

State of Idaho

Department of State

CERTIFICATE OF AMENDMENT OF

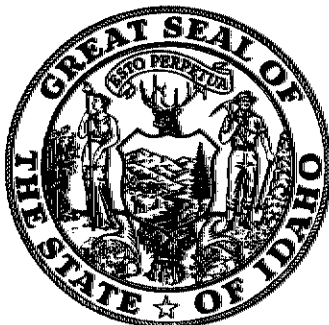
PRIMARY HEALTH NETWORK, INC.

File Number C 101858

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Amendment to the Articles of Incorporation of PRIMARY HEALTH NETWORK, INC. duly signed and verified pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Amendment to the Articles of Incorporation and attach hereto a duplicate original of the Articles of Amendment.

Dated: February 21, 1995



Pete T. Cenarrusa
SECRETARY OF STATE

By *Sheryl Dedrick*

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

FEB 21 11 09 AM '95
SECRETARY OF STATE

OF

PRIMARY HEALTH NETWORK, INC.

Pursuant to Section 30-1-59 of the Idaho Business Corporation Act, the undersigned corporation hereby adopts Amended and Restated Articles of Incorporation as set forth below:

I. NAME OF THE CORPORATION.

The name of the corporation is Primary Health Network, Inc. The name of the corporation was Primary Health, Inc., prior to the filing of Amended and Restated Articles of Incorporation with the Idaho Secretary of State on November 26, 1993.

II. AMENDMENTS ADOPTED.

The following amendments to the Articles of Incorporation of the corporation were adopted by the corporation in accordance with the applicable provisions of the Idaho Business Corporation Act:

RESOLVED, that Article III be amended, and Articles VIII and IX be added to the Articles of Incorporation of the corporation, such Articles of Incorporation as so amended to be restated in their entirety as follows:

**ARTICLE I
NAME OF THE CORPORATION**

The name of the corporation is Primary Health Network, Inc. ("Corporation").

**ARTICLE II
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III
PURPOSES OF THE CORPORATION**

The purposes of the Corporation shall be to establish, promote, maintain and operate a health maintenance organization pursuant to the laws of the State of Idaho as now in

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force and as hereafter amended; to make health care delivery more comprehensive and flexible; to make the most efficient use of health care facilities, resources and services including without limitation the ownership thereof; to develop incentives to minimize the cost of health care delivery; and to conduct such other activities, business and acts as are permitted by the Idaho Business Corporation Act.

ARTICLE IV SHARES

The class, aggregate number and par value per share of the shares which the Corporation is authorized to issue are as follows:

<u>Class</u>	<u>Number</u>	<u>Par Value Per Share</u>
Common	1,000,000	\$0.00

ARTICLE V REGISTERED OFFICE AND AGENT

The address of the initial registered office of the Corporation is 2995 N. Cole Road, Suite 200B, Boise, Idaho 83704 and the name of its initial registered agent at such address is Kathleen P. Allyn.

ARTICLE VI INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1) and the name and address of the person who is to serve as the initial Director is:

<u>Name</u>	<u>Address</u>
Robert D. Gilbert, M.D.	2995 N. Cole Road Suite 200B Boise, Idaho 83704

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert D. Gilbert, M.D.	2995 N. Cole Road Suite 200B Boise, Idaho 83704

ARTICLE VIII DIRECTOR LIABILITY

To the full extent permitted by the Idaho Business Corporation Act or any other applicable laws as presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its shareholders for or with respect to any acts or omissions in the performance of his or her duties as a director of the Corporation. No amendment to or repeal of this Article VIII shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to the effective date of such amendment or repeal.

ARTICLE IX INDEMNIFICATION

Each person who is or was or had agreed to become a director, officer, employee or agent of the Corporation (including the heirs, executors, administrators or estate of such person), shall be indemnified by the Corporation to the full extent permitted by the Idaho Business Corporation Act or any other applicable laws presently or hereafter in effect. Without limiting the generality or effect of the foregoing, the Corporation may enter into one or more agreements with any person which provide for indemnification greater or different than that provided in this Article IX. No amendment to or repeal of this Article IX shall apply to or have any effect on the right to indemnification permitted or authorized hereunder for or with respect to any acts or omissions of such director, officer, employee or agent occurring prior to the effective date of such amendment or repeal.

Except for the designated amendments, these Amended and Restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation of the corporation as theretofore amended and these Amended and Restated Articles of Incorporation, together with the designated amendments, supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

III. DATE OF ADOPTION BY DIRECTORS.

The date on which the Board of Directors adopted the above-described amendments was February 15, 1995.

IV. NUMBER OF SHARES OUTSTANDING AND ENTITLED TO VOTE.

One hundred shares are outstanding and one hundred shares are entitled to vote on the above-described amendments. One hundred shares were voted in favor of the amendments and no shares were voted against such amendments.

V. ISSUED SHARES AND STATED CAPITAL.

The above-described amendments do not provide for the exchange, reclassification or cancellation of issued shares, and do not effect a change in stated capital of the corporation.

VI. EFFECTIVE DATE.

The effective date of this action shall be February 15, 1995.

PRIMARY HEALTH NETWORK, INC.

By Shane M. Kelly
Shane M. Kelly, President

By Mike Roe
Mike Roe, Secretary

VERIFICATION

STATE OF IDAHO)
) ss
County of Ada)

I, Sheila R. L. Pfeiffer, a notary public in and for the State of Idaho, do hereby certify that on this 20th day of February, 1995, personally appeared before me Shane M. Kelly, who being by me first duly sworn, declared that he is the President of Primary Health Network, Inc. (formerly Primary Health, Inc.), that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

ned are true.

Sheila R. Pfeiffer
Notary Public for Idaho
Residing at Boise, Idaho
Commission Expires: 3-11-98