

Filing Fee: \$150.00

License Fee: \$15.00 minimum (§7-1.1-124)

ID Number:

113400

STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State

Corporations Division

100 North Main Street

Providence, Rhode Island 02903-1335

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

(To Be Filed In Duplicate Original)

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 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 First American Administrators, Inc.
2. It is incorporated under the laws of Arizona
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 2-25-94 and the period of its duration is Perpetual
5. The address of its principal office in the state or country under the laws of which it is incorporated is 7776 S. Pointe Parkway West, Ste. 150, Phoenix, AZ 85044
6. The address of its proposed registered office in Rhode Island is 10 Weybosset Street
(Street Address, not P.O. Box)
Providence, RI 02903 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 specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
To act as a Third Party Administrator
8. The names and respective addresses of the directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	<u>See Attached List</u>	
Director		
President		
Vice President		
Treasurer		
Secretary		

FILED

JUL 0 2000

By 27880

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		\$1,000,000

10. The aggregate number of its issued shares, 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	Common		\$1,000

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 0.
- (b) An estimate of the value of the corporation's property to be located within Rhode Island during the following year is \$ 0.
- (c) 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, is 0 %. [divide (b) by (a) and multiply by 100 to obtain the percentage].
12. (a) An estimate of the gross amount of business to be transacted by the corporation during the following year is \$ 969,950.00.
- (b) 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 is \$ 18,370.00.
- (c) 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 is 1.89 % [divide (b) by (a) and multiply by 100 to obtain the percentage].
13. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Date: 6-26-00

First American Administrators, Inc.

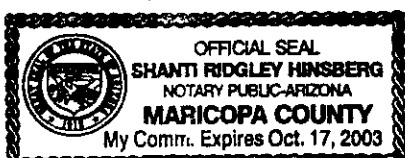
Print Exact Name of Corporation Making Application

By [Signature] ☒ President or ☐ Vice President (check one)

By [Signature] ☒ Secretary or ☐ Assistant Secretary (check one)

STATE OF Arizona
COUNTY OF Maricopa

In Phoenix, on this 26 day of June, 2000, personally appeared before me James D. Hyman who, being by me first duly sworn, declared that he/she is the President of the corporation and that he/she signed the foregoing document as such officer of the corporation, and that the statements herein contained are true.



[Signature]
Notary Public
My Commission Expires: Oct. 17, 2003

FIRST AMERICAN ADMINISTRATORS, INC.
7776 South Pointe Parkway West, Suite 150
Phoenix, Arizona 85044

DIRECTORS

John Reynolds Behrmann
RD #3, Box 296
Dallastown, PA 17313
SS#: 173-30-4002
DOB: 07/06/35

Robert John Delsol
12 Marlin Cove
Oakland, CA 94618
SS#: 559-74-0905
DOB: 08/29/49

Thomas Bruce Morgan
67 E. Baffert Drive
Nogales, AZ 85621
SS#: 528-26-9368
DOB: 11/15/25

Robert Martin Topol
825 Orienta Avenue
Mamaroneck, NY 10543
SS#: 098-12-4501

OFFICERS

James D. Hyman, President/CEO
3734 E. Equestrian Terrace
Phoenix, AZ 85044
SS#: 037-28-3843
DOB: 04/23/45

Carolyn Sue Hall,
Secretary/Treasurer
7560 E. Gold Dust Avenue
Scottsdale, AZ 85258
SS#: 478-48-1424
DOB: 06/30/40

James A. Gresko, VP of
Finance/CFO
13201 S. Wakial Loop, Apt. #2032
Phoenix, AZ 85044
SS#: 304-50-1375
Officer Since: 04/28/00

RECEIVED
SECRETARY OF STATE
CORPORATE DIVISION
SEP 1 2 51 PM '00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State

August 15, 2000

CT Corporation System
10 Weybosset Street
Providence, RI 02903

Re: **ID 113400**
First American Administrators, Inc.

Dear Sir or Madam:

On July 3, 2000, this office accepted for filing an Application for Certificate of Authority for the above-named corporation. It has come to our attention that the attachment referenced in the eighth provision was not provided reflecting the names and addresses of the corporation's officers and directors.

Therefore, in order to complete the filing, the attachment must be provided. Please provide a copy of the attachment and return for filing in the enclosed envelope.

If you have any questions, please feel free to contact me.

Very truly yours,

CORPORATIONS DIVISION

Maureen E. Ewing
Assistant to the Director

Enc.

