P05382

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(Business Entity Name)

(Document Number)

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06 AUG 25 AM 4:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Phoenix National Insurance Company
(Name of Corporation)

DOCUMENT NUMBER: P05382

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Thomas Standring
(Name of Contact Person)

Molina Healthcare Insurance Company
(Firm/Company)

2277 Fair Oaks Blvd. #440
(Address)

Sacramento, CA 95825
(City/State and Zip Code)

For further information concerning this matter, please call:

Thomas Standring at (916) 648-2464
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- [ ] $35.00 Filing Fee
- [x] $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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

FILED
06 AUG 25 AM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECTION I
(1-3 MUST BE COMPLETED)

P05382
(Document number of corporation (if known))

1. Phoenix National Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Ohio
(Incorporated under laws of)

3. 3/21/85
(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 1/13/06

5. Molina Healthcare Insurance Company
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

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

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

Thomas M. S[illegible]
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Thomas Standring
(Typed or printed name of person signing)

Assistant Secretary
(Title of person signing)

Doc ID --> 200601302210

[redacted]

DATE:	DOCUMENT ID	DESCRIPTION	FILING	EXPED	PENALTY	CERT	COPY
01/17/2006	200601302210	DOMESTIC/AMENDED RESTATED ARTICLES (AMA)	50.00	100.00	.00	.00	.00

Receipt

This is not a bill. Please do not remit payment.

MOLINA HEALTHCARE,INC.
ONE GOLDEN SHORE
LONG BEACH, CA 90802

STATE OF OHIO
CERTIFICATE
Ohio Secretary of State, J. Kenneth Blackwell

210268

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

MOLINA HEALTHCARE INSURANCE COMPANY

and, that said business records show the *filing and recording of:*

Document(s)	Document No(s):
DOMESTIC/AMENDED RESTATED ARTICLES	**200601302210**

United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 13th day of January, A.D. 2006.

J. Kenneth Blackwell

Ohio Secretary of State

Doc ID --> 200601302210

Prescribed by J. Kenneth Blackwell
Ohio Secretary of State
Central Ohio: (614) 466-3910
Toll Free: 1-877-SOS-FILE (1-877-767-3453)

www.state.oh.us/sos
e-mail: busserv@sos.state.oh.us

Expedite this Form: (Select One)	
Mail Form to one of the Following:	
◉ Yes	PO Box 1390 Columbus, OH 43216 *** Requires an additional fee of $100 ***
○ No	PO Box 1028 Columbus, OH 43216

Certificate of Amendment by Shareholders or Members

(Domestic)

Filing Fee $50.00

(CHECK ONLY ONE (1) BOX)

(1) Domestic for Profit	PLEASE READ INSTRUCTIONS	(2) Domestic Non-Profit	
☑ Amended (122-AMAP)	☐ Amendment (125-AMDS)	☐ Amended (126-AMAN)	☐ Amendment (128-AMD)

Complete the general information in this section for the box checked above.

Name of Corporation	PHOENIX NATIONAL INSURANCE COMPANY
Charter Number	210268
Name of Officer	MARK LOUIS ANDREWS
Title	CORPORATE SECRETARY

☑ Please check if additional provisions attached. SEVENTH AMENDED ARTICLES OF MOLINA HEALTHCARE INSURANCE COMPANY.

The above named Ohio corporation, does hereby certify that:

☑ A meeting of the ☑ shareholders ☐ directors (*non-profit amended articles only*)

☐ members was duly called and held on Dec. 31, 2005 (Date)

at which meeting a quorum was present in person or by proxy, based upon the quorum present, an affirmative vote was cast which entitled them to exercise 100 % as the voting power of the corporation.

☐ In a writing signed by all of the ☑ shareholders ☐ directors (*non-profit amended articles only*)

☐ members who would be entitled to the notice of a meeting or such other proportion not less than a majority as the articles of regulations or bylaws permit.

Clause applies if amended box is checked.

Resolved, that the following amended articles of incorporations be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

All of the following information must be completed if an amended box is checked.
If an amendment box is checked, complete the areas that apply.

