

P05382

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(City/State/Zip/Phone #)

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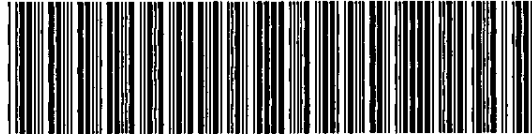
(Business Entity Name)

(Document Number)

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General

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FILED
2012 MAR 28 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ASR
4/3/12

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Molina Healthcare 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:

June Stracener
Name of Contact Person

Mitchell Williams Law Firm
Firm/Company

5414 Pinnacle Point Drive, Suite 500
Address

Rogers, AR 72758
City/State and Zip Code

licensing@catalystx.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

June Stracener at (479) 464-5668
Name of Contact Person Area Code & Daytime Telephone Number

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

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.)

SECTION I
(1-3 MUST BE COMPLETED)

P05382

(Document number of corporation (if known))

FILED
2012 MAR 28 AM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. Molina Healthcare Insurance Company
(Name of corporation as it appears on the records of the Department of State)
2. Ohio
(Incorporated under laws of)
3. 3-21-1985
(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? 2-28-12
5. Catalyst Rx Plan Services 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)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Benjamin R. Preston
(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Benjamin R. Preston
(Typed or printed name of person signing)

Corporate Secretary
(Title of person signing)

Effective Date: March 16, 1961
Expiration Date: June 30, 2012

State of Ohio
Department of Insurance
Certificate of Authority

This is to Certify, that

**CATALYST RX PLAN SERVICES INSURANCE
COMPANY**

NAIC No. 69647

is organized under the laws of this State as of October 19, 1948 and is authorized to issue policies and transact business under the following section(s) of the Ohio Revised Code:

Section 3911.01
Life, Health & Annuities

This Certificate of Authority is subject to the laws of the State of Ohio.



John R. Kasich, Governor

Mary Taylor
Mary Taylor, Lt. Governor/Director

State of Ohio
Department of Insurance
CERTIFICATION

As Director of Insurance of the State of Ohio, I do hereby certify that the annexed copy of the:

Articles of Incorporation of CATALYST RX PLAN SERVICES
INSURANCE COMPANY, Columbus, OH **effective** February 28, 2012,
Columbus, Ohio

is a true copy of the original on file with this department.

March 15, 2012

IN WITNESS WHEREOF, I have hereunto subscribed my name and caused my seal to be affixed at Columbus, Ohio, this day and date.



Mary Taylor

Mary Taylor, Lt. Governor/Director



MIKE DEWINE
— ★ OHIO ATTORNEY GENERAL ★ —

Health and Human Services
(614) 466-8600 Telephone
(614) 466-6090 Facsimile
30 East Broad Street, Level 26
Columbus, Ohio 43215

www.ohioattorneygeneral.gov

February 21, 2012

Allison Clark
Legal Department
Ohio Secretary of State
180 East Broad Street, 15th Floor
Columbus, OH 43215

**Re: Molina Healthcare Insurance Company
Proposed Amended and Restated Articles of Incorporation**

Dear Ms. Clark:

I have reviewed the Proposed Amended and Restated Articles of Incorporation of the Molina Healthcare Insurance Company. I have also consulted with the Ohio Department of Insurance, which has expressed its approval of the Articles in question.

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

Regards,

MICHAEL DEWINE
Attorney General of Ohio

SEAN M. CULLEY
Assistant Attorney General
Health and Human Services
30 East Broad Street, 26th floor
Columbus, Ohio 43215
614-466-8600
614-466-6090 (facsimile)

SMC/mr
cc: Stephen J. Vámos, Esq.



ODI

Ohio Department
of Insurance

John R. Kasich, Governor
Mary Taylor, Lt. Governor/Director

50 West Town Street
Third Floor – Suite 300
Columbus, OH 43215-4186
(614) 644-2658
www.insurance.ohio.gov

(614) 728-1274

(614) 644-3742(fax)

Steve.vamos@insurance.ohio.gov

February 13, 2012

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

Re: Molina Healthcare Insurance Company
Proposed Amended and Restated Articles of Incorporation

Dear Mr. Culley:

Enclosed please find the Unanimous Written Consent of Sole Shareholder of the above referenced company amending its articles of incorporation.

