



**Alison Lundergan Grimes
Secretary of State**

Certificate

I, Alison Lundergan Grimes, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of

ARTICLES OF INCORPORATION OF

JUSTIFY HOLDINGS, INC. FILED MAY 21, 2019.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 21st day of May, 2019.



Alison Lundergan Grimes

Alison Lundergan Grimes
Secretary of State
Commonwealth of Kentucky
dwilliams/1059375 - Certificate ID: 216053

1059375.09 dcomish
ADD
Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
5/21/2019 12:59 PM
Fee Receipt: \$50.00



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings Business Filings PO Box 718, Frankfort, KY 40602 (502) 564-3490 www.sos.ky.gov	Articles of Incorporation Profit Corporation	PAI
---	---	-----

Pursuant to KRS 14A and KRS 271B, the undersigned applies to qualify and for that purpose submits the following statements:

Article I: The name of the corporation is Justify Holdings, Inc.

Article II: The number of shares the corporation is authorized to issue is 1,000 shares of common stock

Article III: The street address of the corporation's initial registered office in Kentucky is
421 West Main Street Frankfort KY 40601
 Street Address (No Post Office Box Numbers) City State Zip Code

and the name of the initial registered agent at that office is Corporation Service Company

Article IV: The mailing address of the corporation's principal office is
800 N. Glebe Road, Suite 500 Arlington VA 22203
 Street Address or Post Office Box Number City State Zip Code

Article V: The name and mailing address of the incorporator is as follows:
 Ben Tarpley 150 Third Avenue South, Suite 2800 Nashville TN 37201
 Name Street Address or Post Office Box Number City State Zip Code
 Name Street Address or Post Office Box Number City State Zip Code
 Name Street Address or Post Office Box Number City State Zip Code

Article VI: This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective date cannot be prior to the date the application is filed. The date and/or time is _____
 Article VII: See Annex A. (Delayed effective date and/or time)

Please indicate the county in which your business operates:
 County: Jefferson

To complete the following, please shade the box completely.

Please indicate the size of your business: <input type="checkbox"/> Small (Fewer than 50 employees) <input checked="" type="checkbox"/> Large (50 or more employees)	Please indicate whether any of the following applies to your business ownership: <input type="checkbox"/> Women Owned <input type="checkbox"/> Veteran Owned <input type="checkbox"/> Minority Owned
--	---

Please indicate which of the following best describes your business:

<input type="checkbox"/> Agriculture	<input type="checkbox"/> Mining	<input type="checkbox"/> Services	<input type="checkbox"/> Construction
<input type="checkbox"/> Wholesale Trade	<input type="checkbox"/> Retail Trade	<input type="checkbox"/> Manufacturing	<input checked="" type="checkbox"/> Finance, Insurance, Real Estate
<input type="checkbox"/> Public Administration	<input type="checkbox"/> Transportation, Communications, Electric, Gas, Sanitary Services		
<input type="checkbox"/> Other			

I/We declare under penalty of perjury under the laws of the state of Kentucky that the foregoing is true and correct.

[Signature] Ben Tarpley Incorporator 5/20/2019
 Signature of Incorporator Printed Name Title Date

I, Corporation Service Company, consent to serve as the registered agent on behalf of the corporation.
 Print Name of Registered Agent

[Signature] Lynn Cannelongo, Assistant VP 5.21.19
 Signature of Registered Agent Printed Name Title Date

Annex A

**ARTICLE VII
LIMITATION OF LIABILITY**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for a breach of the director's duties as a director except for liability: [1] for any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation or its shareholders; [2] for acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; [3] for any vote for or assent to an unlawful distribution to shareholders as prohibited under KRS 271B.8-330; or [4] for any transaction from which the director derived an improper personal benefit.

If the Kentucky Revised Statutes are hereafter amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Kentucky Revised Statutes, as so amended. Any repeal or modification of this Article by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification. This Article shall continue to be applicable with respect to any breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director and shall inure to the personal benefit of such director's heirs, executors and administrators.

1059375.09

sburgin
AMD

Alison Lundergan Grimes
Kentucky Secretary of State
Received and Filed:
12/30/2019 2:30 PM
Fee Receipt: \$40.00



COMMONWEALTH OF KENTUCKY
ALISON LUNDERGAN GRIMES, SECRETARY OF STATE

Division of Business Filings
Business Filings
PO Box 718
Frankfort, KY 40602
(502) 564-3490
www.sos.ky.gov

Articles of Amendment
(Domestic Profit or Professional Services Corporation)

AMD

Pursuant to the provisions of KRS 14A and KRS 271B, the undersigned applies to amend articles of incorporation, and for that purpose, submits the following statements:

1. Name of the corporation on record with the Office of the Secretary of State is

Justify Holdings, Inc.

(The name must be identical to the name on record with the Secretary of State.)

2. The text of each amendment adopted: Article I: The name of the corporation is Passport Health Plan, Inc.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

N/A

4. The date of adoption of each amendment was as follows: December 30, 2019

5. Check the option that applies (check only one option):

- The amendment(s) was (were) duly adopted by the incorporators prior to issuance of shares.
- The amendment(s) was (were) duly adopted by the board of directors prior to issuance of shares.
- The amendment(s) was (were) duly adopted by the incorporators or board of director without shareholder action as shareholder action was not required.
- If the amendment(s) was (were) duly adopted by the shareholders, the:
 - a) 70 Number of outstanding shares.
 - b) 70 Number of votes entitled to be cast by each voting group entitled to vote separately on the amendment
 - c) 70 Number of votes of each voting group indisputably represented at the meeting.
 - d) 70 The total number of votes in favor of the amendment.
 - e) 0 The number of votes against the amendment.
 - f) x The number of votes cast for the amendment by each voting group was sufficient.

6. This application will be effective upon filing, unless a delayed effective date and/or time is provided. The effective date or the delayed effective cannot be prior to the date the application is filed. The date and/or time is December 30, 2019.
(Delayed effective date and/or time)

Please indicate whether any of the following applies to your business ownership:

- Women Owned
- Veteran Owned
- Minority Owned

I declare under penalty of perjury under the laws of Kentucky that the forgoing is true and correct.

Jonathan Weinberg
Signature of Officer or Chairman of the Board

Jonathan Weinberg
Printed Name

Secretary
Title

December 30, 2019
Date