FIRST: The name of the corporation is: MOLINA HEALTHCARE INSURANCE COMPANY

SECOND: The place in the State of Ohio where its principal office is located is in the City of:

CITY OF COLUMBUS — Franklin
(city, village or township) (county)

THIRD: The purposes of the corporation are as follows:

The kind of business to be undertaken by the corporation is the making of insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith, on the stock plan, and the granting, purchasing or disposition of annuities and the making of insurance against accidents to persons, sickness, or temporary or permanent physical disability. The corporation shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations now or hereafter granted to or imposed upon domestic legal reserve life insurance companies by the laws of the State of Ohio, and the corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

FOURTH: The number of shares which the corporation is authorized to have outstanding is: 4,000,000
(Does not apply to box (2))

REQUIRED
Must be authenticated **(signed)** by an authorized representative
(See Instructions)

[signature]
Authorized Representative

1/11/06
Date

MARK L. ANDREWS
(Print Name)
CORPORATE SECRETARY

Authorized Representative

Date

(Print Name)

SEVENTH
AMENDED AND RESTATED ARTICLES
OF
MOLINA HEALTHCARE INSURANCE COMPANY

FIRST: The name of the corporation is Molina Healthcare Insurance Company.

SECOND: The place in Ohio where the principal office of the corporation is located is the City of Columbus, Franklin County, Ohio.

THIRD: The kind of business to be undertaken by the corporation is the making of insurance upon the lives of individuals, and every type of insurance appertaining thereto or connected therewith, on the stock plan, and the granting, purchasing or disposition of annuities and the making of insurance against accidents to persons, sickness, or temporary or permanent physical disability. The corporation shall have the power and authority to exercise any and all rights, powers, and privileges, and shall be subject to any and all duties and obligations now or hereafter granted to or imposed upon domestic legal reserve life insurance companies by the laws of the State of Ohio, and the corporation shall have the power and authority to engage in any act or activity which is not unlawful for it under the laws of the State of Ohio.

FOURTH: The authorized number of shares of the corporation shall be 4,000,000 Common Shares, each with a par value of $2.00 per share. Each of the Common Shares shall entitle the holder thereof to one vote.

FIFTH: The corporation shall not make additional insurance until it shall have paid-in capital of not less that $400,000, contributed surplus of not less than $600,000, and total capital and surplus of not less than $1,000,000.

SIXTH: The corporate powers of the corporation shall be exercised by its Board of Directors, except where the law of the State of Ohio or this charter requires that certain corporate power be exercised by action of the shareholders, in which cases such corporate power shall be exercised by the shareholders.

SEVENTH: Notwithstanding any provision of the Ohio Revised Code requiring for any purpose the vote consent, waiver or release of the holders of shares of the corporation entitling them to exercise two-thirds or any other proportion of the voting power of the corporation or of any class or classes of shares thereof, such action, unless expressly otherwise provided by stature, may be taken by the vote, consent, waiver or release of the holders of shares entitling them to exercise not less than a majority of the voting power of the corporation or of such class or classes.

EIGHTH: (A) The number of directors of the corporation, which shall not be less than five (5) nor more than twenty-one (21), may be fixed or changed from time to time by a resolution adopted by the affirmative vote, whether cast in person or by proxy, of the holders of shares of the corporation entitling them to exercise not less than a majority of the voting power of the corporation, but no reduction in the number of directors shall of itself have the effect of shortening the term of any incumbent director.

(B) Directors shall be elected at the annual meeting of the shareholders of the corporation or at a special meeting called for the purpose. Each Director shall hold office until the next annual meeting of shareholders of the corporation and until his successor is duly elected and qualified or until his earlier resignation, removal from office or death.

NINTH: The Directors of the corporation shall have the power to cause the corporation from time to time and at any time to purchase, hold, sell, transfer or otherwise deal with (A) shares of any class or series issued by it, (B) any security or other obligation of the corporation which may confer upon the holder thereof the right to convert the same into shares of any class or series authorized by the Articles of the corporation, and (C) any security or other obligation which may confer upon the holder thereof the right to purchase shares of any class or series authorized by the Articles of the corporation. The corporation shall have the right to repurchase, if and when any shareholder desires to sell, or on the happening of any event is required to sell, shares of any class or series issued by the corporation. The authority granted in this Article Ninth of these Articles shall not limit the plenary authority of the Directors to purchase, hold, sell, transfer or otherwise deal with shares of any class or series, securities, or other obligations issued by the corporation or authorized by its Articles.