Based upon my review, the Department extends its pre-clearance to the proposed amended and restated articles which, changes the name of the company to Catalyst Rx Plan Services Insurance Company.

Thank you for your assistance with this matter.

Sincerely,

Stephen J. Vamos
Staff Counsel

cc: Derrick W. Smith

HEALTH & HUMAN

FEB 15 2012

SERVICES SECTION

Accredited by the National Association of Insurance Commissioners (NAIC)

Consumer Hotline: 1-800-686-1526

Fraud Hotline: 1-800-686-1527

OSHIIP Hotline: 1-800-686-1578

TDD Line: (614) 644-3745

(Printed in house)

MOLINA HEALTHCARE INSURANCE COMPANY

UNANIMOUS WRITTEN CONSENT OF SOLE SHAREHOLDER

Molina Healthcare, Inc., being the sole shareholder of Molina Healthcare Insurance Company, an Ohio corporation ("Corporation") does adopt the following resolutions:

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.

RESOLVED that the following Amended and Restated Code of Regulations be and the same are hereby adopted to supercede and take the place of the existing Code of Regulations and all amendments thereto to be effective on the date upon which the amended articles of incorporation adopted above take effect.

RESOLVED, that the officers of the Corporation are hereby authorized to do and perform any and all acts and things necessary or advisable to effect these amendments

WITNESS my hand this 7th day of February, 2012.

Molina Healthcare, Inc.

By Jeff Babow
Name: Jeff D. Babow
Title: Secretary

Ch# 210268 UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF THE SECRETARY OF STATE

I, Jon Husted, Secretary of State of the State of Ohio, do hereby certify that the foregoing is a true and correct copy, consisting of 2 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 20th day of

February A.D. 2012

Jon Husted

JON HUSTED
Secretary Of State

By: Danette G. Stamps

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

MOLINA HEALTHCARE INSURANCE COMPANY
UNANIMOUS WRITTEN CONSENT OF SOLE SHAREHOLDER

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RESOLVED, that the officers of the Corporation are hereby authorized to do and perform any and all acts and things necessary or advisable to effect these amendments

WITNESS my hand this 7th day of February, 2012.

Molina Healthcare, Inc.

By Jeff Barlow
Name: Jeff D. Barlow
Title: Secretary

**AMENDED AND RESTATED CODE OF REGULATIONS
CATALYST RX PLAN SERVICES INSURANCE COMPANY**

ADOPTED ON _____, 2012 to be effective _____, 2012

**ARTICLE I
Meetings of Shareholders**

Section 1. Annual Meeting. The annual meeting of shareholders for the election of directors, the consideration of reports to be laid before the meeting, and the transaction of such other business as may properly be brought before the meeting shall be held on the date and at the time designated by the directors or by the other person or persons calling the meeting or, in the absence of such designation, at 10:00 o'clock a.m. on the first Monday of the fourth month following the close of the Corporation's fiscal year. At the annual meeting of shareholders, the Corporation shall lay before the shareholders a financial statement in the form required by law.

Section 2. Special Meetings. Special meetings of shareholders may be called by the Chairman of the Board, by the President (or, in the case of the President's absence, death or disability, the Vice President authorized to exercise the authority of the President, if any), by the directors acting at a meeting, by a majority of the directors acting without a meeting, or by the holders of at least 25% of all shares outstanding and entitled to vote at the meeting.

Section 3. Place of Meetings. Meetings of shareholders shall be held at the principal office of the Corporation unless the directors determine that the meeting shall be held at some other place within or without the State of Ohio and cause such place to be specified in the notice of the meeting.

Section 4. Notice of Meeting; Adjournment; Waiver of Notice.