100 North Main Street
Providence
Rhode Island
02903-1535

Corporations/UCC:
401-222-5040
Fax: 401-222-1309

Elections:
401-222-2340
Fax: 401-222-1444

Free Stop Business
Information Center:
401-222-2185
Fax: 401-222-3890

Notary/Trademarks:
401-222-1487
Fax: 401-222-3879

www.state.ri.us

JAN-13-2000 13:31

EYE CARE PLAN OF AMERICA

602 414 1383 P.02/02

STATE OF ARIZONA
ACC.FAX
DATE FILED

MAR 13 2000

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
FIRST AMERICAN ADMINISTRATORS, INC.DATE APPR 03-13-2000
TERM
BY Mindy Robinson
-0712571-8

Pursuant to the authority of A.R.S. §10-1006, the Articles of Incorporation for First American Administrators, Inc. are amended as follows:

1. **ARTICLE IV** is amended in its entirety as follows:

Authorized Capital: The authorized capital of the corporation shall be reduced to \$1,000,000 and shall consist of 1,000,000 shares of common stock of a par value of \$1.00 per share.

2. Each and every other article of the Articles of Incorporation shall be unchanged and remain in full force and effect.
3. The Board of Directors approved the amendment on March 13, 2000.
4. Shareholders unanimously approved the amendment on March 13, 2000 as follows:

Authorized Shares	Outstanding Shares	Amendment For Against
10,000,000	100,000	100,000 -0-

Dated: March 13, 2000

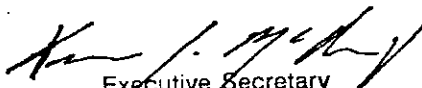
FIRST AMERICAN ADMINISTRATORS, INC.

By: John A. Raycraft
John A. Raycraft, PresidentAttested to this 13th day of March, 2000:By: Carolyn Hall
Carolyn Hall, Secretary



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. _____


Executive Secretary

Dated: _____ By: _____

FILED
AZ CORP. DIVISION
FILED

OCT 27 4 58 PM '97

ATTEST
DATE 10/27/97
TERM
DATE

0712591-8

**ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION
FOR**

FIRST AMERICAN REINSURANCE, INC.

Pursuant to the provisions of A.R.S. §10-1003, et seq., the undersigned corporation adopts the following amendments to its Articles of Incorporation:

- FIRST:** The name of the Corporation is FIRST AMERICAN REINSURANCE, INC.
- SECOND:** The purpose of the amendment is to change the name of the Corporation and revise the purpose clause of the corporation to act as a third party administrator s opposed to acting as an Arizona domestic reinsurance corporation as outlined in Exhibit A attached hereto an incorporated herein by reference.


There shall be no other amendments to the Articles of Incorporation aside from the amendments stated above.

- THIRD:** The Amendment to the Articles of Incorporation was adopted by the Board of Directors and Shareholders of the Corporation on the 14th day of October, 1997.

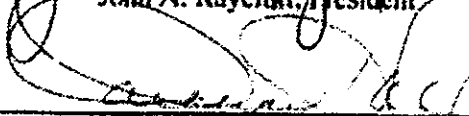
FOURTH: There are currently 100,000 shares of common stock issued and outstanding. 100,000 shares of common stock voted in favor of the Amendment to the Articles of Incorporation and none voted against it.

FIFTH: This Amendment does not call for an exchange, reclassification or cancellation of issued shares of the common stock of the Company.

DATED, this 15th day of October, 1997.



John A. Raycraft, President



Carolyn Hall, Secretary

firmam
atLamh
October 14, 1997
10460-001

EXHIBIT A

**AMENDMENT TO THE ARTICLES OF INCORPORATION
FOR
FIRST AMERICAN REINSURANCE, INC.**

The following shall replace in full the stated Article from the Articles of Incorporation for First American Reinsurance, Inc. (the "Company"). All other provisions contained within the Company's Articles of Incorporation remain unchanged.

The Title of the Articles of Incorporation shall be revised to read as follows:

**ARTICLES OF INCORPORATION
OF
FIRST AMERICAN ADMINISTRATORS, INC.**

GL-MFC₁

Article I shall be replaced in its entirety as follows:

ARTICLE I

The name of the corporation shall be First American Administrators, Inc.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically, but not in limitation of its general powers, the corporation intends to engage in the business of acting as a third party administrator.



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 0712571-8.

[Signature]
Executive Secretary

Dated: 5/15/00 By: Abra Castillo

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

First American Reinsurance, Inc.
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT:

- A. No persons serving either by elections or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- ☒ 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
- (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
- (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
- (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.

- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:

1. Full name and prior name(s) used
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES NO

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved
3. State(s) in which the corporation:
- (a) Was incorporated.
- (b) Has transacted business
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

MAR 14 1994

Under penalty of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY [Signature] DATE 2/23/94
TITLE Incorporator
BY [Signature] DATE 2/23/94
TITLE [Signature]

BY [Signature] DATE 2/23/94
TITLE [Signature]
BY [Signature] DATE [Signature]
TITLE [Signature]

FISCAL DATE: 12/31

ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than two incorporators, please attach remaining signatures on a separate sheet of paper.)

