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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

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2014 APR -2 PM 2:54
SECRETARY OF STATE
CORPORATIONS DIV

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

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 Select Health of South Carolina, Inc.
2. It is incorporated under the laws of South Carolina
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 September 28, 1995 and the period of its duration is perpetual
5. The address of its principal office is 4390 Belle Oaks Drive, Suite 400, North Charleston, SC 29405
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 (City/Town), RI 02914 (Zip Code) and the name of its proposed registered agent in Rhode Island at 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:
   Managed health care 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).

	Name	*Address*
Director	Paul A. Tufano	1901 Market Street, Philadelphia, PA 19103
Director	Mark R. Bartlett	600 East Lafayette Boulevard, Detroit, MI 48226
Director	Yvette D. Bright	1901 Market Street, Philadelphia, PA 19103
Director	Alan Krigstein	1901 Market Street, Philadelphia, PA 19103
	Lynda Rossi	1901 Market Street, Philadelphia, PA 19103

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Form No. 150
Revised: 06/11

(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).

	Name	*Address*
President	**J. Michael Jernigan**	**4390 Belle Oaks Dr., Suite 400, N. Charleston, SC 29405**
Vice President	**Cindy Helling (Executive Director)**	**4930 Belle Oaks Dr., Suite 400, N. Charleston, SC 29405**
Treasurer	**Steven H. Bohner**	**200 Stevens Dr., Philadelphia, PA 19113**
Secretary	**Robert H. Gilman, Esq.**	**200 Stevens Dr., Philadelphia, PA 19113**

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:

Number of Shares	Class	Series	Par Value or Statement that Shares are without Par Value
1,000,000	**Common**		**$1.00 per share**

10. (a) $ **1,333,479** = 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) $ **894,523,000** = An estimate of the gross amount of business to be transacted by the corporation during the following year.

    (b) $ **0** = 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** % = 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 **Effective on 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: 3/31/14

Robert H. Gilman

Signature of Authorized Officer of the Corporation

Robert H. Gilman

Type or Print Name of Authorized Officer

Select Health of South Carolina, Inc.

Application for Business Corporation Certificate of Authority

Attachment 1

Question 8 – Directors (In addition to those individuals listed in the form)

Name	**Address**
Lynda Rossi	600 E. Lafayette Blvd., Detroit, MI 48226

Question 9 – Officers (In addition to those individuals listed in the form)

Name	**Address**
Robert Church (Vice President & CFO)	4390 Belle Oaks Dr., Suite 400 N. Charleston, SC 29405
Dr. Fred Volkman (Vice President & Chief Medical Officer)	4390 Belle Oaks Dr., Suite 400 N. Charleston, SC 29405
Sean Popson (Assistant Secretary)	4390 Belle Oaks Dr., Suite 400 N. Charleston, SC 29405

The State of South Carolina

Office of Secretary of State Mark Hammond

Certificate of Existence

I, Mark Hammond, Secretary of State of South Carolina Hereby certify that:

SELECT HEALTH OF SOUTH CAROLINA, INC.,
a corporation duly organized under the laws of the State of South Carolina on September 28th, 1995, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of the State of South Carolina this 21st day of February, 2014.

Mark Hammond

Mark Hammond, Secretary of State

Note: This certificate does not contain any representation concerning fees or taxes owed by the Corporation to the South Carolina Tax Commission or whether the Corporation has filed the annual reports with the Tax Commission. If it is important to know whether the Corporation has paid all taxes due to the State of South Carolina, and has filed the annual reports, a certificate of compliance must be obtained from the Tax Commission.

State of Rhode Island and Providence Plantations

A. Ralph Mollis

Secretary of State

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

I, A. RALPH MOLLIS, Secretary of State of the State of Rhode Island and Providence Plantations, hereby certify that this document, duly executed in accordance with the provisions of Title 7 of the General Laws of Rhode Island, as amended, has been filed in this office on this day:

April 02, 2014 2:54 PM

A. RALPH MOLLIS

Secretary of State

105254-1-916536