

APPROVED

MAR 06 2019  
*[Signature]*  
KY DEPT. OF INSURANCE  
FINANCIAL STANDARDS

<b>1050836.09</b>	amcray ADD
Alison Lundergan Grimes Kentucky Secretary of State	
Received and Filed: 3/6/2019 3:03 PM	
Fee Receipt: \$140.00	

**ARTICLES OF INCORPORATION  
OF  
MOLINA HEALTHCARE OF KENTUCKY, INC.**

The undersigned, acting as incorporators and being over the age of eighteen years and citizens of the United States, execute these Articles of Incorporation pursuant to Kentucky Revised Statutes Chapter 271B, the Kentucky Business Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation is Molina Healthcare of Kentucky, Inc. (the "Corporation").

**ARTICLE II  
PURPOSE**

The Corporation's purposes shall be to operate a health maintenance organization and to transact any and all lawful business for which corporations may be organized under the Kentucky Business Corporations Act.

**ARTICLE III  
CAPITAL STOCK**

The Corporation is authorized to issue ten thousand (10,000) shares of stock, all of which shall be common stock, each having a par value of one dollar (\$1.00).

**ARTICLE IV  
REGISTERED ADDRESS AND REGISTERED AGENT**

The address of the Corporation's initial registered office is 421 West Main Street, Frankfort, Kentucky, 40601, and the name of the Corporation's initial registered agent at such address is Corporation Service Company

**ARTICLE V  
PRINCIPAL PLACE OF BUSINESS**

The address of the Corporation's principal place of business is 312 Fourth Street, Suite 700, Louisville, Kentucky 40202.

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**ARTICLE VI  
NAME AND ADDRESS OF THE INCORPORATORS**

The names and resident addresses of the incorporators, all of whom are more than eighteen (18) years of age and citizens of the United States are:

Jeff D. Barlow  
3731 El Ricon Way  
Sacramento, CA 95864

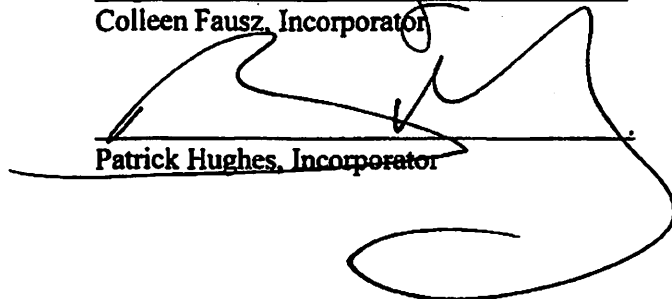
Colleen Fausz  
157 Highview Drive  
Fort Thomas, KY 41075

Patrick Hughes  
238 East 2<sup>nd</sup> Street  
Covington, KY 41011

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation effective as of the 28<sup>th</sup> day of February 2019.

  
\_\_\_\_\_  
Jeff D. Barlow, Incorporator

  
\_\_\_\_\_  
Colleen Fausz, Incorporator

  
\_\_\_\_\_  
Patrick Hughes, Incorporator

**Commonwealth of Kentucky**  
**Alison Lundergan Grimes, Secretary of State**

Alison Lundergan Grimes  
Secretary of State  
P. O. Box 718  
Frankfort, KY 40602-0718  
(502) 564-3490  
<http://www.sos.ky.gov>

**Certificate of Existence**

Authentication number: 213772  
Visit <https://app.sos.ky.gov/ftshow/certvalidate.aspx> to authenticate this certificate.

I, Alison Lundergan Grimes, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

**MOLINA HEALTHCARE OF KENTUCKY, INC.**

is a corporation duly incorporated and existing under KRS Chapter 14A and KRS Chapter 271B, whose date of incorporation is March 6, 2019 and whose period of duration is perpetual.

I further certify that all fees and penalties owed to the Secretary of State have been paid; that Articles of Dissolution have not been filed; and that the most recent annual report required by KRS 14A.6-010 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 19<sup>th</sup> day of March, 2019, in the 227<sup>th</sup> year of the Commonwealth.



*Alison Lundergan Grimes*

Alison Lundergan Grimes  
Secretary of State  
Commonwealth of Kentucky  
213772/1050836

APPROVED

APR 12 2019  
*Handwritten initials*  
KY DEPT. OF INSURANCE  
FINANCIAL STANDARDS

Articles of Amendment  
of

1050836.09

amcray  
AMD

Alison Lundergan Grimes  
Kentucky Secretary of State  
Received and Filed:  
4/12/2019 11:16 AM  
Fee Receipt: \$1,040.00

Molina Healthcare of Kentucky, Inc.

Pursuant to the provisions of Kentucky Revised Statutes 14A and 271B, the undersigned applies to amend the Articles of Incorporation of Molina Healthcare of Kentucky, Inc. as set forth herein, and for that purpose, submits the following:

1. The name of the corporation on record with the Kentucky Office of the Secretary of State is Molina Healthcare of Kentucky, Inc. (the "Corporation").
2. Article III, Capital Stock, of the Articles of Incorporation is hereby amended as follows:  

"The Corporation is authorized to issue two hundred thousand (200,000) shares, all of which are common stock, with a par value of \$10 (ten dollars) per share."
3. Upon the effective date of these Articles of Amendment, all of the Corporation's outstanding shares of common stock having a par value of \$1 (one dollar) per share which were issued prior to the effective date of these Articles of Amendment (the "Old Shares"), shall be exchanged for shares of common stock having a par value of \$10 (ten dollars) per share ("New Shares") at the rate of 10 (ten) Old Shares for every one (1) New Share.
4. Article V, Principal Place of Business, of the Articles of Incorporation is hereby amended as follows:  

"The address of the Corporation's principal place of business is 312 South Fourth Street, Suite 700, Louisville, Kentucky 40202."
5. The amendments set forth in these Articles of Amendment were duly adopted by the board of directors on April 4, 2019, by unanimous written consent.
6. The amendments set forth in these Articles of Amendment were duly adopted by the sole shareholder of the Corporation on April 5, 2019.
7. The effective date of these Articles of Amendment shall be upon filing of such Articles of Amendment with the Kentucky Office of the Secretary of State.

[Signature page follows]

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I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct, dated this 9<sup>th</sup> day of April 2019.

  
\_\_\_\_\_  
Jeff D. Barlow, Secretary

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