(a) A written notice of each annual or special meeting of shareholders, stating the time, place, and purposes of the meeting, shall be given by or at the direction of the President or the Secretary or any other person required or permitted to give the notice, not less than seven (7) nor more than sixty (60) days before the meeting by personal delivery or mail to each shareholder who is entitled to notice of the meeting and who is a shareholder of record as of the day preceding the date on which notice is given (or as of such other record date as may be fixed by the directors). If mailed, the notice shall be addressed to the shareholder at the address of such shareholder as it appears on the records of the Corporation.

(b) Upon request in writing delivered either in person or by registered or certified mail to the President or the Secretary by any person or persons entitled to call a meeting of shareholders, the officer receiving the request shall forthwith cause notice of a meeting to be held on a date not less than seven (7) nor more than sixty (60) days after the receipt of such request, as such officer may fix, to be given to each shareholder who is entitled to receive notice. If the notice is not given within fifteen (15) days after the delivery or mailing of the request, the persons calling the meeting may fix the time of meeting and give notice as provided in Article I Section 4(a), or cause the notice to be given by any designated representative.

(c) Notice of the time, place, and purposes of any meeting of shareholders, whether required by law, the Articles of Incorporation, or these Regulations, may be waived in writing, either before or after the holding of such meeting, by any shareholder, which writing shall be filed with or entered upon the records of the meeting. The attendance of any shareholder at any meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the shareholder of notice of the meeting.

Section 5. Quorum; Adjournment; Action by Shareholders.

(a) The holders of shares entitling them to exercise a majority of the voting power of the Corporation, present in person or by proxy, shall constitute a quorum for all purposes, but no action required to be authorized or taken by the holders of a designated proportion of the shares of any class or of each class may be authorized or taken by a lesser proportion.

(b) The holders of a majority of the voting shares present at a meeting in person or by proxy may adjourn the meeting from time to time whether or not a quorum is present. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

(c) At any meeting at which a quorum is present, all matters that come before the meeting shall be determined by the vote of the holders of a majority of the voting shares present at the meeting in person or by proxy, except when a different proportion is required by law, by the Articles of Incorporation, or by these Regulations.

Section 6. Action Without a Meeting. Except as otherwise provided in Article IX of these Regulations, any action that may be authorized or taken at a meeting of shareholders of the Corporation may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the shareholders who would be entitled to notice of a meeting of the shareholders held for such purpose, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 7. Proxies.

(a) A person who is entitled to attend a meeting of the shareholders, to vote at a meeting of the shareholders, or to execute consents, waivers, or releases, may be represented at such meeting or may vote at such meeting, and may execute consents, waivers, and releases, and exercise any of the person's other rights, by proxy or proxies appointed by a writing signed by the person. No appointment of a proxy shall be valid after the expiration of 11 months after it is made unless the writing specifies the date on which it is to expire or the length of time it is to continue in force.

(b) Every appointment of a proxy shall be revocable unless (except to the extent otherwise provided by law) such appointment is coupled with an interest. Without affecting any vote previously taken, the person appointing a proxy may revoke a revocable appointment by a later appointment received by the Corporation or by giving notice of revocation to the

Corporation in writing or in open meeting. The presence at a meeting of the person appointing a proxy does not revoke the appointment.

Section 8. Shareholder List. Upon request of any shareholder at any meeting of shareholders, the Corporation shall produce at such meeting an alphabetically arranged list, or classified lists, of the shareholders of record as of the applicable record date, who are entitled to vote, showing their respective addresses and the number and class of shares held by each.

ARTICLE II

Directors

Section 1. Number of Directors. 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.

Section 2. Election and Term of Office; Resignations. 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. Only persons nominated by the Chairman of the Board of the Corporation at a meeting of shareholders at which directors are to be elected are eligible for election as directors. At all elections of directors, the candidates receiving the greatest number of votes shall be elected. Any director may resign at any time by oral statement to that effect made at a meeting of the directors or by a writing to that effect delivered to the Secretary. A director's resignation will take effect immediately or at such other time as the director may specify.