TENTH: The officers of the corporation shall be elected by the Board of Directors at any meeting of the Board of Directors to serve at the pleasure of the Board of Directors and upon such other terms and conditions of employment as the Board of Directors may determine. The officers of the corporation shall be a Chairman, President, one or more Vice Presidents, as the Directors may from time to time determine, a Secretary, a Treasurer and such other officers as the Directors may from time to time elect. Any two or more offices may be held by the same person.

ELEVENTH: No shareholder of the corporation shall have, as a matter of right, the pre-emptive right to purchase or subscribe for shares of any class, now or hereafter authorized, or to purchase or subscribe for securities or other obligations convertible into or exchangeable for such shares or which by warrants or otherwise would entitle the holders thereof to subscribe for or purchase any such share.

TWELFTH: These Seventh Amended Articles supersede the Sixth Amended Articles of Phoenix National Insurance Company existing at the effective date hereof.

Doc ID --> 200601302210

OHIO Department of INSURANCE

Bob Taft, Governor
Ann Womer Benjamin, Director

2100 Stella Court, Columbus, OH 43215-1067
(614) 644-2658 www.ohioinsurance.gov

(614) 644-2640
FAX (614) 644-3742
steve.vamos@ins.state.oh.us

HEALTH & HUMAN
DEC 2 1 2005
SERVICES SECTION

December 19, 2005

Scott Myers, Esq.
Assistant Attorney General
Health & Human Resources Section
Ohio Attorney General's Office
30 East Broad Street, 26th Floor
Columbus, Ohio 43215-3428

Re: Phoenix Insurance Company
Amendment to Articles of Incorporation

Dear Mr. Myers:

Enclosed please find the originally executed Certificate of Amendment to the Articles of Incorporation of the above referenced company. It is the intent of the shareholder to make the amendments effective just prior to the sale of the company, at closing.

Based upon my review, the Department extends its pre-clearance to the amendments that, upon filing with the Secretary of State, will change the name of the company to Molina Healthcare Insurance Company, and will permit the company directors to be non-residents of the state of Ohio.

Thank you for your assistance with this matter.

Very truly yours,

Stephen J. Vamos
Staff Counsel
Office of Legal Services

cc: Thomas M Standring
Carole Masters

Doc ID --> 200601302210

STATE OF OHIO
OFFICE OF THE ATTORNEY GENERAL
JIM PETRO, ATTORNEY GENERAL

Health & Human Services Section
30 E. Broad St., 26th Fl.
Columbus, OH 43215-3400
Telephone: (614) 466-8600
Facsimile: (614) 466-6090
www.ag.state.oh.us

December 22, 2005

The Honorable Kenneth Blackwell
Secretary of State
Corporations Department
180 E. Broad Street, 16th Flr.
Columbus, Ohio 43215

ATTN: Patrick Hole
Legal Department

Re: *Amendment to Articles of Incorporation*
Phoenix Insurance Company

Dear Sir:

I have reviewed the December 16, 2005, Amendment to Articles of Incorporation for Phoenix Insurance Company. I have consulted with the Ohio Department of Insurance which has expressed its approval of the articles in question.

Based upon my examination of the articles and my review of the relevant statutes, I find the amendment to be in accordance with the constitution and laws of the State of Ohio and of the United States.

Sincerely,

JIM PETRO
Attorney General

SCOTT MYERS
Assistant Attorney General
Health and Human Services Section
30 E. Broad Street, 26th Flr.
Columbus, Ohio 43215-3400
(614) 466-8600

SM:mnw
Enclosures
cc: Stephen J. Vamos

PHOENIX NATIONAL INSURANCE COMPANY

SECRETARY'S CERTIFICATE

December 31, 2005

* * *

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of Phoenix National Insurance Company, an Ohio corporation (the "Corporation"), and the sole shareholder of the Corporation's shares is Molina Healthcare, Inc., which has delegated the authority to vote such stock to its President, Joseph M. Molina, M.D.

Joseph M. Molina, M.D. took the following action:

RESOLVED, that the following amended articles of incorporation be and the same are hereby adopted to supercede and take the place of the existing articles of incorporation and all amendments thereto.

Mark L. Andrews
Corporate Secretary
Phoenix National Insurance Company

210268

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, J. Kenneth Blackwell, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 9 pages, as taken from the original record now in my official custody as Secretary of State.

WITNESS my hand and official seal at Columbus, Ohio, this 5th day of April 2006 A.D.

J Kenneth Blackwell

J. KENNETH BLACKWELL
Secretary of State

By: M Mills

NOTICE: This is an official certification only when reproduced in red ink