

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUNDPATH HEALTH, INC.**

Pursuant to the provisions of RCW 23B.10.070 of the Washington Business Corporation Act and Title 48 of the Revised Code of Washington, the undersigned adopts and submits for filing the following Amended and Restated Articles of Incorporation of SOUNDPATH HEALTH, INC.

FIRST: The name of the corporation is SOUNDPATH HEALTH, INC.

SECOND: Effective upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Washington, the Articles of Incorporation of Soundpath Health, Inc. and all amendments and restatements thereto shall be replaced in their entirety and replaced with the following Amended and Restated Articles of Incorporation of Soundpath Health, Inc.:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 Name. The name of the corporation (the "Corporation") is SOUNDPATH HEALTH, INC.

1.2 Principal Place of Business. The Corporation shall have its principal place of business at 32129 Weyerhauser Way South, Suite 201, Federal Way, WA 98001 (King County), or in such other place in the State of Washington as the Board of Directors (the "Board") may from time to time designate.

ARTICLE II. SHARES

2.1 Authorized Capital. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Class A Common Stock" and "Class R Preferred Stock." The total number of shares which the Corporation is authorized to issue is (a) one million two hundred thousand (1,200,000) shares of voting Class A Common Stock with a par value of \$10.00 per share (the "Class A Common Stock"), and (b) one thousand (1,000) shares of non-voting Class R Preferred Stock with a par value of \$10.00 per share (the "Class R Preferred Stock"). The Class A Common Stock is subject to all of the rights and preferences of the Class R Preferred Stock as hereinafter set forth.

2.2 Class A Common Stock.

2.2.1 Dividend Rights. Subject to the rights and preferences of the Class R Preferred Stock, the holders of shares of the Class A Common Stock shall be entitled to receive dividends from time to time as approved by the Board and subject, in all events, to the rules,

regulations of, and receipt of the written approval from, the Office of the Washington State Insurance Commissioner.

2.2.2 Voting Rights. Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held.

2.3 Class R Preferred Stock.

2.3.1 Dividends. The holders of shares of the Class R Preferred Stock shall be entitled to receive dividends from time to time as approved by the Board, but payable only out of the income directly attributable to the investment of the proceeds from the sale of the Class R Preferred Stock and subject, in all events, to the rules, regulations of, and upon receipt of written approval from, the Office of the Washington State Insurance Commissioner. Any investment income not so distributed as a Class R Preferred Stock dividend shall be cumulative and shall be fully paid, or the dividends declared and set apart for payment at such rate, but without a fixed interest rate payable with respect to such cumulative dividends (other than interest earned on such cumulative dividends through the Corporation's investment of such amount), before any dividends on the Class A Common Stock shall be paid or declared and set apart for payment. The holders of the Class R Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this Section. No dividends may be set aside or paid to the holders of shares of the Class A Common Stock until the Class R Preferred Stock has been fully redeemed at the original issuance price of \$12,085 per share (the "Original Issue Price") plus all declared and unpaid dividends on the Class R Preferred Stock.

2.3.2 Redemption. The Class R Preferred Stock may be redeemed at such time or times as may be approved by the Board at the Original Issue Price plus all declared and unpaid dividends, but shall be fully redeemed by the Corporation no later than seven (7) years after the date of its issuance; provided, however, that any redemption shall be made in strict accordance with the rules, regulations and consent of the Office of the Washington State Insurance Commissioner. The Corporation shall effect such redemption by paying in cash in exchange for the shares of the Class R Preferred Stock a sum equal to the Original Issue Price plus all declared and unpaid dividends on the Class R Preferred Stock.