Section 3. Removal from Office. The directors may remove any director and thereby create a vacancy if by order of court the director has been found to be of unsound mind, if the director is adjudicated a bankrupt, or if within sixty (60) days from the date of the election of a director, the director does not qualify as a director by accepting in writing the election or by acting at a meeting of the directors. Additionally, all the directors or any individual director may be removed from office, without assigning any cause, by the vote of the holders of a majority of the voting power of the Corporation entitling them to elect directors in place of those to be removed, except that, unless all the directors are removed, no individual director may be removed if the votes of a sufficient number of shares are cast against the removal of the director that, if cumulatively voted at an election of all directors, would be sufficient to elect at least one director. If a director is removed by the vote of the shareholders, a new director may be elected at the same meeting for the unexpired term.

Section 4. Vacancies. The office of a director becomes vacant if the director dies or resigns, or if the director is removed and a director is not elected to fill the unexpired term. A vacancy also exists if the directors increase the authorized number of directors, or if the shareholders increase the authorized number of directors but fail at the meeting at which such

increase is authorized, or an adjournment of that meeting, to elect the additional directors for which provision is made, or if the shareholders fail at any time to elect the whole authorized number of directors. The remaining directors, though less than a majority of the whole authorized number of directors, may, by the vote of a majority of their number, fill any vacancy for the unexpired term.

ARTICLE III

Authority, Meetings, and Committees of the Directors

Section 1. Authority of Directors. Except where the law, the Articles of Incorporation, or these Regulations require action to be authorized or taken by shareholders, all of the authority of the Corporation shall be exercised by or under the direction of the directors.

Section 2. Meetings of the Directors.

(a) An organizational meeting of the directors shall be held immediately following the adjournment of each annual meeting of the shareholders of the Corporation, and notice of the organizational meeting of the directors need not be given unless the meeting will not be held at the same location as the annual meeting of shareholders.

(b) The directors may provide, by by-law or resolution, for other meetings of the directors. Special meetings of the directors also may be held at any time upon call of the Chairman of the Board, by the President, or by any two (2) directors.

(c) The organizational meeting of the directors shall be held at the same location as the annual meeting of shareholders unless otherwise set forth in a notice of the meeting. All other meetings of the directors shall be held at the principal office of the Corporation unless the directors determine that a meeting shall be held at some other place within or without the State of Ohio and cause the notice thereof to so state.

(d) Except as otherwise provided in these Regulations, written notice of the time and place of each meeting of the directors shall be given to each director, either by personal delivery or by mail, telegram, or cablegram, at least two (2) days prior to the date of such meeting. The notice need not specify the purposes of the meeting and, unless otherwise specified in the notice, any business may be transacted at any meeting of directors. Notice of a meeting of the directors may be waived in writing, either before or after the holding of the meeting, by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the director of notice of the meeting.

Section 3. Quorum; Adjournment; Action by Directors. A majority of the whole authorized number of directors shall constitute a quorum for the transaction of business, except that a majority of the directors then in office shall constitute a quorum for filling a vacancy among the directors. Whether or not a quorum is present, a majority of the directors present may adjourn the meeting from time to time. Notice of adjournment of a meeting of directors need not be given if the time and place to which the meeting is adjourned are fixed and announced at the

meeting. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law, the Articles of Incorporation, or these Regulations.

Section 4. Action Without a Meeting. Any action that may be authorized or taken at a meeting of the directors may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the directors, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 5. Action by Communications Equipment. Directors may participate in a meeting of the directors (or any committee of directors) by means of any communications equipment if all persons participating can hear each other, and such participation shall constitute presence at the meeting.

Section 6. By-Laws. The directors may adopt by-laws for their own government that are not inconsistent with law, the Articles of Incorporation, or these Regulations.

Section 7. Committees of the Directors.

(a) The directors may create one or more committees of directors, each of which shall consist of not less than three directors, and may authorize the delegation to any such committee of any of the authority of the directors, however conferred, other than the authority of filling vacancies among the directors or in any committee of the directors. In creating any committee of the directors, the directors shall specify a designation by which it shall be known and shall fix its powers and authority.

(b) The directors may appoint one or more directors as alternate members of any committee of the directors, who may take the place of any absent member or members at any meeting of the particular committee.

