

Filing and License Fee: \$310.00 minimum



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

2013 DEC 20 PM 3:21

SECRETARY OF STATE
CORPORATIONS DIV

Pursuant to the provisions of Section 7-1.2-1405 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign corporation hereby applies for a Certificate of Authority to transact business in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is The WellPoint Companies, Inc.
2. It is incorporated under the laws of Indiana
3. The name, if different, which it elects to use in Rhode Island is:
 - (a) If the name of the corporation in its jurisdiction of incorporation does not contain the word "corporation", "company", "incorporated", or "limited" or an abbreviation thereof, then list the name of the corporation with the addition of one of the above corporate endings for use in Rhode Island:
 - (b) If the corporate name is not available in Rhode Island, then set forth below the fictitious name under which the corporation will qualify and transact business in Rhode Island as stated in the "Fictitious Business Name Statement" to be filed with this application:
4. The date of its incorporation is June 21, 1991 and the period of its duration is perpetual
5. The address of its principal office is 120 Monument Circle, Indianapolis, IN 46204
6. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A,
(Street Address, not P.O. Box)
East Providence RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
7. The purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
payroll services
8. (a) The names and respective addresses of its directors (optional unless directors are required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
Director	<u>Carter A. Beck</u>	<u>3000 Goffs Falls, Manchester, NH 03111</u>
Director	<u>Wayne S. DeVeydt</u>	<u>120 Monument Circle, Indianapolis, IN 46204</u>
Director	<u>Catherine I. Kelaghan</u>	<u>120 Monument Circle, Indianapolis, IN 46204</u>
Director	<u></u>	<u></u>

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(b) The names and respective addresses of its principal officers (mandatory if directors are not required under the laws of the state or country of which it is incorporated).

	<u>Name</u>	<u>Address</u>
President	Wayne S. DeVeydt	120 Monument Circle, Indianapolis, IN 46204
Vice President		
Treasurer	R. David Kretschmer	120 Monument Circle, Indianapolis, IN 46204
Secretary	Kathleen S. Kiefer	120 Monument Circle, Indianapolis, IN 46204

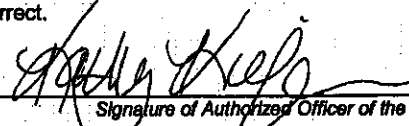
9. The aggregate number of shares which it has authority to issue; itemized by classes, par value of shares, shares without par value, and series, if any, within a class, is:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
1000	Common		without par value

10. (a) \$ 70,813,000 = An estimate of the value of all property to be owned by the corporation for the following year, wherever located.
- (b) \$ 0 = An estimate of the value of the corporation's property to be located within Rhode Island during the following year.
- (c) 0 % = An estimate, expressed as a percentage, of the proportion that the estimated value of the property of the corporation to be located within this state during the following year bears to the value of all property of the corporation to be owned during the following year, wherever located. (divide (b) by (a) and multiply by 100 to obtain the percentage)
11. (a) \$ 3,162,038,000 = An estimate of the gross amount of business to be transacted by the corporation during the following year.
- (b) \$ 408,929 = An estimate of the gross amount of business to be transacted by the corporation at or from places of business in Rhode Island during the following year.
- (c) 0.0129 % = An estimate, expressed as a percentage, of the proportion that the gross amount of business to be transacted by the corporation at or from places of business in this state during the following year bears to the gross amount thereof which will be transacted by the corporation during the following year. (divide (b) by (a) and multiply by 100 to obtain the percentage)
12. This application is accompanied by a certificate of Good Standing issued by the proper officer of the state or country under the laws of which it is incorporated.
13. This Application for Certificate of Authority shall be effective upon filing unless a specified date is provided which shall be no later than the 90th day after the date of this filing _____

Under penalty of perjury, I declare and affirm that I have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 12/18/2013



 Signature of Authorized Officer of the Corporation

Kathleen S. Kiefer, Secretary

 Type or Print Name of Authorized Officer

**STATE OF INDIANA
OFFICE OF THE SECRETARY OF STATE
CERTIFICATE OF EXISTENCE**

To Whom These Presents Come, Greetings:

I, Connie Lawson, Secretary of State of Indiana, do hereby certify that I am, by virtue of the laws of the State of Indiana, the custodian of the corporate records, and proper official to execute this certificate.

I further certify that records of this office disclose that

THE WELLPOINT COMPANIES, INC.

duly filed the requisite documents to commence business activities under the laws of State of Indiana on June 21, 1991, and was in existence or authorized to transact business in the State of Indiana on December 18, 2013.

I further certify this For-Profit Domestic Corporation has filed its most recent report required by Indiana law with the Secretary of State, or is not yet required to file such report, and that no notice of withdrawal, dissolution or expiration has been filed or taken place.



In Witness Whereof, I have hereunto set my hand and affixed the seal of the State of Indiana, at the city of Indianapolis, this Eighteenth Day of December, 2013.

Connie Lawson

Connie Lawson, Secretary of State

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