2.3.3 Liquidation Rights. In the event of any Sales Transaction (defined below), liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, before any distribution shall be made to the holders of the Class A Common Stock, the holders of the Class R Preferred Stock shall be entitled to be paid out of the assets of the Corporation legally available for distribution (or the consideration received by the Corporation or its shareholders in a Sales Transaction) for each share of Class R Preferred Stock held by them, an amount per share of Class R Preferred Stock equal to the Original Issue Price plus all declared and unpaid dividends (the "Class R Liquidation Preference"). If the assets and funds of the Corporation available for distribution to the holders of the Class R Preferred Stock are insufficient to permit the payment to such holders of the full Class R Liquidation Preference, then all of the assets and funds of the Corporation legally available for distribution (or the consideration received by the Corporation or its shareholders in a Sales Transaction) shall be distributed ratably among the holders of the Class R Preferred Stock in proportion to the amount

of such stock owned by each such holder. After the payment of the full Class R Liquidation Preference, the remaining assets and funds of the Corporation available for payment (or the consideration received by the Corporation or its shareholders in the Sales Transaction), if any, shall be distributed ratably to the holders of the Class A Common Stock.

For purposes of this Section 2.3.3, "Sales Transaction" shall mean (i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which the shares of capital stock of the Corporation immediately prior to such consolidation, merger or reorganization, continue to represent a majority of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger or reorganization, or (ii) sale, lease, conveyance or transfer of all or substantially all of the assets of the Corporation. If the consideration to be received in the Sales Transaction is securities of a corporation or other property other than cash, its value will be deemed its fair market value as determined in good faith by the Board on the date such determination is made.

2.34 Voting Rights. Holders of Class R Preferred Stock shall have no voting rights other than those rights afforded such shareholders by the Washington Business Corporation Act (the "Act").

ARTICLE III. REGISTERED OFFICE AND AGENT

3.1 Registered Office. The street address of the registered office of the Corporation in the State of Washington is 701 Fifth Ave., Suite 3600, Seattle, WA 98104-7010 (King County).

3.2 Registered Agent. The name of the registered agent of the Corporation at the said registered office is Washington Corporate Services, Inc.

ARTICLE IV. AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by the Act, the Board is expressly authorized to make, adopt, repeal, alter, amend, and rescind the Bylaws of the Corporation (the "Bylaws") by a resolution adopted by such vote of the Directors as set forth in the Bylaws.

ARTICLE V. ENTITY CLASSIFICATION; PURPOSE

5.1 Entity Classification. The Corporation shall be a stock based Health Care Services Contractor domiciled in the State of Washington.

5.2 Purpose. The purpose for which the Corporation is organized is the transaction of the business of insurance and managed care as permitted under the Health Care Services Contractor registration requirements pursuant to Title 48 of the Revised Code of Washington and

for such other lawful business purposes for which a corporation may be organized pursuant to the provisions of the Act, as amended from time to time.

ARTICLE VI. ISSUANCE OF ADDITIONAL SHARES

6.1 Preemptive Rights. If the Corporation proposes to issue additional Class A Common Shares or any securities convertible into or exchangeable for any Class A Common Shares, then each of the holders of the Class A Common Stock as of the date of the Class A Common Issuance Notice (as defined below) shall have the option to purchase shares of Class A Common Stock, or securities convertible into Class A Common Stock, sufficient to enable such holder to maintain its percentage interest in the Class A Common Shares immediately prior to such issuance.

6.1.1 The Corporation shall give each holder of Class A Common Shares at least thirty-one (31) days prior written notice of any such proposed issuance, setting forth in reasonable detail the proposed terms and conditions thereof, including without limitation the identity of the proposed recipient (the "Class A Common Issuance Notice"), and shall offer to each Shareholder the opportunity to purchase shares of Class A Common Stock at the same price, on the same terms, and at the same time as the shares of Class A Common Stock are proposed to be issued by the Corporation. Each holder of Class A Common Shares must exercise its option to purchase its applicable amount of shares of Class A Common Stock by delivery of a written notice to the Corporation within thirty (30) days after delivery of the Class A Common Issuance Notice, which exercise shall be irrevocable.

6.1.2 Except as set forth in this Section 6.1, the shareholders of the Corporation shall not be entitled to any other preemptive rights.