(c) Each committee of the directors shall serve at the pleasure of the directors, shall act only in the intervals between meetings of the directors, and shall be subject to the control and direction of the directors.

(d) An act or authorization of an act by any committee of the directors within the authority delegated to it by the directors shall be as effective for all purposes as the act or authorization of the directors.

(e) Any committee of the directors may act by a majority of its members at a meeting or by a writing or writings signed by all of its members, which writing or writings shall be filed with or entered upon the records of the Corporation.

Section 8. Certain Actions. Notwithstanding anything to the contrary contained herein, the directors shall not have the authority to take any of the following actions except with the prior written consent of the shareholders holding a majority of the voting power of the Corporation:

(a) The sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the Corporation's assets;

(b) Any reorganization, including the merger of the Corporation into or with another corporation, the acquisition of or by the Corporation in an exchange, the acquisition of or by the Corporation in a sale of assets, or any other business combination;

(c) The expansion of the Corporation's activities into new service areas as defined as those activities which require either federal or state approval;

(d) The sale, exchange, or other disposition of Corporation assets in an amount at or in excess of Five Million Dollars (\$5,000,000);

(e) The entering into contractual arrangements where the amount expended by the Corporation in a one year period equals or exceeds Five Million Dollars (\$5,000,000), except for contracts with federal, state, or other governmental agencies;

(f) Any amendment to the articles of incorporation of the Corporation;

(g) The authorization of fees and/or compensation for directors; and

(h) The authorization of new classes of stock of the Corporation, or the issuance of any additional stock of the Corporation.

ARTICLE IV

Officers

Section 1. Officers. 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.

Section 2. Election and Term of Office. Only persons nominated by the Chairman of the Board of the Corporation shall be elected by the directors to serve as officers of the Corporation. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if the instrument is required to be executed, acknowledged, or verified by two or more officers. Each officer shall hold office until the next organizational meeting of the directors following election of the officer or until the earlier resignation, removal from office, or death of the officer. The directors may remove any officer at any time, with or without cause. The directors may fill any vacancy in any office occurring for whatever reason.

Section 3. Duties of Officers. Each officer and assistant officer shall have such duties as may be specified by law or as may be determined by the directors from time to time. In addition

to the foregoing, unless otherwise determined by the directors, the following officers shall have the authority and shall perform the duties set forth below:

(i) *Chairman of the Board.* The Chairman of the Board shall preside at all meetings of the directors and, unless that duty has been delegated by the directors to the President or another officer, at all meetings of the shareholders. The general authority of the Chairman of the Board to execute on behalf of the Corporation any contracts, notes, deeds, mortgages, and other papers not requiring specific approval of the directors or the execution of which the directors have not specifically delegated to another individual shall be co-ordinate with the authority of the President.

(ii) *President.* The President shall preside at all meetings of the shareholders and at all meetings of the directors, other than meetings at which the Chairman of the Board presides in accordance with the provisions of the preceding section. Subject to direction of the directors and to the delegation by the directors to the Chairman of the Board of specific or general executive supervision over the property, business, and affairs of the Corporation, the President shall have general executive supervision over the property, business, and affairs of the Corporation. The President may execute on behalf of the Corporation any contracts, notes, deeds, mortgages, and other papers not requiring specific approval of the directors or the execution of which the directors have not specifically delegated to another individual.

(iii) *Vice President.* The Vice President, if any, shall perform all of the duties of the President, in case of the President's disability. The authority of the Vice President to execute on behalf of the Corporation any contracts, notes, deeds, mortgages, and other papers not requiring specific approval of the directors or the execution of which the directors have not specifically delegated to another individual shall be co-ordinate with the authority of the President. If more than one Vice President is elected, the Vice President designated by the directors shall perform the duties of the President upon the President's disability. If the directors fail to make such a designation, the Vice President who has held the office of Vice President for the longest consecutive period immediately prior to the President's disability shall perform the duties of the President.

