Converting Entity is currently registered as a Texas corporation and the Texas Secretary of State file number for the corporation is 0079506400. After conversion, the Converted Entity shall be registered as a foreign corporation qualified to do business in the State of Texas.

3. The Converting Entity shall continue its existence in the organizational form of the Converted Entity, and the Converted Entity shall succeed to all rights, assets, liabilities and obligations of the Converting Entity.

4. Each share of stock in the Converting Entity shall, by virtue of the conversion and without any action on the part of any shareholder of the Converting Entity, be converted to and continue as stock in the Converted Entity and each shareholder shall continue to hold the same number of shares in the Converted Entity as it held in the Converting Entity.

5. Articles of Incorporation of the Converted Entity are attached hereto as Exhibit A and shall replace the Certificate of Formation of the Converting Entity in its entirety on the Effective Date. The amendments to the Certificate of Formation of the Converting Entity and incorporated into the Articles of Incorporation are set forth on Exhibit B attached hereto.

6. The directors of the Converting Entity in office immediately prior to the Effective Date shall continue in office as directors of Converted Entity until the next annual meeting of the stockholders of the Converted Entity, or if no election is held at the next annual meeting of the stockholders, until their successors have been duly elected and qualified.

7. The officers of the Converting Entity in office immediately prior to the Effective Date shall continue in office as officers of the Converted Entity until their successors have been duly elected and qualified.

8. The principal office of the Converted Entity shall be located at 11825 N.

Pennsylvania St., Carmel, IN 46032-4555 after the Effective Date.

9. The assets and liabilities of the Converting Entity, as they exist at the Effective Date shall be and remain the assets and liabilities of Converted Entity following the Effective Date.

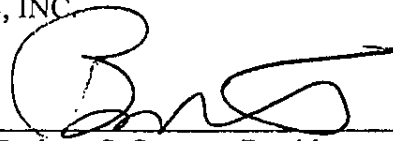
10. At the Effective Date, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations, and other assets of any and every kind and description of Converting Entity shall be transferred and allocated to, vested in and devolve upon the Converted Entity without further act or deed, and all property, rights, and every other interest of the Converting Entity shall be the property of the Converted Entity as they were of the Converting Entity. The Converting Entity hereby agrees from time to time, as and when requested by the Converted Entity or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other actions as the Converted Entity may deem necessary or desirable in order to allocate to, vest in and confirm to the Converted Entity title to and possession of any property of the Converting Entity acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise carry out the intent and purposes hereof, and the proper officers and directors of the Converted Entity are fully authorized in the name of the Converting Entity or otherwise to take any and all such action. Likewise, the Converted Entity does hereby assume all obligations, debts, duties and liabilities of the Converting Entity that are outstanding at the Effective Date.

Upon approval of this Plan, an officer of the Converting Entity shall file Articles of Domestication with the Indiana Secretary of State and a Certificate of Conversion with the Texas Secretary of State.

The Effective Date of the conversion and domestication shall be the date on which the Articles of Domestication are filed with the Indiana Secretary of State and the Certificate of Conversion is filed with the Texas Secretary of State.

IN WITNESS WHEREOF, the parties have duly executed this Plan as of the date first set forth above.

PERFORMANCE MATTERS ASSOCIATES OF  
TEXAS, INC

By:   
Barbara S. Stewart, President

Approved and Filed  
1986042811456557334089  
Filing Date: 06/14/2016  
Effective :06/13/2016 10:18  
CONNIE LAWSON  
Indiana Secretary of State

EXHIBIT A  
Articles of Incorporation

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.**

---

The undersigned, do hereby adopt the following Amended and Restated Articles of Incorporation for **PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.** (the "Corporation"):

**ARTICLE I**

The name of the Corporation is Performance Matters Associates, Inc.

**ARTICLE II**

The Corporation was originally incorporated under Texas law on April 28, 1986.

**ARTICLE III**

The address of its principal office is 11825 N. Pennsylvania St., Carmel, IN 46032-4555.