ARTICLE VII. INDEMNIFICATION

7.1 Indemnity of Directors and Officers.

7.1.1 Directors and Officers. This Corporation shall indemnify its directors and officers to the full extent permitted by the Act now or hereafter in force. However, such indemnity shall not apply on account of: (1) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or (3) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled. The Corporation may advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

7.1.2 Implementation. The Board may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements

shall include, but not be limited to, the manner in which determinations as to any indemnity or advancement of expenses shall be made.

7.1.3 Survival of Indemnification Rights. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

7.2 Director Liability. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for conduct as a director, except for liability of the director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the director, (ii) conduct which violates RCW 23B.08.310 of the Act, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the director will personally receive a benefit in money, property, or services to which the director is not legally entitled. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE VIII. ACTIONS OF SHAREHOLDERS

8.1 Actions Taken With Less than Two-Thirds of the Shares of Class A Common Stock. The Corporation shall be authorized to take the following actions upon the affirmative vote of the holders of not less than fifty percent (50%) of the issued and outstanding shares of Class A Common Stock:

- (a) The sale, lease, exchange or disposition of all, or substantially all, of the assets of the Corporation;
- (b) The merger, share exchange, consolidation, recapitalization or reorganization of the Corporation; or
- (c) Dissolution of the Corporation.

8.2 Shareholder Action Without A Meeting. Any action required to be taken at a meeting of the shareholders of the Corporation, or any other action which may be taken at a meeting of the shareholders of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed before such action is taken in accordance with RCW 23B.07.040 and signed by that number of shareholders of the Corporation needed to approve the action at a duly called meeting of the shareholders of the Corporation.

ARTICLE XIV. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST

Any contract or transaction (i) between the Corporation and one or more of its directors, (ii) between the Corporation and any corporation, firm; association or other entity of which one

or more of the Corporation's directors are shareholders, members, directors, officers or employees, or (iii) in which the Corporation's directors have a conflicting interest, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in the approval of such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate the Corporation under such contract or transaction; provided, that the contract or transaction is fair to the Corporation at the time it is authorized, approved, or ratified.

ARTICLE IX. DIRECTORS

9.1 **Number.** The number of directors of the Corporation shall be fixed in the manner specified by the Bylaws.

9.2 **Vacancies; Increase in Number.** Vacancies and newly created directorships resulting from any increase in the authorized number of directors shall be filled by an affirmative vote of the shareholders of the Corporation as specified in the Bylaws and the Amended and Restated Shareholders Agreement of the Corporation by and among the Corporation and the shareholders of the Corporation, as amended.

ARTICLE X. DURATION

The duration of the Corporation shall be perpetual.

THIRD: Amendments included in the foregoing Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing Amended and Restated Articles of Incorporation were proposed by the Corporation's Board of Directors and adopted by its shareholders, in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 on _____, 2013.

The undersigned certify that they are the Chairman and Secretary of Soundpath Health, Inc., and that they are authorized to execute these Amended and Restated Articles of Incorporation on behalf of the Corporation.

DATED this ____ day of _____, 2013.

SOUNDPATH HEALTH, INC.

Mariella Cummings, Chairman

Leonard Alenick, MD., Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SOUNDPATH HEALTH, INC.

Pursuant to the provisions of RCW 23B.10.070 of the Washington Business Corporation Act and Title 48 of the Revised Code of Washington, the undersigned adopts and submits for filing the following Amended and Restated Articles of Incorporation of SOUNDPATH HEALTH, INC. (the "Corporation"). ~~The original Articles of Incorporation of the Corporation were filed on January 18, 2007, amended on March 23, 2010, amended and restated on August 31, 2010, and amended on June 1, 2011.~~

FIRST: The name of the ~~Corporation~~corporation is SOUNDPATH HEALTH, INC.

SECOND: Effective upon the filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Washington, the ~~original~~ Articles of Incorporation of the ~~Corporation~~Soundpath Health, Inc. and all amendments and restatements thereto shall be replaced in their entirety and superseded by replaced with the following Amended and Restated Articles of Incorporation of the ~~Corporation~~Soundpath Health, Inc.:

ARTICLE I. NAME AND PRINCIPAL PLACE OF BUSINESS

1.1 Name. The name of the corporation (the "Corporation") is SOUNDPATH HEALTH, INC.

1.2 Principal Place of Business. The Corporation shall have its principal place of business at 32129 Weyerhaeuser Way South, Suite 201, Federal Way, WA 98001 (King County), or in such other place in the State of Washington as the Board of Directors (the "Board") may from time to time designate.

