

F95000003127

Document Number only

CT CORPORATION SYSTEM
Requestor's Name
660 EAST JEFFERSON STREET
Address
TALLAHASSEE FL 32301 222-1092
City State Zip Phone

400001523234
-06/26/95--01070--002
*****70.00 *****70.00

CORPORATION(S) NAME

Foundation Health Corporation
d/b/a
Foundation Health of Florida, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> NonProfit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Limited Liability	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Reservation	<input type="checkbox"/> Change of F.A.
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Photo Copies	<input type="checkbox"/> Fict. Filing
<input type="checkbox"/> Reinstatement	<input type="checkbox"/> CUS	
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Call When Ready	<input type="checkbox"/> After 4:30
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> Pick Up
<input checked="" type="checkbox"/> Walk In	<input checked="" type="checkbox"/> Will Wait	
<input type="checkbox"/> Mail Out		

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

6/26/95
11:30

PLEASE RETURN EXTRA COPIES
FILE STAMPED



RECEIVED

95 JUN 28 PM 12 30

FLORIDA DEPARTMENT OF STATE

June 26, 1995

Sandra B. Mortham
Secretary of State

C T CORPORATION SYSTEM

SUBJECT: FOUNDATION HEALTH CORPORATION
Ref. Number: W95000012972

*dlb/a
Foundation Health,
a Delaware Corporation*

We have received your document for FOUNDATION HEALTH CORPORATION, and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 895A00031260

*Please give filing
date of June 26th*

*Thank
You!*

*Walk-In
Pick-Up
6/28/95
3:00*



FLORIDA DEPARTMENT OF STATE

June 26, 1995

Sandra B. Mortham
Secretary of State

C T CORPORATION SYSTEM

SUBJECT: FOUNDATION HEALTH CORPORATION
Ref. Number: W95000012972

We have received your document for FOUNDATION HEALTH CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6097.

Michael Mays
Document Specialist

Letter Number: 795A00031194

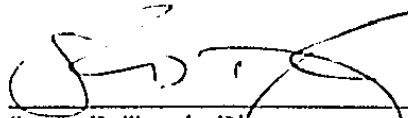
1263194
JUN 29 1995
TALLAHASSEE, FL

RESOLUTION OF BOARD OF DIRECTORS

I, the undersigned Steven D. Tough, do hereby certify that this Resolution of the Board of Directors of Foundation Health Corporation, a corporation duly organized and existing under the laws of the State of Delaware, was duly adopted on June 22, 1995.

RESOLVED, that Foundation Health Corporation, organized and existing in the State of Delaware, hereby adopts the name Foundation Health, a Delaware Corporation for use in Florida.

Dated: June 23, 1995



Steven D. Tough, Director

1995 JUN 23 PM 3:10
FBI - MIAMI

APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION 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. Foundation Health Corporation
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION", or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Delaware
(State or country under the law of which it is incorporated)
3. 68-0014772
(FEI number, if applicable)
4. January 17, 1984
(Date of incorporation)
5. Perpetual
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.156, F.S.))
7. 3400 Dana Drive, Rancho Cordova, California 95670

(Current mailing address)
8. holding company
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. Name and street address of Florida registered agent:

Name: C T Corporation System
Office Address: c/o C T Corporation System, 1200 South Pine Island Road

Plantation, Florida, 33324
(Zip Code)

10. Registered agent 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 obligation of my position as registered agent.

C T Corporation System

George C. Romero

(Registered agent's signature) (Officer)

George C. Romero

Assistant Secretary

(Type Name and Title of Officer)

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.

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

A. DIRECTORS

Chairman: Daniel D. Crowley

Address: 1400 Data Drive

Rancho Cordova, California 95670

Vice Chairman: _____

Address: _____

Director: See attached list of directors

Address: _____

Director: _____

Address: _____

B. OFFICERS

President: See attached list of officers

Address: _____

Vice President: _____

Address: _____


Secretary: _____

Address: _____

Treasurer _____

Address _____

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

13.  _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Patricia A. Burgess, Vice President _____
(Typed or printed name and capacity of person signing application)

Appendix to Florida
Application by Fgn. Corp for Authorization to Transact Business in Florida

**Directors of
Foundation Health Corporation**

1. Daniel D. Crowley
3400 Data Drive
Rancho Cordova, California 95670
2. Robert Anderson
10877 Wilshire Blvd., Ste. 1405
Los Angeles, California 90024-4341
3. David A. Boggs
9350 Blue Oak Drive
Orangevale, California 95662
4. Jeffroy L. Elder
3400 Data Drive
Rancho Cordova, California 95670
5. Earl B. Fowler
2011 Crystal Drive, Suite 209
Arlington, Virginia 22202
6. Richard W. Hanselman
3017 Poston Avenue
Nashville, Tennessee 37203
7. Ross D. Henderson, M.D.
655 North Alvernon Way, Suite 218
Tucson, Arizona 85711
8. Frank A. Olson
225 Brae Boulevard
Park Ridge, New Jersey 07656
9. Richard J. Stogemeier
376 So. Valencia Ave., Room 344
Brea, California 92621
10. Steven D. Tough
3400 Data Drive
Rancho Cordova, California 95670
11. Raymond S. Troubh
10 Rockefeller Plaza, Suite 712
New York, New York 10020