When initial officers have been elected, an AMENDED Certificate must be filed within sixty (60) days of original filings and must be signed by two (2) executive officers and directors.

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1200 West Washington
Phoenix, Arizona 85007

Tucson Address: 402 West Congress
Tucson, Arizona 85701

CERTIFICATE OF DISCLOSURE

A.R.S. Sections 10-128 & 10-1084

PLEASE SEE REVERSE SIDE

First American Reinsurance, Inc.
EXACT CORPORATE NAME

CHECK APPROPRIATE BOX(ES) A or B
ANSWER "C"

THE UNDERSIGNED CERTIFY THAT

- A. No persons serving either by election or appointment as officers, directors, incorporators and persons controlling, or holding more than 10% of the issued and outstanding common shares or 10% of any other proprietary, beneficial or membership interest in the corporation:
- ☒ 1. Have been convicted of a felony involving a transaction in securities, consumer fraud or entitlment in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
2. Have been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraining the trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate.
3. Have been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate where such injunction, judgment, decree or permanent order:
- (a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction; or
- (b) Involved the violation of the consumer fraud laws of that jurisdiction; or
- (c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction.
- B. For any person or persons who have been or are subject to one or more of the statements in Items A.1 through A.3 above, the following information MUST be attached:
- ☐ 1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

STATEMENT OF BANKRUPTCY, RECEIVERSHIP OR REVOCATION

A.R.S. Sections 10-128.01 and 10-1083

- C. Has any person serving (a) either by election or appointment as an officer, director, trustee or incorporator of the corporation or, (b) major stockholder possessing or controlling any proprietary, beneficial or membership interest in the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked? YES _____ NO ☒

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
- (a) Was incorporated.
- (b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency involved and the file or cause number of the case.

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete.

BY John A. Bayne DATE 2/11/94
TITLE President/Incorporator

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

BY _____ DATE _____
TITLE _____

FISCAL DATE 12/31/93

AZ. CORP. COMMISSION
FILED

2/25/74
ARTICLES OF INCORPORATION
OF

APPR.
TERM
DATE

5-17-74
Carolyn C. ...
3-11-74

FIRST AMERICAN REINSURANCE, INC.

0712571-8

We, the undersigned, having associated ourselves together for the purpose of forming a corporation under the laws of the State of Arizona, hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be First American Reinsurance, Inc. (80)

ARTICLE II

The existence of the corporation shall be perpetual.

ARTICLE III

The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time, and specifically, but not in limitation of its general powers, the corporation intends to engage in the business of life and disability reinsurance as a domestic life and disability reinsurer, pursuant to and subject to the provisions of Title 20, Chapter 4, Article 10, Arizona Revised Statutes, insuring risks as a reinsurer, but not exceeding the limits as provided by the laws of the State of Arizona.

ARTICLE IV

The authorized capital of the corporation shall be \$10,000,000, and shall consist of 10,000,000 shares of common stock of a par value of \$1.00 per share, any part of which shall be

3 2 1 0 1 0 1 0 1 0

issued at such times and in such manner as the Board of Directors may designate and as may be permitted by law. Each share of the capital stock shall be fully paid for before being issued.

ARTICLE V

The affairs of the corporation shall be conducted by a Board of Directors consisting of not less than five (5) nor more than fifteen (15) directors as fixed by the Bylaws, and such officers as the said directors may at any time elect or appoint. No officer or director need be a shareholder of this corporation.

Seven (7) directors shall constitute the initial Board of Directors. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualify, and of the persons who are to serve as officers until the first meeting of the directors or until their successors are elected and qualify, are:

John R. Bohrmann, Director
Highbourne Place
R.D. #3, Box 296
Dallastown, Pennsylvania 17313

Robert J. Delsol, Director
62 Inverleith Terrace
Piedmont, California 94611

John W. Heidt, Director
1164 Sanders Drive
Noraga, California 94556

Robert D. Katho, Director
2447 West Knowles
Mesa, Arizona 85202

Thomas B. Morgan, Director
67 East Baffert Drive
Nogales, Arizona 85621

John A. Raycraft, Director and President
2537 East Amberwood Drive
Phoenix, Arizona 85044

Robert M. Topol, Director
825 Orienta Avenue
Manaroneck, New York 10543

Daniel G. Slabaugh, Vice President
6120 West Ivanhoe Street
Chandler, Arizona 85226

Carolyn Fricke, Secretary and Treasurer
2855 South Extension, Apartment #128
Mesa, Arizona 85210

The directors shall have the power to adopt, amend, alter and repeal the Bylaws, to manage the corporate affairs and make all rules and regulations expedient for the management of the affairs of the corporation, to remove any officer and to fill all vacancies occurring in the Board of Directors and offices for any cause, and to appoint from their own number an executive committee and other committees and vest said committees with all the powers permitted by the Bylaws.