ARTICLE II. SHARES

2.1 Authorized Capital. The Corporation is authorized to issue two (2) classes of stock to be designated, respectively, "Class A Common Stock" and "Class R Preferred Stock." The total number of shares which the Corporation is authorized to issue is (a) one million two hundred thousand (1,200,000) shares of voting Class A Common Stock with a par value of \$10.00 per share (the "Class A Common Stock"), and (b) one million two hundred fifty thousand (1,250,000) shares of non-voting Class R Preferred Stock with a par value of \$10.00 per share (the "Class R Preferred Stock"). The Class A Common Stock is subject to all of the rights and preferences of the Class R Preferred Stock as hereinafter set forth.

2.2 Class A Common Stock. ~~The Corporation shall have authority to issue up to 1,200,000 shares of Class A Common Stock, par value of \$10.00 per share ("Class A~~

Common Stock"). All rights accruing to the outstanding shares of the corporation not expressly provided for to the contrary herein shall be vested in the Class A Common Stock.

2.2.1. Dividend Rights. ~~The~~ Subject to the rights and preferences of the Class R Preferred Stock, the holders of shares of the Class A Common Stock shall be entitled to receive dividends from time to time as ~~directed~~ approved by the Board of Directors and subject, in all events, to the rules, regulations of, and receipt of the written approval from, the Office of the Washington State Insurance Commissioner.

2.2.2. Liquidation Rights. ~~In the event of any liquidation, dissolution, or winding up of the corporation, either voluntary or involuntary, the holders of issued and outstanding shares of Class A Common Stock shall be entitled to receive ratably, based on the total number of shares of Class A Common Stock held by each, all the assets and funds of the corporation available for distribution to its shareholders, whether from capital or surplus, subject, however, to any preferential rights granted to any series of Class R Preferred Stock to first receive such assets and funds.~~

2.2.3 Voting Rights. Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held.

2.3 Class R Preferred Stock. ~~The Corporation shall have the right to issue up to 1,250,000 shares of Class R Preferred Stock with a par value of \$10.00 per share (the "Class R Preferred Stock").~~

2.3.1 Issuance of Preferred Stock in Series. ~~The Class R Preferred stock may be issued from time to time in one or more series in any manner permitted by law and the provisions of these Amended and Restated Articles of Incorporation of the Corporation, as determined from time to time by the Board of Directors and stated in the resolution or resolutions providing for the issuance thereof, prior to the issuance of authority to fix and determine and to amend, subject to the provisions hereof, the designation, preferences, limitations and relative rights of the shares of any series that is wholly unissued or to be established. Unless otherwise specifically provided in the resolution establishing any series, the Board of Directors shall further have the authority, after the issuance of shares of a series whose number it has designated, to amend the resolution establishing such series to decrease the number of shares of that series, but not below the number of share of such series then outstanding.~~

2.3.2 Dividends. The holders of shares of the Class R Preferred Stock shall be entitled to receive dividends from time to time as ~~directed~~ approved by the Board of Directors, but payable only out of the income directly attributable to the investment of the proceeds from the sale of the Class R Preferred Stock and subject, in all events, to the rules, regulations of, and upon receipt of written approval from, the Office of the Washington State Insurance Commissioner. ~~The deficiency of any~~ Any investment income not so distributed as a Class R Preferred Stock dividend shall be cumulative and shall be fully paid, or the dividends declared and set apart for payment at such rate, but without ~~interest on a fixed interest rate payable with respect to such cumulative dividends (other than interest earned on such~~ cumulative dividends through the Corporation's investment of such amount), before any dividends on the Class A Common Stock shall be paid or declared and set apart for payment. The holders of the Class R

Preferred Stock shall not be entitled to receive any dividends thereon other than the dividends referred to in this Section. No dividends may be set aside or paid to the holders of shares of the Class A Common Stock until the Class R Preferred Stock has been fully redeemed at ~~face value~~ the original issuance price of \$12.085 per share (the "Original Issue Price") plus all declared and unpaid dividends on the Class R Preferred Stock.