**ARTICLE IV**

The name and street address of the Corporation's registered agent and registered office for service of process is Corporation Service Company, 251 E. Ohio St., STE 500, Indianapolis, IN 46204.

**ARTICLE V**

The Corporation is authorized to issue 10,000 shares of Common Stock with a par value of One Cent (\$.01) par value per share.

**ARTICLE VI**

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful business for which the corporation may be incorporated under the Indiana Business Corporation Law.

**ARTICLE VII**

With respect to any action to be taken by the shareholders of the Corporation as to any matter, the affirmative vote of the holders of a majority of the shares of capital stock of the

Corporation entitled to vote thereon and represented in person or by proxy at a meeting of the shareholders at which a quorum is present shall be sufficient to authorized, affirm, ratify or consent to such action. Any action required by the Indiana Business Corporation Law to be taken at any annual or special meeting of the shareholders may be taken without a meeting, and, if permitted under the Indiana Business Corporation Law, without notice, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of a majority of the outstanding shares of the capital stock of the Corporation entitled to vote thereon.

#### ARTICLE VIII

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors; provided, however, that the shareholders at any time may repeal the power of the board of directors to alter, amend, or repeal the bylaws or adopt new bylaws, in which event only the shareholders may thereafter exercise such power unless and until the shareholders shall subsequently re-vest the board with such power.

#### ARTICLE IX

Any transaction or contract entered into by the Corporation with any other person (as used herein the term "person" means any individual, firm, trust, partnership, association, corporation, company or any other entity) is not voidable by the Corporation solely because of a director's direct or indirect interest in the transaction or contract if any one (1) of the following is true:

- (1) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved, or ratified the transaction; or
- (2) The material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction.

For purposes of this Article, a conflict of interest transaction or contract is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction or contract may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction or contract vote to authorize, approve, or ratify the transaction or contract, a quorum is present for the purpose of taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction or contract does not affect the validity of any action taken under this Article if the transaction or contract is otherwise authorized, approved, or ratified as provided herein. Shares owned by or voted under the control of a director who has a direct or indirect interest in the transaction or contract, and shares owned by or voted under the control of an entity which the director has a financial interest or other interest, may be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction or contract.

## ARTICLE X

Each person who was or is made a party or is threatened to be made a part to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, investigative or otherwise, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding ("Proceeding"), by reason of the fact that he is or was a Director or Officer of the Corporation, or who, while a Director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Indiana Business Corporation Law against all judgment, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys fees) actually incurred by such person in connection with such Proceeding. Such right shall be a contract right and, if permitted by the Indiana Business Corporation Law, shall include the right to require advancement by the Corporation of reasonable expenses (including attorneys fees) incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made by the Corporation only upon delivery to the Corporation by the indemnified party of a written affirmation by such person of his good faith belief that he has met the standard of conduct necessary for indemnification under the Indiana Business Corporation Law and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be ultimately determined that such person has not satisfied such requirements. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights permitted by law to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of shareholder or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

## ARTICLE XI

The Corporation shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, employees or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of the Indiana Business Corporation Law.



## ARTICLE XII

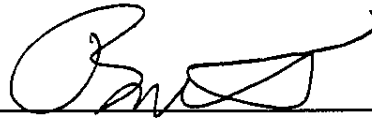
The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor, without submitting such purchase to a vote of the shareholders of the Corporation.

## ARTICLE XIII

The names and addresses of the Incorporator of the Corporation is:

Richard L. Scott  
900 Jackson St, Ste 400  
Dallas, TX 75202-4499

In Witness Whereof, the undersigned being an officer of the corporation executes these Amended and Restated Articles of Incorporation and verifies, subject to the penalties of perjury, that the statements contained herein are true this 7 day of June, 2016. The undersigned further represents that the registered agent has consented to being appointed as registered agent.



