

AZ. CORP. COMMISSION
FILED

JAN 08 2003

APPR. Michael Bz
TERM _____
DATE 1/8/03

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1-16-03
#

ARTICLES OF INCORPORATION

CARE 1ST HEALTH PLAN ARIZONA, INC.

-1060580-2

AZ CORP COMMISSION
OF THE STATE OF AZ
FILED

ARTICLES OF INCORPORATION

OF

2002 DEC 30 P @ 39

Care 1st Arizona, INC.
Health Plan

APPR _____
DATE APPR _____
TERM ~~01/01/03 to 12/31/03~~
DATE 12-03

1. Name

The name of the Corporation is Care 1st Arizona ^{INC.}
Health Plan

2. Initial Business

The Corporation intends initially to conduct the business of managed care, and farther, to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Arizona other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the Arizona Revised Statutes.

3. Authorized Capital

This Corporation is authorized to issue one (1) class of common stock. The total number of shares which this Corporation is authorized to issue is one thousand (1,000) shares.

4. Known Place of Business

The name and address in the State of Arizona of this Corporation's known place of business is:
Health Plan
Care 1st Arizona, INC.
Esplanade Center
2415 E. Camelback Road, Suite 700
Phoenix, Arizona 85016

5. Statutory Agent

The name and address in the State of Arizona of the statutory agent of the Corporation is:
Rodney C. Armstead, M.D.
Care 1st Arizona, INC. Health Plan
Esplanade Center
2415 E. Camelback Road, Suite 700
Phoenix, Arizona 85016

6. Board of Directors

The initial Board of Directors of the Corporation shall consist of two (2) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the shareholders or until their successors are elected and qualified are:

John Edwards
Care 1st Health Plan
1000 Fremont Avenue Bldg A-11, Unit 22
Alhambra, California 91803

Maureen Tyson
Care 1st Health Plan
1000 Fremont Avenue Bldg A-11, Unit 22
Alhambra, California 91803

7. Incorporator

The name and address of the incorporator is:

Anna Tran
Care 1st Health Plan
1000 Fremont Avenue Bldg A-11, Unit 22
Alhambra, California 91803

All the powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

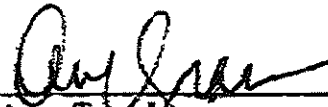
8. Indemnification of Directors, Officers, Employees and Agents

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she 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, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

9. Limitation of Liability

To the fullest extent permitted by the Arizona Revised Statutes, as the same exists or may hereafter be amended, a director of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for any action taken or any failure to take any action as a director. No repeal, amendment or modification of this article, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.


EXECUTED this 26th day of December, 2002, by the undersigned incorporator.

Signed: _____ 
Anna Tran, Incorporator

Telephone: (626) 299-5265 Facsimile: (626) 381-0479

Acceptance of Appointment by Statutory Agent:

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 26th day of December, 2002.

Signed: 

Rodney C. Armstead, M.D.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

PROFIT
CERTIFICATE OF DISCLOSURE
A.R.S. §10-202.D

Health Plan

Care 1st Arizona, INC.

EXACT CORPORATE NAME

A. Has any person serving either by election or appointment as officer, director, trustee, incorporator and persons controlling or holding over 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:

1. Been convicted of a felony involving a transaction in securities, consumer fraud or embezzlement in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate, wherein such injunction, judgment, decree or permanent order:
 - (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
 - (b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
 - (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name, prior name(s) and aliases, if used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or case number of case.

C. Has any person serving as an officer, director, trustee or incorporator of the corporation served in any such capacity or held or controlled over 20% of the issued and outstanding common shares, or 20% of any other proprietary, beneficial or membership interest in any corporation which has been placed in bankruptcy, receivership or had its charter revoked, or administratively or judicially dissolved by any state or jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name (including aliases) and address of each person involved.
3. State(s) in which the corporation:
 - (a) Was incorporated.
 - (b) Has transacted business.
4. Dates of corporate operation.
5. Date and case number of bankruptcy or date of revocation/administrative dissolution.