~~2.3.3~~ 2.3.2 **Redemption.** The Class R Preferred Stock may be ~~redeemable at the issue price~~ redeemed at such time or times as may be ~~provided~~ approved by the Board of Directors at the Original Issue Price plus all declared and unpaid dividends, but shall be fully redeemed by the Corporation no later than seven (7) years after the date of its issuance; provided, however, that any redemption shall be made in strict accordance with the rules, regulations and consent of the Office of the Washington State Insurance Commissioner. The Corporation shall effect such redemption by paying in cash in exchange for the shares of the Class R Preferred Stock a sum equal to the Original Issue Price plus all declared and unpaid dividends on the Class R Preferred Stock.

~~2.3.4~~ 2.3.3 **Liquidation Rights.** In the event of any Sales Transaction (defined below), liquidation, dissolution or winding up of the affairs of the Corporation (~~other than a deemed liquidation, dissolution and winding up in connection with a Sale Transaction as hereinafter defined~~), whether voluntary or involuntary, before any distribution shall be made to the holders of the Class A Common Stock, the holders of the Class R Preferred Stock ~~at the time outstanding~~ shall be entitled to be paid ~~an amount per share equal to \$10.00 (out of the assets of the Corporation legally available for distribution (or the consideration received by the Corporation or its shareholders in a Sales Transaction))~~ for each share of Class R Preferred Stock held by them, an amount per share of Class R Preferred Stock equal to the "Original Class R Issue Price", plus all declared ~~but~~ and unpaid dividends (the "Class R Liquidation Preference"). If the assets and funds of the Corporation available for distribution to the holders of the Class R Preferred Stock are insufficient to permit the payment to such holders of the full Class R Liquidation Preference, then, ~~the entire assets and funds of the corporation legally available for distribution~~ all of the assets and funds of the Corporation legally available for distribution (or the consideration received by the Corporation or its shareholders in a Sales Transaction) shall be distributed ratably among the holders of the Class R Preferred Stock in proportion to the amount of such stock owned by each such holder. ~~Assuming distribution~~ After the payment of the full Class R Liquidation Preference, the remaining assets and funds of the Corporation available for payment (or the consideration received by the Corporation or its shareholders in the Sales Transaction), if any, shall be distributed ratably to the holders of the Class A Common Stock ~~at the time outstanding shall be entitled to be paid an amount per share equal to \$10.00, plus all declared but unpaid dividends, if any (the "Class A Common Stock Liquidation Preference").~~ If, after full payment of the Class R Liquidation Preference, the assets and funds available for distribution to the holders of the Class A Common Stock are insufficient to permit the payment to such holders of the full Class A Common Stock Liquidation Preference, then the assets and funds of the Corporation remaining after full payment of the Class R Liquidation Preference and legally available for distribution shall be distributed ratably among the holders of the Class A Common Stock in proportion to the amount of such stock owned by each such holder. ~~Assuming distribution of the full Class R Liquidation Preference and the~~

~~full Class A Common Stock Liquidation Preference, the remaining assets of the Corporation available for distribution to Shareholders shall be distributed among the holders of Class R Preferred Stock and Class A Common Stock pro rata based on the number of shares of Class A Common Stock held by each.~~

