

Filing Fee: \$150.00
License Fee: \$15.00 minimum (§7-1.1-1 24)

ID Number: 112133



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

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.
SEP 21 12 22 PM '99

BUSINESS CORPORATION

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-1.1-103 of the General Laws, 1956, as amended, the undersigned 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 NATIONAL HEALTH ADMINISTRATORS INC. (N.E) 10/1991
- 2. It is incorporated under the laws of DELAWARE
- 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:

NHA, INC.

- 4. The date of its incorporation is DECEMBER 31, 1996 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 5000 QUORUM DRIVE, SUITE 560, DALLAS, TX 75240
- 6. The address of its proposed registered office in Rhode Island is 170 Westminster Street, Suite 900
(Street)
Providence, RI 02903 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is Corporation Service Company

7. The specific purpose or purposes which it proposes to pursue in the transaction of business in Rhode Island are:
Long Term Care Insurance

- 8. The names and respective addresses of the directors and officers are:
- | Name | Address |
|---|---------|
| Director <u>See attached officers/directors rider</u> | |
| Director _____ | |
| President _____ | |
| Vice President _____ | |
| Secretary _____ | |
| Treasurer _____ | |

FILED

APR 24 2000

By [Signature]
2/19/11

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

RECEIVED
SECRETARY OF STATE
CORPORATIONS DIV.

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		\$1.00

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:

<u>Number of Shares</u>	<u>Class</u>	<u>Series</u>	<u>Par Value or Statement that Shares are without Par Value</u>
-------------------------	--------------	---------------	---

11. (a) An estimate of the value of all property to be owned by the corporation for the following year, wherever located, is \$ 1,049,000.00
- (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 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 \$ 10,000,000.00
- (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 \$ 20,000.00
- (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 5 % [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.

Dated September 8, 1999

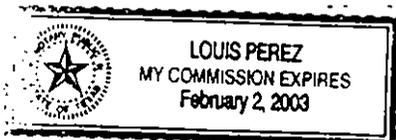
NATIONAL HEALTH ADMINISTRATORS INC.
(Exact Corporate Name of Corporation Making Application)

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

By [Signature] ^{AND}
 Secretary or Assistant Secretary (check one)

STATE OF TX
COUNTY OF DALLAS

In DALLAS, TX, on this 8TH day of SEPTEMBER, 19 99, personally appeared before me EUGENE T. WORNICKI, an officer of the corporation, who, under oath, verified that the information contained in this Application is true and accurate.



[Signature]
Notary Public
My Commission Expires: 2/2/2003

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "NATIONAL HEALTH ADMINISTRATORS INC.", FILED IN THIS OFFICE ON THE THIRTY-FIRST DAY OF DECEMBER, A.D. 1996, AT 9 O'CLOCK A.M.



2702764 8100

001201471

Edward J. Freel

Edward J. Freel, Secretary of State

AUTHENTICATION: 05A1B05X

DATE: 04-20-00

State of Delaware - Division of Corporations



FAX DOCUMENT FILING SHEET

				<input checked="" type="checkbox"/>	
--	--	--	--	-------------------------------------	--

Priority 1 (Two Hr. Service) Priority 2 (Same Day) Priority 3 (24 Hour) Priority 4 (Must Approvals) Priority 5 (Reg. Approvals) Priority 6 (Reg. Work)

DATE SUBMITTED 12.31.96
 REQUESTOR NAME Corporate Agents, Inc. FILE DATE 12.31.96
 ADDRESS 1013 Centre Road
 Wilmington, Delaware 19805 FILE TIME 9:00a.m.
 ATTN. Amy C. Sparks
 PHONE 302-998-0596 ext. 3117

NAME of COMPANY / ENTITY National Health Administrators Inc.

971603541 2702764 9007018 _____
 SRV NUMBER FILE NUMBER FILER'S NUMBER RESERVATION NO.

TYPE of DOCUMENT Incorporation DOCUMENT CODE 102

CHANGE of NAME _____ CHANGE of AGENT / OFFICE _____ CHANGE of STOCK _____

CORPORATIONS	
FRANCHISE TAX YEAR _____	\$ _____
FILING FEE TAX _____	\$ _____
RECEIVING & INDEXING _____	\$ _____
CERTIFIED COPIES NO. _____	\$ _____
SPECIAL SERVICES _____	\$ _____
KENT COUNTY RECORDER _____	\$ _____
NEW CASTLE COUNTY RECORDER _____	\$ _____
SUSSEX COUNTY RECORDER _____	\$ _____
TOTAL \$	_____

METHOD of RETURN
<input type="checkbox"/> MESSENGER / PICKUP
<input type="checkbox"/> FED. EXPRESS Acct # _____
<input type="checkbox"/> REGULAR MAIL
<input type="checkbox"/> FAX No. _____
<input type="checkbox"/> OTHER _____

COMMENTS / FILING INSTRUCTIONS

CREDIT CARD CHARGES
You have my authorization to charge my credit card for this service:
<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> - <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> - <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> - <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>
Exp. Date _____
Signature _____ Printed Name _____

XX AGENT USE ONLY

--

INSTRUCTIONS
1. Fully shade in the required Priority square using a dark pencil or marker, staying within the square.
2. Each request must be submitted as a separate item, with its own Filing sheet as the FIRST PAGE.

V049055

CERTIFICATE OF INCORPORATION

OF

NATIONAL HEALTH ADMINISTRATORS INC.

FIRST. The name of this corporation shall be:

NATIONAL HEALTH ADMINISTRATORS INC.

SECOND. Its registered office in the State of Delaware is to be located at 1013 Centre Road, in the City of Wilmington, County of New Castle, 19805, and its registered agent at such address is CORPORATE AGENTS, INC.

THIRD. The purpose or purposes of the corporation shall be:

To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

FOURTH. The total number of shares of stock which this corporation is authorized to issue is:

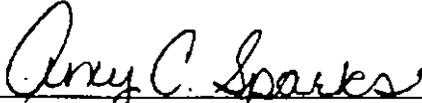
One Thousand (1,000) shares with a par value of One Dollar (\$1.00) per share.

FIFTH. The name and mailing address of the incorporator is as follows:

Amy Sparks
Corporate Agents, Inc.
1013 Centre Road
Wilmington, DE 19805

SIXTH. The Board of Directors shall have the power to adopt, amend or repeal the by-laws.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, has executed, signed and acknowledged this certificate of incorporation this thirty-first day of December, A.D. 1996.



Amy Sparks
Incorporator

List of Officers

Morris I. Kuhn	5305 Mariners Drive	Plano, TX.	75083	CEO
Eugene J. Woznicki	4629 Firestone	Frisco, TX.	75034	President
April McMillin	1521 Americana	Mesquite, TX.	75150	Treasurer