

# Delaware

Page 1

The First State

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MOLINA HEALTHCARE, INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF MAY, A.D. 2019, AT 6:25 O`CLOCK P.M.*

*A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.*



Jeffrey W. Bullock, Secretary of State

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SR# 20193729983

Authentication: 202800933  
Date: 05-10-19

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION  
OF  
MOLINA HEALTHCARE, INC.

Pursuant to §242 of the General Corporation Law  
of the State of Delaware

The undersigned, for purposes of amending the Certificate of Incorporation, as amended (the "Certificate") of Molina Healthcare, Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, does hereby certify as follows:

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

SECOND: Article V, Paragraph B of the Certificate is hereby amended to read in its entirety, as follows:

B. Subject to the special rights of the holders of any class or series of stock to elect directors:

1. Until the election of directors at the Corporation's annual meeting of stockholders in 2022, pursuant to Section 141(d) of the Delaware Corporation Law, the Board of Directors shall be divided into three classes of directors, Class I, Class II, and Class III (each class as nearly equal in number as possible). Each director elected at or prior to the Corporation's annual meeting of stockholders in 2019 shall be elected for a term expiring on the date of the third annual meeting of stockholders following the annual meeting at which the director was elected. Each Class III director elected at the Corporation's annual meeting of stockholders in 2020 shall be elected to a one-year term expiring at the Corporation's annual meeting of stockholders in 2021. Each Class III and Class I director elected at the Corporation's annual meeting of stockholders in 2021 shall be elected to a one-year term expiring at the Corporation's annual meeting of stockholders in 2022. Commencing with the Corporation's annual meeting of stockholders in 2022, the Board of Directors shall no longer be divided into classes, and all directors shall be elected for a one-year term expiring at the next annual meeting of stockholders.

2. Prior to the Corporation's annual meeting of stockholders in 2022, if the number of directors is changed, any increase or decrease shall be apportioned among the classes so as to maintain the number of directors in each class as nearly equal as possible, and any additional director of any class elected to fill a vacancy resulting from an increase in such class shall hold office for a term that shall coincide with the remaining term of that class. In no case will a decrease in the number of directors shorten the term of any incumbent director. Except as otherwise provided in the Bylaws of the Corporation, the directors shall be elected at the annual meeting of the stockholders, and each director elected shall hold office until the annual meeting of stockholders at which that director's term expires and until such director's successor is duly elected and qualified, or until such director's earlier death, resignation or removal.

3. Any director or the whole Board of Directors may be removed from office at any time with the affirmative vote of the holders of a majority of the voting power of the then issued and outstanding shares of the Corporation's stock entitled to vote at an election of directors; provided, however, (i) until the Board of Directors ceases to be classified at the Corporation's annual meeting of stockholders in 2022, such removal may only be for cause, and (ii) commencing with the Corporation's annual meeting of stockholders in 2022, such removal may be with or without cause.

THIRD: Except as expressly amended herein, all other provisions of the Certificate shall remain in full force and effect.

FOURTH: That the foregoing amendments were duly adopted by the Board of Directors and by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the undersigned, being a duly authorized officer of the Corporation, does hereby execute this Certificate of Amendment to the Certificate of Incorporation, as amended, this 8th day of May, 2019.

MOLINA HEALTHCARE, INC.

By: 

\_\_\_\_\_  
Joseph Zubretsky  
Chief Executive Officer