~~Any (i) acquisition of the Corporation by means of a merger, consolidation or other form of corporate~~For purposes of this Section 2.3.3, "Sales Transaction" shall mean (i) any consolidation or merger of the Corporation with or into any other corporation or other entity or person, or any other corporate reorganization, other than any such consolidation, merger or reorganization in which outstanding shares of the Corporation are exchanged for securities or other consideration issued, or caused to be issued, by the acquiring entity or its subsidiary (other than a mere reincorporation transaction or a merger which will not result in more than fifty percent (50%) of the Corporation's capital stock outstanding immediately after the effective date of the shares of capital stock of the Corporation immediately prior to such consolidation, merger or reorganization, continue to represent a majority of the voting power of the surviving entity (or, if the surviving entity is a wholly owned subsidiary, its parent) immediately after such consolidation, merger being owned of record or beneficially by persons other than the holders of such capital stock immediately prior to such merger) or reorganization, or (ii) sale, lease, conveyance or transfer of all or substantially all of the assets of the Corporation (in either case, a "Sale Transaction") shall be deemed to be a liquidation, dissolution or winding up of the Corporation for purposes of this Section 2.3.4 and shall entitle the holders of the Class R Preferred Stock to receive at the closing of the Sale Transaction, in redemption of such Holders' Class R Preferred Stock, in cash, securities or other property (valued at theIf the consideration to be received in the Sales Transaction is securities of a corporation or other property other than cash, its value will be deemed its fair market value thereof as determined by the Board of Directors in good faith), in an amount per share (the "Class R Sale Transaction Liquidation Preference") equal to the Class R Liquidation Preferencein good faith by the Board on the date such determination is made.

~~2.352.34~~ **Voting Rights.** Holders of Class R Preferred Stock shall have no voting rights other than those rights, ~~if any,~~ afforded such Shareholders~~shareholders~~ by the Washington Business Corporations Corporation Act (the "Act").

ARTICLE III. REGISTERED OFFICE AND AGENT

3.1 Registered Office. The street address of the registered office of the Corporation in the State of Washington is 701 Fifth Ave., Suite 3600, Seattle, WA 98104-7010 (King County).

3.2 Registered Agent. The name of the registered agent of the Corporation at the said registered office is Washington Corporate Services, Inc.

ARTICLE IV. AMENDMENT OF BYLAWS

In furtherance and not in limitation of the powers conferred by statute ~~the Act~~, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend, and rescind the ~~bylaws~~ Bylaws of the Corporation (the "Bylaws") by a resolution adopted by such vote of the Directors as set forth in the Bylaws.

ARTICLE V. ENTITY CLASSIFICATION; PURPOSE

5.1 Entity Classification. The Corporation shall be a stock based Health Care Services Contractor domiciled in the State of Washington.

5.2 Purpose. The purpose for which the Corporation is organized is the transaction of the business of insurance and managed care as permitted under the Health Care Services Contractor registration requirements pursuant to Title 48 of the Revised Code of Washington and for such other lawful business purposes for which a corporation may be organized pursuant to the provisions of the ~~Washington Business Corporation Act~~, as amended from time to time.

ARTICLE VI. ISSUANCE OF ADDITIONAL SHARES

6.1 Preemptive Rights. If the Corporation proposes to issue any additional Class A Common Shares, ~~or any options, warrants or other rights to directly or indirectly acquire any Class A Common Shares~~ or any securities convertible into or exchangeable for any Class A Common Shares, then each Shareholder who owns any of the holders of the Class A Common Shares Stock as of the date of the Class A Common Issuance Notice (as defined below) shall have the option to purchase shares of Class A Common Stock, or securities convertible into Class A Common Stock, sufficient to enable such Shareholderholder to maintain its percentage interest in the Class A Common Shares (on a fully diluted basis assuming the conversion of all convertible securities and exercise of all warrants and options) immediately prior to such issuance.

6.1.1 The Corporation shall give each ~~Shareholder~~ holder of Class A Common Shares at least ~~thirty-one (3031)~~ days prior written notice of any such proposed issuance, setting forth in reasonable detail the proposed terms and conditions thereof, including without limitation the identity of the proposed recipient (the "Class A Common Issuance Notice"), and shall offer to each Shareholder the opportunity to purchase shares of Class A Common Shares Stock at the same price, on the same terms, and at the same time as the ~~Shares~~ shares of Class A Common Stock are proposed to be issued by the Corporation. ~~A Shareholder may~~ Each holder of Class A Common Shares must exercise its option to purchase its applicable amount of shares of Class A Common Stock by delivery of a written notice to the Corporation within ~~fifteen~~ thirty (1530) days after delivery of the Class A Common Issuance Notice, which exercise shall be irrevocable.