Barbara S. Stewart, President

Approved and Filed  
198604281145655/7334089  
Filing Date: 06/14/2016  
Effective :06/13/2016 10:18  
CONNIE LAWSON  
Indiana Secretary of State

**EXHIBIT B**  
**Amendments to Certificate of Formation**

**EXHIBIT B**  
**Amendments to Certificate of Formation**

The following amendments were made to the Articles of Incorporation of Performance Matters Associates of Texas, Inc:

The Articles were deleted in their entirety and the following was inserted in lieu thereof:

**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.**

---

The undersigned, do hereby adopt the following Amended and Restated Articles of Incorporation for **PERFORMANCE MATTERS ASSOCIATES OF TEXAS, INC.** (the "Corporation"):

**ARTICLE I**

The name of the Corporation is Performance Matters Associates, Inc.

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The Corporation was originally incorporated under Texas law on April 28, 1986.

**ARTICLE III**

The address of its principal office is 11825 N. Pennsylvania St., Carmel, IN 46032-4555.

**ARTICLE IV**

The name and street address of the Corporation's registered agent and registered office for service of process is Corporation Service Company, 251 E. Ohio St., STE 500, Indianapolis, IN 46204.

**ARTICLE V**

The Corporation is authorized to issue 10,000 shares of Common Stock with a par value of One Cent (\$.01) par value per share.

**ARTICLE VI**

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful business for which the corporation may be incorporated under the Indiana Business Corporation Law.

#### ARTICLE VII

With respect to any action to be taken by the shareholders of the Corporation as to any matter, the affirmative vote of the holders of a majority of the shares of capital stock of the Corporation entitled to vote thereon and represented in person or by proxy at a meeting of the shareholders at which a quorum is present shall be sufficient to authorize, affirm, ratify or consent to such action. Any action required by the Indiana Business Corporation Law to be taken at any annual or special meeting of the shareholders may be taken without a meeting, and, if permitted under the Indiana Business Corporation Law, without notice, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of a majority of the outstanding shares of the capital stock of the Corporation entitled to vote thereon.

#### ARTICLE VIII

The power to alter, amend, or repeal the bylaws or adopt new bylaws shall be vested in the board of directors; provided, however, that the shareholders at any time may repeal the power of the board of directors to alter, amend, or repeal the bylaws or adopt new bylaws, in which event only the shareholders may thereafter exercise such power unless and until the shareholders shall subsequently re-vest the board with such power.

#### ARTICLE IX

Any transaction or contract entered into by the Corporation with any other person (as used herein the term "person" means any individual, firm, trust, partnership, association, corporation, company or any other entity) is not voidable by the Corporation solely because of a director's direct or indirect interest in the transaction or contract if any one (1) of the following is true:

(1) The material facts of the transaction and the director's interest were disclosed or known to the board of directors or a committee of the board of directors and the board of directors or committee authorized, approved, or ratified the transaction; or

(2) The material facts of the transaction and the director's interest were disclosed or known to the shareholders entitled to vote and they authorized, approved, or ratified the transaction.

For purposes of this Article, a conflict of interest transaction or contract is authorized, approved, or ratified if it receives the affirmative vote of a majority of the directors on the board of directors (or on the committee) who have no direct or indirect interest in the transaction, but a transaction or contract may not be authorized, approved, or ratified by a single director. If a majority of the directors who have no direct or indirect interest in the transaction or contract vote to authorize, approve, or ratify the transaction or contract, a quorum is present for the purpose of

taking action under this section. The presence of, or a vote cast by, a director with a direct or indirect interest in the transaction or contract does not affect the validity of any action taken under this Article if the transaction or contract is otherwise authorized, approved, or ratified as provided herein. Shares owned by or voted under the control of a director who has a direct or indirect interest in the transaction or contract, and shares owned by or voted under the control of an entity which the director has a financial interest or other interest, may be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction or contract.