(iv) *Secretary.* The Secretary shall keep the minutes of meetings of the shareholders and the directors. The Secretary shall keep such books as may be required by the directors and shall give notices of meetings of the shareholders and the directors required by law or by these Regulations or otherwise. The Secretary shall have authority to execute certificates attesting to action taken by the shareholders or directors. The Secretary shall have authority to execute all documents requiring the Secretary's signature.

(v) *Treasurer.* The Treasurer shall receive and have in his or her charge all money, bills, notes, bonds, securities of other corporations, and similar property belonging to the Corporation, and shall do with this property as may be determined by the directors. The Treasurer shall keep accurate financial accounts and hold records open for the inspection and examination of the directors. The Treasurer shall have authority to execute all documents requiring the Treasurer's signature.

ARTICLE V
Transactions with Directors and Officers; Compensation

Section 1. Certain Transactions.

(a) No contract, action, or transaction shall be void or voidable with respect to the Corporation for the reason that it is between or affects the Corporation and one or more of the directors or officers, or is between or affects the Corporation and any other person in which one or more of the directors or officers are directors, trustees, or officers, or have a financial or personal interest, or for the reason that one or more interested directors or officers participate in or vote at the meeting of the directors or a committee of the directors that authorizes such contract, action, or transaction, if in any such case any of the following apply:

(i) The material facts as to the relationship or interest of such person or persons and as to the contract, action, or transaction are disclosed or are known to the directors or the committee and the directors or committee, in good faith reasonably justified by such facts, authorizes the contract, action, or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors constitute less than a quorum of the directors or the committee;

(ii) The material facts as to the relationship or interest of such person or persons and as to the contract, action, or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract, action, or transaction is specifically approved at a meeting of the shareholders held for such purpose by the affirmative vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation held by persons not interested in the contract, action, or transaction; or

(iii) The contract, action, or transaction is fair as to the Corporation as of the time it is authorized or approved by the director, a committee of the directors, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the directors, or of a committee of the directors, that authorizes the contract, action, or transaction. A director is not an interested director solely because the subject of the contract, action, or transaction may involve or affect a change in control of the Corporation or the continuation of the director in office as a director of the Corporation.

Section 2. Approval and Ratification of Acts of Directors and Officers. Except as otherwise provided by the Articles of Incorporation or by law, any contract, action, or transaction, prospective or past, of the Corporation, of the directors, or of any director or officer may be approved or ratified by the affirmative vote of the holders of a majority of the voting power of the Corporation not interested in the contract, action, or transaction, which approval or ratification shall be as valid and binding as though approved or ratified by every shareholder of the Corporation.

Section 3. Compensation. Subject to Article III, Section 8, the directors, by the affirmative vote of a majority of those in office, and irrespective of any financial or personal

interest of any of them, shall have authority to establish reasonable compensation, that may include pension, disability, and death benefits, for services to the Corporation by directors and officers, or to delegate such authority to one or more officers or directors.

ARTICLE VI

Limitation of Liability; Indemnification

Section 1. Limitation of Liability.

(a) No person shall be found to have violated any duties to the Corporation as a director of the Corporation in any action brought against the person (including actions involving or affecting any of the following: (i) a change or potential change in control of the Corporation; (ii) a termination or potential termination of the person's service to the Corporation as a director; or (iii) the person's service in any other position or relationship with the Corporation), unless it is proved by clear and convincing evidence that the person did not act in good faith, in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, or with the care that an ordinarily prudent person in a like position would use under similar circumstances.

(b) In performing any duties to the Corporation as a director, the director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, that are prepared or presented by: (i) one or more directors, officers, or employees of the Corporation who the director reasonably believes are reliable and competent in the matters prepared or presented; (ii) counsel, public accountants, or other persons as to matters that the director reasonably believes are within the person's professional or expert competence; or (iii) a committee of the directors upon which the director does not serve, duly established in accordance with the provisions of these Regulations, as to matters within its designated authority, which committee the director reasonably believes to merit confidence. A director shall not be considered to be acting in good faith if the director has knowledge concerning the matter in question that would cause reliance on information, opinions, reports, or statements that are prepared by the foregoing persons to be unwarranted.