6.1.2 Preemptive Rights. ~~Except as set forth in this Section 6.1 above, the Shareholders~~ 6.1, the shareholders of the Corporation shall not be entitled to any other preemptive rights.

ARTICLE VII. INDEMNIFICATION

7.1 Indemnity of Directors, and Officers, ~~Employees and Agents.~~

~~This Corporation shall indemnify and advance expenses to its Directors, Officers, Agents, and Employees, as follows:~~
7.1.1 Directors and Officers. This Corporation shall indemnify its directors and officers to the full extent permitted by the ~~Washington Business Corporation Act~~ now or hereafter in force. However, such indemnity shall not apply on account of: (1) acts or omissions of the director or officer finally adjudged to be intentional misconduct or a knowing violation of law; (2) conduct of the director finally adjudged to be in violation of RCW 23B.08.310; or (3) any transaction with respect to which it was finally adjudged that such director or officer personally received a benefit in money, property, or services to which the director or officer was not legally entitled. ~~This~~The Corporation shall may advance expenses for such persons pursuant to the terms set forth in the Bylaws, or in a separate directors' resolution or contract.

~~7.1.2 Employees and Agents Who Are Not Directors or Officers. This Corporation shall indemnify and advance expenses to its employees and agents who are not directors or officers to the extent authorized by the Board of Directors or the Bylaws, and consistent with the law.~~

~~7.1.3~~**7.1.2 Implementation.** The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. The Board is expressly empowered to adopt, approve, and amend from time to time such Bylaws, resolutions, contracts, or further indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions. Such Bylaws, resolutions, contracts, or further arrangements shall include, but not be limited to ~~implementing,~~ the manner in which determinations as to any indemnity or advancement of expenses shall be made.

~~7.1.4~~**7.1.3 Survival of Indemnification Rights.** No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

7.2 Director Liability. A ~~Director~~director of the Corporation shall not be personally liable to the Corporation or its ~~Shareholders~~shareholders for monetary damages for conduct as a director, except for liability of the ~~Director~~director for (i) acts or omissions that involve intentional misconduct or a knowing violation of law by the ~~Director~~director, (ii) conduct which violates RCW 23B.08.310 of the ~~Washington Business Corporation Act~~, pertaining to unpermitted distributions to shareholders or loans to directors, or (iii) any transaction from which the ~~Director~~director will personally receive a benefit in money, property, or services to which the ~~Director~~director is not legally entitled. If the ~~Washington Business Corporation Act~~ is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a ~~Director~~director of the Corporation shall be eliminated or limited to the fullest extent permitted by the ~~Washington Business Corporation Act~~, as so amended. Any repeal or modification of the foregoing paragraph by the ~~Shareholders~~shareholders of the Corporation shall not adversely affect any right or protection of a ~~Director~~director of the Corporation existing at the time of such repeal or modification.

**ARTICLE VIII. ACTION BY NONUNANIMOUS SHAREHOLDER
CONSENT/ACTIONS OF SHAREHOLDERS**

8.1 Actions Taken With Less than Two-Thirds of the Shares of Class A Common Stock. The Corporation shall be authorized to take the following actions upon the affirmative vote of the holders of not less than fifty percent (50%) of the issued and outstanding shares of Class A Common Stock:

(a) The sale, lease, exchange or disposition of all, or substantially all, of the assets of the Corporation;

(b) The merger, share exchange, consolidation, recapitalization or reorganization of the Corporation; or

(c) Dissolution of the Corporation.