Appendix to Florida
Application by Fgn. Corp. for Authorization to Transact Business in Florida

**Officers of
Foundation Health Corporation**

1. Daniel D. Crowley, Chairman, President and Chief Executive Officer
3400 Data Drive
Rancho Cordova, California 95670
2. Joffrey L. Elder, Senior Vice President and Chief Financial Officer
3400 Data Drive
Rancho Cordova, California 95670
3. Steven D. Tough, President and COO - Government Operation
3400 Data Drive
Rancho Cordova, California 95670
4. Kirk A. Benson, President and COO - Commercial Operations
3400 Data Drive
Rancho Cordova, California 95670
5. Allen J. Marabito, Secretary
3400 Data Drive
Rancho Cordova, California 95670
6. Patricia A. Burgess, Vice President and Assistant Secretary
3400 Data Drive
Rancho Cordova, California 95670
7. Marshall Bentley, Vice President and Assistant Secretary
3400 Data Drive
Rancho Cordova, California 95670

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "FOUNDATION HEALTH CORPORATION" 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-THIRD DAY OF JUNE, A.D. 1995.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel", is written over a horizontal line.

Edward J. Freel, Secretary of State

2025892 8300

950141289

AUTHENTICATION

DATE

7551750

06-23-95

F95000003127

Sunstate Research Assoc.
Requestor's Name

P.O. Box 11271
Address

Tall FL 32302
City/State/Zip Phone #

FILED
JUN 17 PM 2:20
OFFICE OF CORPORATION

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Care Florida Health Systems, Inc.
(Corporation Name) (Document #)
2. merging into
(Corporation Name) (Document #)
3. Foundation Health Corporation.
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____
☐ Mail out ☐ Will wait ☐ Photocopy

☒ Certified Copy
☒ Certificate of Status
need 2 certified copies
Thanks.

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

700001868487
-06/20/96--01005--011
****175.00 ****175.00

OFFICE OF CORPORATION

JUN 17 AM 11:32

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Merges
OPP
6/17

Examiner's Initials

ARTICLES OF MERGER
OF
CAREFLORIDA HEALTH SYSTEMS, INC.
INTO
FOUNDATION HEALTH CORPORATION

FILED
JUN 17 PM 2:20
TALLAHASSEE
FLORIDA

To the Department of State
State of Florida

Pursuant to the provisions of the Florida Business Corporation Act, the domestic wholly-owned subsidiary business corporation and the foreign parent corporation herein named do hereby adopt the following articles of merger.

1. The following is the Plan of Merger for merging CareFlorida Health Systems, Inc. ("CareFlorida") with and into Foundation Health Corporation ("FHC") as approved by the Board of Directors of CareFlorida on June 10, 1996 and the Board of Directors of FHC on June 10, 1996:

"1. Foundation Health Corporation ("FHC"), which is a business corporation of the State of Delaware and is the parent corporation and the owner of all of the outstanding shares of CareFlorida Health Systems, Inc. ("CareFlorida"), which is a business corporation of the State of Florida and the subsidiary corporation, hereby merges CareFlorida into FHC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the laws of the jurisdiction of organization of FHC.

"2. The separate existence of CareFlorida shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Business Corporation Act; and FHC shall continue its existence as the surviving corporation pursuant to the provisions of the laws of the jurisdiction of its organization.

"3. The issued shares of CareFlorida shall not be converted in any manner, but each said share which is issued immediately prior to the effective time and date of the merger shall be surrendered and extinguished.

"4. The Board of Directors and the proper officers of FHC are hereby authorized, empowered, and directed to do any and all acts and things and to make, execute, deliver, file and/or record any and all

instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger hereby provided for."

2. The merger of CareFlorida with and into FHC is permitted by the laws of the jurisdiction of organization of FHC and has been authorized in compliance with said laws.

Dated as of June 10, 1996.

CAREFLORIDA HEALTH SYSTEMS, INC.

By: Steven B. Griffin
Steven B. Griffin, President

FOUNDATION HEALTH CORPORATION

By: Jeffrey L. Elder
Jeffrey L. Elder, Senior Vice
President/Chief Financial
Officer

instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger hereby provided for."

2. The merger of CareFlorida with and into FHC is permitted by the laws of the jurisdiction of organization of FHC and has been authorized in compliance with said laws.

Dated as of June 10, 1996.

CAREFLORIDA HEALTH SYSTEMS, INC.

By: Steven B. Griffin, President

FOUNDATION HEALTH CORPORATION

By: Jeffrey L. Elder, Senior Vice President/Chief Financial Officer

F95000003127



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CAREFLORIDA HEALTH SYSTEMS, INC., a Florida corporation, document
number K78774

INTO

FOUNDATION HEALTH A DELAWARE CORPORATION, a Delaware
corporation, F95000003127

File date: June 14, 1996

Corporate Specialist: Karen Gibson

F95000003127



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

CAREFLORIDA HEALTH SYSTEMS, INC., a Florida corporation, document
number K78774

INTO

FOUNDATION HEALTH A DELAWARE CORPORATION, a Delaware
corporation, F95000003127

File date: June 17, 1996

Corporate Specialist: Karen Gibson