(c) In determining what a director reasonably believes to be in the best interests of the Corporation, the director shall consider the interests of the shareholders and, in the director's discretion, may consider any of the following: (i) the interests of the Corporation's employees, suppliers, creditors, and customers; (ii) the economy of the state and nation; (iii) community and societal considerations; and (iv) the long-term as well as short-term interests of the Corporation and its shareholders, including the possibility that these interests may be best served by the continued independence of the Corporation.

(d) A director shall be liable in damages for any action the director takes or fails to take as a director only if it is proved by clear and convincing evidence in a court of competent jurisdiction that the action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation. Notwithstanding the foregoing, nothing contained in this

paragraph (d) affects the liability of directors under Section 1701.95 of the Ohio Revised Code or limits relief available under Section 1701.60 of the Ohio Revised Code.

Section 2. Third Party Action Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation) by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, the person had reasonable cause to believe that the conduct was unlawful

Section 3. Derivative Action Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the defense or settlement of such action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any of the following:

(a) any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the Corporation unless, and Only to the extent that, the court of common pleas or the court in which such action or suit was brought determines upon application that, despite the adjudication of liabilities, but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court shall deem proper; or

(b) any action or suit in which the only liability asserted against the director is pursuant to Section 1701.95 of the Ohio Revised Code.

Section 4. Success on Merits. To the extent that a director, trustee, officer, employee, or agent has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 2 or Section 3 of this Article VI, or in defense of any claim, issue, or

matter therein, the person shall be indemnified against expenses, including attorney's fees, actually and reasonably incurred by the person in connection with the action, suit or proceeding.

Section 5. Authorization of Indemnification. Any indemnification under Section 2 or Section 3 of this Article VI, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 2 or Section 3 of this Article VI. Such determination shall be made as follows:

(a) by a majority vote of a quorum consisting of directors of the Corporation who were not and are not parties to or threatened with any such action, suit, or proceeding;

(b) if the quorum described in subparagraph (a) of this Section 5 is not obtainable or if a majority vote of a quorum of disinterested directors so directs, in a written opinion by independent legal counsel other than an attorney, or a firm having associated with it an attorney, who has been retained by or who has performed services for the Corporation or any person to be indemnified within the past five years;

(c) by the shareholders; or

(d) by the court of common pleas or the court in which the action, suit, or proceeding was brought.

In the case of an action or suit brought by or in the right of the Corporation under Section 3 of this Article VI any determination made by the disinterested directors under subparagraph (a) of this Section 5 or by independent legal counsel under subparagraph (b) of this Section 5 shall be communicated promptly to the person who threatened or brought the action or suit, and within ten days after receipt of the notification, the person shall have the right to petition the court of common pleas or the court in which such action or suit was brought to review the reasonableness of such determination.

Section 6. Payment of Expenses in Advance.

(a) Unless the only liability asserted against a director in an action, suit, or proceeding referred to in Section 2 or Section 3 of this Article VI is pursuant to Section 1701.95 of the Ohio Revised Code, expenses, including attorney's fees, incurred by the director in defending the action, suit, or proceeding shall be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the director in which the director agrees to do both of the following:

(i) repay such amount if it is proved by clear and convincing evidence in a court of competent jurisdiction that the director's action or failure to act involved an act or omission undertaken with deliberate intent to cause injury to the Corporation or undertaken with reckless disregard for the best interests of the Corporation; and

(ii) reasonably cooperate with the Corporation concerning the action, suit, or proceeding.

(b) Expenses, including attorney's fees, incurred by a director or officer in defending any action, suit, or proceeding referred to in Section 2 or Section 3 of this Article VI may be paid by the Corporation as they are incurred, in advance of the final disposition of the action, suit, or proceeding as authorized by the directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount, if it ultimately is determined that the director is not entitled to be indemnified by the Corporation.

Section 7. Non exclusivity. The indemnification authorized by this Article VI shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification under the Articles of Incorporation or any agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in the person's official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Section 8. Insurance. The Corporation may purchase and maintain insurance or furnish similar protection, including but not limited to trust funds, letters of credit, or self-insurance, on behalf of or for any person who is or was a director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, against any liability asserted against the person and incurred by the person in any such capacity, or arising out of the person's status as such, whether or not the Corporation would have the power to indemnify the person against such liability under this Article VI. Insurance may be purchased from or maintained with a person in which the Corporation has a financial interest.

