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DIVISION OF CORPORATIONS
14 MAY -5 PM 2:10
5-6-14

COVER LETTER

TO: New Filing Section
Division of Corporations

SUBJECT: TRIWEST HEALTHCARE ALLIANCE CORP.

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Paul Mackmer

Name of Person

TriWest Healthcare Alliance Corp.

Firm/Company

15810 N. 28th Ave.

Address

Phoenix, AZ 85053

City/State and Zip code

pmackmer@triwest.com

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

For further information concerning this matter, please call:

Paul Mackmer

Name of Person

at (602) 564-2010

Area Code & Daytime Telephone Number

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

- \$70.00 Filing Fee
- \$78.75 Filing Fee & Certificate of Status
- \$78.75 Filing Fee & Certified Copy
- \$87.50 Filing Fee, Certificate of Status & Certified Copy

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.

1. TriWest Healthcare Alliance Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Delaware

(State or country under the law of which it is incorporated)

3. 86-0813402

(FEI number, if applicable)

4. 8/14/1995

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. _____

(Date first transacted business in Florida, if prior to registration)
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 15810 N. 28th Ave., Phoenix, AZ 85053

(Principal office address)

15810 N. 28th Ave., Phoenix, AZ 85053

(Current mailing address)

8. Healthcare Management

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Corporation Service Company

Office Address: 1201 Hays Street

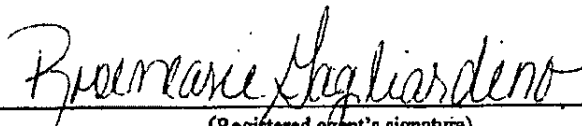
Tallahassee, Florida 32301

(City)

(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(Registered agent's signature)

Rosemarie Gagliardino
Assistant Vice President

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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DIVISION OF CORPORATIONS
14 MAY -5 PM 2:10

12. Names and business addresses of officers and/or directors:

A. DIRECTORS SEE ATTACHED

Chairman: Richard Boals, Blue Cross & Blue Shield of Arizona

Address: 8220 N. 23rd Ave. 4th Floor
Phoenix, AZ 85021

Vice Chairman: _____

Address: _____

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS SEE ATTACHED

President: David J. McIntyre, Jr.

Address: 15810 N. 28th Ave.
Phoenix, AZ 85053

Vice President: _____

Address: _____

Secretary: William Cahill

Address: 15810 N. 28th Ave., Phoenix, AZ 85053

Treasurer: Beth Dodd

Address: 15810 N. 28th Ave., Phoenix, AZ 85053

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____

Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Beth Dodd, CFO/Treasurer

(Typed or printed name and capacity of person signing application)



PO Box 42049
 Phoenix, AZ 85080-2049
 Main: 602-564-2000

TriWest.com

List of Directors

Shareholder Name	Address	Delegate
Blue Cross & Blue Shield of Arizona	8220 N. 23 rd Ave. 4 th Floor Phoenix, AZ 85021	Richard Boals President & CEO
University of Colorado Hospital Authority	12401 E. 17 th Avenue Suite 1036 Aurora, CO 80010-0508	Anthony DeFurio CFO
Blue Cross & Blue Shield of Kansas, Inc.	1133 SW Topeka Blvd Topeka, KS 66629	Andy Corbin President & CEO
Blue Cross & Blue Shield of Kansas City	2301 Main St. Kansas City, MO 64108	David Gentile President & CEO
Blue Cross & Blue Shield of Nebraska	7261 Mercy Road Omaha, NE 68124	Lewis Trowbridge CFO & Treasurer
Blue Cross & Blue Shield of Wyoming	4000 House Ave. Cheyenne, WY 82001	Richard Schum President & CEO
University of New Mexico Hospital	Administration 2211 Lomas Blvd, NE Albuquerque, NM 87106	Steve McKernan CEO
Regence Blue Cross Blue Shield of Utah	2890 E. Cottonwood Pkwy Salt Lake City, UT 84121	Jared Short Sr. VP Government programs
Regence Blue Shield of Idaho	1602 21 st Ave Lewiston, ID 83501	Jared Short Sr. VP Government programs
Wellmark, Inc	636 Grand Ave Des Moines, IA 50309-2565	Mike Fay VP, Health Networks
Blue Cross & Blue Shield of North Dakota	4510 13 th Ave SW Fargo, ND 58121	Tim Huckle Chief Operating Officer
Blue Shield of California	50 Beale St, 23 rd Floor San Francisco, CA 94105	Larry Hilty Chief of Staff
Hawaii Medical Service Association	818 Keeaumoko St. Honolulu, HI 96814	Gina Marting SVP, Health Finance
Regence Blue Cross Blue Shield of Oregon	100 S. Market St. Portland, OR 97207	Jared Short Sr. VP Government programs
Regence Blue Shield	1800 9 th Ave Seattle, WA 98111	Jared Short Sr. VP Government programs
Blue Cross Blue Shield of Minnesota	3535 Blue Cross Road Eagan, MN 55122	Lori Nelson Director, Provider Transactions
Health Care Service Corporation	300 E. Randolph St. Chicago, IL 60601	Stephen Ondra SVP & CMO



PO Box 42049
Phoenix, AZ 85080-2049
Main: 602-564-2000

TriWest.com

List of Officers

Name	Title	Corp. Office
David J. McIntyre Jr.	President & CEO	President
Elizabeth Dodd	CFO	Treasurer
William Cahill	General Counsel	Secretary
Frank Maguire, MD	Chief Medical Officer	
Julie Townsend	VP Strategic Planning & Bus. Develop. Integration	
Jeanne Ong	VP Human Capital	
Rick Green	VP CIO	
Scott Montplaisir	VP Contract Administration	
R. Blake Chaffee, PhD	VP Integrated Health Care Services	
Carri Kelly	VP Provider Services	
Robert Wolpert	VP Controller	
David Brooks	VP Data Management	

Delaware

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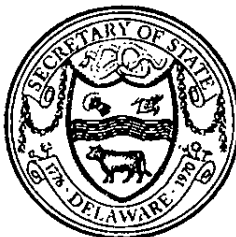
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "TRIWEST HEALTHCARE ALLIANCE CORP." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-FOURTH DAY OF APRIL, A.D. 2014.

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You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 1315492

DATE: 04-24-14