#### ARTICLE X

Each person who was or is made a party or is threatened to be made a part to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitative, investigative or otherwise, any appeal in such action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding ("Proceeding"), by reason of the fact that he is or was a Director or Officer of the Corporation, or who, while a Director of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by the Indiana Business Corporation Law against all judgment, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including attorneys fees) actually incurred by such person in connection with such Proceeding. Such right shall be a contract right and, if permitted by the Indiana Business Corporation Law, shall include the right to require advancement by the Corporation of reasonable expenses (including attorneys fees) incurred in defending any such Proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of such Proceeding shall be made by the Corporation only upon delivery to the Corporation by the indemnified party of a written affirmation by such person of his good faith belief that he has met the standard of conduct necessary for indemnification under the Indiana Business Corporation Law and a written undertaking, by or on behalf of such person, to repay all amounts so advanced if it should be ultimately determined that such person has not satisfied such requirements. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights permitted by law to which a person seeking indemnification may be entitled under any Bylaw, agreement, vote of shareholder or disinterested Directors or otherwise, and shall continue as to a person who has ceased to be a Director or Officer of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### ARTICLE XI

The Corporation shall have the power to purchase and maintain insurance or another arrangement on behalf of any person who is or was a Director, Officer, employees or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity,

or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provision of the Indiana Business Corporation Law.

#### ARTICLE XII

The Corporation shall have the authority to purchase, directly or indirectly, its own shares to the extent of the aggregate of the unrestricted capital surplus available therefor and unrestricted reduction surplus available therefor, without submitting such purchase to a vote of the shareholders of the Corporation.

#### ARTICLE XIII

The names and addresses of the Incorporator of the Corporation is:

Richard L. Scott  
900 Jackson St, Ste 400  
Dallas, TX 75202-4499

In Witness Whereof, the undersigned being an officer of the corporation executes these Amended and Restated Articles of Incorporation and verifies, subject to the penalties of perjury, that the statements contained herein are true this \_\_\_\_\_ day of \_\_\_\_\_, 2016. The undersigned further represents that the registered agent has consented to being appointed as registered agent.

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Barbara S. Stewart, President

**State of Indiana**  
**Office of the Secretary of State**  
**Certificate of Fact**

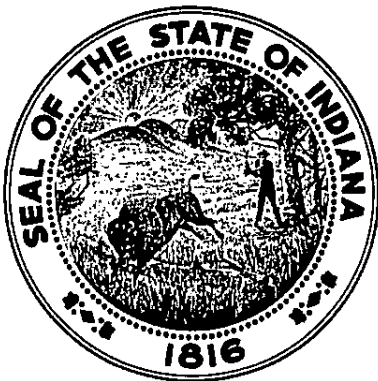
To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

**PERFORMANCE MATTERS ASSOCIATES, INC.**

filed Articles of Domestication on June 13, 2016 changing their jurisdiction from Texas to Indiana and their name from Performance Matters Associates of Texas, Inc. to Performance Matters Associates, Inc.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 20, 2016

*Connie Lawson*

Connie Lawson  
SECRETARY OF STATE

198604281145655 / 2016108726

Verify this certificate : <https://bsd.sos.in.gov/ValidateCertificate>

**State of Indiana**  
**Office of the Secretary of State**

CERTIFICATE OF EXISTENCE

To Whom These Presents Come, Greeting:

I, CONNIE LAWSON, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records and the proper official to execute this certificate.

I further certify that records of this office disclose that

**PERFORMANCE MATTERS ASSOCIATES, INC.**

duly filed the requisite documents to commence business activities under the laws of the State of Indiana on April 28, 1986, and was in existence or authorized to transact business in the State of Indiana on September 12, 2016.

I further certify this Domestic For-Profit Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution, or expiration has been filed or taken place.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 12, 2016

*Connie Lawson*

CONNIE LAWSON  
SECRETARY OF STATE

198604281145655 / 2016101710

Verify this certificate: <https://bsd.sos.in.gov/ValidateCertificate>