

ARTICLES OF AMENDMENT AND RESTATEMENT

OF

EVERGREEN HEALTH, INC.

Evergreen Health, Inc., a Maryland nonstock corporation (the “**Company**”), hereby certifies to the State Department of Assessments and Taxation of Maryland that:

FIRST: The Company desires to, and does hereby, amend and restate in its entirety the charter of the Company (the “**Charter**”), as currently in effect and as hereinafter amended.

SECOND: Pursuant to Title 6.5 of the State Government Article of the Annotated Code of Maryland, the Company further desires to, and does hereby, convert from a nonstock corporation to a stock corporation.

THIRD: The following provisions are all the provisions of the Charter currently in effect, as amended and restated herein:

ARTICLE I

The name of the company is “Evergreen Health, Inc.” (the “**Company**”).

ARTICLE II

The principal office of the Company in the State of Maryland is 3000 Falls Road, Suite 1, Baltimore, Maryland 21211. The name and address of the resident agent of the Company in the State of Maryland is Mary T. Porter, 3000 Falls Road, Suite 1, Baltimore, Maryland 21211.

ARTICLE III

A. The purpose for which the Company is formed and the business and objects to be carried on and promoted by it are:

(1) To operate a health maintenance organization for the purpose of issuing health insurance plans in the State of Maryland; and

(2) To engage in any lawful business or other activity for which corporations may be organized under the laws of the State of Maryland, whether or not related to any business described elsewhere in these Articles of Amendment and Restatement (these “**Restated Articles**”) or to any other business in which the Company is currently or has previously been engaged; and

(3) To do anything permitted in Section 2-103 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended from time to time (the “**General Corporation Law**”).

B. The foregoing enumerated purposes and object shall be in no way limited or restricted by reference to, or inference from, the terms of any other clause of these Restated Articles or any other organizational or governing document of the Company, and each shall be regarded as independent; and they are intended to be and shall be construed as powers as well as purposes and objects of the Company and shall be in addition to and not in limitation of the general powers of corporations under the General Corporation Law.

ARTICLE IV

The total number of shares of capital stock of all classes that the Company is authorized to issue is One Hundred (100) shares of common stock, par value \$0.01 per share. The aggregate par value of all authorized shares of stock having par value is One Dollar (\$1.00).

ARTICLE V

The management and affairs of the Company shall be vested in the board of directors of the Company (the “**Board of Directors**”). The number of directors of the Company shall be three (3), which number may be increased or decreased pursuant to the Bylaws of the Company but shall never be less than the minimum number permitted under the General Corporation Law. The current directors are: Frances Phillips, John Pearson and Carolyn Walker.

ARTICLE VI

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the power to adopt, amend, repeal or otherwise alter the Bylaws of the Company without any action on the part of the stockholders; provided, however, that the grant of such power to the Board of Directors shall not divest the stockholders of nor limit their power to adopt, amend, repeal or otherwise alter the Bylaws.

ARTICLE VII

The Company reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in these Restated Articles in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

* * *

FOURTH: The amendment to and restatement of this Charter as hereinabove set forth have been duly advised and approved by a majority of the Board of Directors. At the time of approval, the Company was a nonstock corporation; therefore, no stock entitled to vote on the matter was outstanding or subscribed for. There was no membership entitled to vote on amendments.

FIFTH: The current address of the principal office of the Company in Maryland is as set forth in Article II of the foregoing amendment and restatement of the Charter.

SIXTH: The name and address of the current resident agent of the Company in Maryland is as set forth in Article II of the foregoing amendment and restatement of the Charter.

SEVENTH: The number of directors of the Corporation is three (3) and the name of those currently in office are Frances Phillips, John Pearson and Carolyn Walker.

EIGHTH: Immediately prior to the foregoing amendment and restatement of the Charter, the Company was a nonstock corporation and was not authorized to issue any shares of capital stock.

NINTH: The total number of shares of stock which the Company has authority to issue pursuant to the foregoing amendment and restatement of the Charter is One Hundred (100) shares of common stock, par value \$0.01 per share; and the aggregate par value of all shares of stock having par value is One Dollar (\$1.00).

TENTH: The undersigned President of the Company acknowledges this Charter to be the corporate act of the Company and as to all matters or facts required to be verified under oath, the undersigned President acknowledges that, to the best of his knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties of perjury.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the Company has caused these Articles of Amendment and Restatement to be signed in its name and on its behalf by its President and attested to by its Secretary on this ____ day of _____, 2017.

ATTEST:

EVERGREEN HEALTH, INC.

By: _____
Name: Mary T. Porter, Esq.
Title: Secretary

By: _____
Name: Peter Beilenson, MD, MPH
Title: President

Signature Page to Articles of Amendment and Restatement of Evergreen Health, Inc.