Section 9. No Limitation. The authority of the Corporation to indemnify persons pursuant to Section 2 or Section 3 of this Article VI does not limit the payment of expenses as they are incurred, indemnification, insurance, or other protection that may be provided pursuant to Section 6, Section 7 and Section 8 of this Article VI. Section 2 or Section 3 of this Article VI do not create any obligation to repay or return payments made by the Corporation pursuant to Section 6, Section 7 and Section 8.

Section 10. References. As used in Section 2 through Section 9 of this Article VI references to the Corporation include all constituent corporations in a consolidation or merger and the new or surviving corporation, so that any person who is or was a director or officer of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, trustee, officer, employee, or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, or other enterprise, shall stand in the same position under these sections with respect to the new or surviving corporation as such person would if such person had served the new or surviving corporation in the same capacity.

ARTICLE VII

Certificate for Shares

Section 1. Form of Certificates and Signatures. Each holder of shares shall be entitled to one or more certificates in the form approved by the directors, signed by the Chairman of the Board, the President, or a Vice President and by the Secretary, an Assistant Secretary, the Treasurer, or an Assistant Treasurer, which shall certify the number and class of shares of the Corporation held by the shareholder, but no certificate for shares shall be executed or delivered until the shares are fully paid. When a certificate is countersigned by an incorporated transfer agent or registrar, the signature of any officer of the Corporation may be facsimile, engraved, stamped, or printed. In the event that any officer of the Corporation whose manual or facsimile signature is affixed to a certificate ceases to hold such office before the certificate is delivered, the certificate nevertheless shall be effective in all respects when delivered.

ARTICLE VIII

Other Matters

Section 1. Computation of Time for Notice. In computing the period of time for giving notice for any purposes under these Regulations, the day on which the notice is given shall be excluded and the day when the act for which notice is given is to be done shall be included. Notice given by mail shall be deemed to have been given when deposited in the mail.

Section 2. Authority to Transfer and Vote Securities. Each officer of the Corporation is authorized to sign the name of the Corporation and to perform all acts necessary to effect on behalf of the Corporation a sale, transfer, assignment, or other disposition of any shares, bonds, other evidences of indebtedness or obligations, subscription rights, warrants, or other securities of another corporation and to issue the necessary powers of attorney. Each officer is authorized, on behalf of the Corporation, to vote the securities, to appoint proxies with respect thereto, to execute consents, waivers, and releases with respect thereto, or to cause any such action to be taken.

Section 3. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall contain the word "seal"; provided, however, that the failure to affix the corporate seal shall not affect the validity of any instrument.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account, together with minutes of the proceedings of its incorporators, shareholders, directors and committees of the directors, and records of its shareholders showing their names and addresses and the number and class of shares issued or transferred of record to or by them from time to time.

ARTICLE IX

Amendments

These Regulations may be amended or repealed, or new Regulations adopted: (i) at any meeting of shareholders called for that purpose by the affirmative vote of the holders of record of

shares entitling them to exercise a majority of the voting power of the Corporation on such proposal, or (ii) without a meeting, by the written consent of the holders of record of shares entitling them to exercise two-thirds of the voting power of the Corporation on such proposal. If the Regulations are amended or repealed, or new Regulations are adopted, without a meeting of the shareholders, the Secretary shall mail a copy of the amendment or the new Regulations to each shareholder who would have been entitled to vote thereon but did not participate in the adoption thereof.

**EIGHTH
AMENDED AND RESTATED ARTICLES
OF
CATALYST RX PLAN SERVICES INSURANCE COMPANY**

FIRST: The name of the corporation is Catalyst Rx Plan Services 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 than \$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 statute, 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 preemptive 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 Eighth Amended Articles supersede the Seventh Amended Articles of Molina Healthcare Insurance Company existing at the effective date hereof.