D. The fiscal year end adopted by the corporation is: 12/31

Under penalty of law, the undersigned incorporator(s)/officer(s) declare(s) that I/we have examined this Certificate, including any attachments, and to the best of my/our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY [Signature]
PRINT NAME Anna Trank
TITLE COO DATE 12/26/02

BY _____
PRINT NAME _____
TITLE _____ DATE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. If within sixty days, any person becomes an officer, director, trustee or person controlling or holding over 10% of the issued and outstanding shares or 10% of any other proprietary, beneficial, membership interest in the corporation and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by at least one duly authorized officer of the corporation.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CP: 0022 - Business Corporations

Rev: 3/00

THE RECORD REPORTER

- SINCE 1914 -

1505 N CENTRAL AVE #200, PHOENIX, AZ 85004-1725
Telephone (602) 417-9900 / Fax (602) 417-9910

RECEIVED

SEP 12 2005

ARIZONA CORP. COMMISSION
CORPORATIONS DIVISION

ARLENE SEAGRAVES
CARE1ST HEALTH PLAN ARIZONA
2355 E. CAMELBACK RD #300
PHOENIX, AZ - 85016

RR# 864000

ARTICLES OF AMENDMENT
OF
CARE 1ST HEALTH PLAN
ARIZONA, INC.

1. The name of the corporation is: CARE 1ST HEALTH PLAN ARIZONA, INC.
 2. Attached hereto as Exhibit A is the text of each amendment adopted.
 3. The amendment does not provide for an exchange, reclassification or cancellation of issued shares.
 4. The amendment was adopted on the 23rd day of May, 2005.
 5. The amendment was approved by the shareholders. There is (are) 1 voting groups eligible to vote on the amendment. The designation of voting groups entitled to vote separately on the amendment, the number of votes in each, the number of votes represented at the meeting at which the amendment was adopted and the votes cast for and against the amendment were as follows:
The voting group consisting of 1000 outstanding shares of common stock is entitled to 1000 votes. There were 1000 votes present at the meeting. The voting group cast 1000 votes for and 0 votes against approval of the amendment. The number of votes cast for approval of the amendment was sufficient for approval by the voting group.
- ARS Section 10-140 requires that changes to corporation(s) be executed by an officer of the corporation, whose file is to be changed.
DATED as of this 25th day of May, 2005.

CARE 1ST HEALTH
PLAN ARIZONA INC.
By: Rodney C. Armstead, MD CEO
ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF

Care1st Health Plan Arizona, Inc.
2. Initial Business
The Corporation intends initially to conduct the business of managed care, under the name of Care1st Health Plan Arizona and also subsequently under the name One Care by Care1st Health Plan of Arizona, and further, to engage in any lawful act or activity for which a corporation may be organized under the laws of the State of Arizona other than the banking business, the trust company business or the practice of a profession, permitted to be incorporated by the Arizona Revised Statutes.
EXECUTED this 23rd day of May, 2005, by the undersigned Chief Executive Officer.

Is/Rodney C. Armstead, MD CEO of
Care1st Health Plan of Arizona, Inc.
and One Care by Care1st Health Plan
of Arizona, Inc.
09/07/2005, 09/09/2005, 09/12/2005
RR-864000#

AFFIDAVIT OF PUBLICATION

Reference #:

Notice Type: AM - ARTS OF AMENDMENT TO ART OF INC

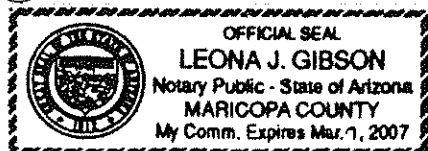
Ad Description: CARE1ST HEALTH PLAN ARIZONA, INC

I, Wendy Cooper, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

09/07/2005, 09/09/2005, 09/12/2005

Subscribed and sworn to before me on the 12th day of September, 2005



ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION
OF
Care1st Health Plan Arizona, Inc.

2. Initial Business

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EXECUTED this 23rd day of May, 2005, by the undersigned Chief Executive Officer.

Signed: Rodney C. Armistead MD
Rodney C. Armistead, MD CEO of Care1st Health Plan of Arizona, Inc. and
One Care by Care1st Health Plan of Arizona, Inc.

602-778-1862