ARTICLE VI

Subject to the further provisions hereof, the corporation shall indemnify any and all of its existing and former directors, officers, employees, and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as director, officer, employee, or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is a shareholder derivative action or brought by any other person. Whenever any existing or former director, officer, employee, or agent shall report to the President of the corporation or the Chairman of the Board that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise, in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as a director, officer, employee, or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933; and provided further, that the corporation shall have the right to refuse indemnification

in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action. This section shall apply to any liability of any spouse of any person to whom this section is applicable if the liability of said spouse is based on the conduct of the person covered by this action.

ARTICLE VII

The annual meeting of the stockholders of the corporation shall be held at the principal office of the corporation, or at such other place as shall be set forth in the notice of meeting, on first Friday in March, or on such other date as the Board of Directors or the President may determine, for the purpose of electing directors and for the transaction of such other business as may be brought before the meeting.

ARTICLE VIII

The principal place of business of the corporation shall be located in the City of Mesa, Maricopa County, Arizona, but it may have other places of business and transact business in any other location, and its Board of Directors or shareholders may meet for the transaction of business, at such other place or places within or without the State of Arizona which its Board of Directors may designate.

ARTICLE IX

The fiscal year of the corporation shall be the calendar year.

ARTICLE X

In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE XI

The shares of stock of the corporation, when issued, shall be non-assessable, except to the extent required by the Constitution, specifically, but not in limitation thereof, as provided by Article 14, Section 11 of the Constitution of the State of Arizona and the laws of the State of Arizona as they currently exist or as they may be amended from time to time.

ARTICLE XII

The private property of the shareholders, directors and officers of the corporation shall be forever exempt from debts and obligations of the corporation.

100-443887-100



ARTICLE XIV

ARTICLE IV

The incorporators of the corporation are:

J. Michael Low
1221 East Osborn Road, Suite 104
Phoenix, Arizona 85014

S. David Childers
1221 East Osborn Road, Suite 104
Phoenix, Arizona 85014

Steven R. Henry
1721 East Osborn Road, Suite 104
Phoenix, Arizona 85014

Carrie M. McDonald
1221 East Osborn Road, Suite 104
Phoenix, Arizona 85014

John A. Raycraft
1811 South Alma School Road, Suite 285
Mesa, Arizona 85210

All individual incorporators are eighteen (18) years of age or older.

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

IN WITNESS WHEREOF, we hereunto affix our signatures as of the

23rd day of February, 1994.

D. Michael Low
D. Michael Low

Steven R. Henry
Steven R. Henry

John A. Maycraft
John A. Maycraft

Subscribed, sworn to and acknowledged before me this 23rd day of February, 1994.

My Commission Expires:

1-1-96

Carrie W. McDonald
Carrie W. McDonald

Deborah A. McDonald
Deborah A. McDonald

8 2 1 0 0 5 2 0 2 8

Subscribed, sworn to and acknowledged before me this 17th day of February, 1994.

Carolyn Hicke
Notary Public

My Commission Expires:

10-7-1997




1 0 9

APPOINTMENT OF STATUTORY AGENT

I, Carolyn Fricks, being a resident of the State of Arizona for at least three (3) years preceding this appointment, do hereby accept appointment as Statutory Agent for First American Reinsurance, Inc., in accordance with the Arizona Revised Statutes until appointment of a successor Statutory Agent and removal.

DATED, this 17th day of February, 1994.



Carolyn Fricks
c/o First American Health
Concepts, Inc.
1811 South Alma School Road
Suite 285
Mesa, Arizona 85210



STATE OF ARIZONA
CORPORATION COMMISSION

I hereby certify this to be a true
and complete copy of the document filed
in this office and admitted to record in
File No. 0712571-8.


Executive Secretary

Dated: 5/15/00 By: Alma Castillo

Fee Calculations for Certificate of Authority FOREIGN BUSINESS

CORP ID# _____

NAME OF CORPORATION First American Administrators, Inc.

CONTACT _____ Phone _____

ADDRESS _____

ADDRESS _____

CITY _____ STATE _____ ZIP _____

Total number of authorized shares currently of record: 1,000,000

Current Asset Assessment 0.018939121

LICENSE FEE	<u>\$144.70</u>
FILING FEE	<u>\$150.00</u>
TOTAL FEE	<u>\$294.70</u>

Foreign Corporations Only

11(a)	<u>\$0.00</u>	imate of all property wherever locat
11(b)	<u>\$0.00</u>	Estimate of all property within R.I.
12(a)	<u>\$969,950.00</u>	Gross amount of business wherever
12(b)	<u>\$18,370.00</u>	Gross amount of business in R.I.

All totals are "estimates". "Property" is defined as an item (owned by the corporation) that can be appraised for value or an estimate of all tangible assets.

Comments