~~To the extent permitted by the Washington Business Corporation Act, the taking of action by Shareholders without a meeting by less than unanimous written consent of all Shareholders entitled to vote on the action shall be permitted. Before the date on which the action becomes effective, notice of the taking of such action shall be given to those Shareholders entitled to vote on the action who have not consented in writing, describing with reasonable clarity and specifying the general nature of the action, and accompanied by the same material that, under the Washington Business Corporation Act, would have been required to be sent to nonconsenting Shareholders in a notice of meeting at which the action would have been submitted for Shareholder action. Such notice shall be given as follows: (i) if mailed, by deposit in the U.S. mail at least seventy two (72) hours prior to the specified effective time of such action, with first class postage thereon prepaid, correctly addressed to each Shareholder entitled thereto at the Shareholder's address as it appears on the current record of Shareholders of the Corporation; or (ii) if delivered by personal delivery, by courier service, by wire or wireless equipment, by telegraphic or other facsimile transmission, or by any other electronic means which transmits a facsimile of such communication, correctly addressed to each Shareholder entitled thereto, at the Shareholder's physical address, electronic mail address, or facsimile number, as it appears on the current record of Shareholders of the Corporation, at least twenty four (24) hours prior to the specified effective time of such action.~~

8.2 Shareholder Action Without A Meeting. Any action required to be taken at a meeting of the shareholders of the Corporation, or any other action which may be taken at a meeting of the shareholders of the Corporation, may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed before such action is taken in accordance with RCW 23B.07.040 and signed by that number of shareholders of the Corporation needed to approve the action at a duly called meeting of the shareholders of the Corporation.

ARTICLE XIV. TRANSACTIONS IN WHICH DIRECTORS HAVE AN INTEREST

Any contract or ~~other~~ transaction ~~(i)~~ (i) between ~~this corporation~~ the Corporation and one or more of its directors, or ~~(ii)~~ (ii) between ~~this corporation~~ the Corporation and any corporation, firm, association or other entity of which one or more of ~~its~~ the Corporation's directors are shareholders, members, directors, officers or employees, or ~~(iii)~~ (iii) in which ~~they are interested~~ the Corporation's directors have a conflicting interest, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board ~~of Directors~~ which acts upon or in reference to such contract or transaction and notwithstanding his or their participation in the approval of such action, by voting or otherwise, even though his or their presence or vote, or both, might have been necessary to obligate ~~this corporation~~ the Corporation under such contract or transaction; provided, that the contract or transaction is fair to the corporation Corporation at the time it is authorized, approved, or ratified.

ARTICLE IX. DIRECTORS

9.1 Number. The number of ~~Directors~~ directors of the Corporation shall be fixed in the manner specified by the ~~bylaws of the Corporation~~ Bylaws.

9.2 Vacancies; Increase in Number. Vacancies and newly created directorships resulting from any increase in the authorized number of ~~Directors~~ directors shall be filled by an affirmative vote of the ~~Shareholders~~ and ~~as specified in the bylaws of the Corporation~~ shareholders of the Corporation as specified in the Bylaws and the Amended and Restated Shareholders Agreement of the Corporation by and among the Corporation and the shareholders of the Corporation, as amended.

ARTICLE X. DURATION

The duration of the Corporation shall be perpetual.

THIRD: Amendments included in the foregoing Amended and Restated Articles of Incorporation do not provide for an exchange, reclassification, or cancellation of issued shares.

FOURTH: The foregoing Amended and Restated Articles of Incorporation were proposed by the Corporation's Board of Directors and adopted by its ~~Shareholders~~ shareholders, in accordance with the provisions of RCW 23B.10.030 and 23B.10.040 on _____, 2012-2013.

The undersigned certify that they are the Chairman and Secretary of Soundpath Health, Inc., and that they are authorized to execute these Amended and Restated Articles of Incorporation on behalf of the Corporation.

DATED this _____ day of _____, 2012, _____, 2013.

SOUNDPATH HEALTH, INC.

Mariella Cummings, Chairman

Leonard Alenick, MD., Secretary

Certificate of Officer

~~Pursuant to RCW 23B.10.70, Soundpath Health, Inc. submits the following Certificate of Officer in support of its Amended and Restated Articles of Incorporation:~~

~~First, the Restatement contained Amendments that did not require shareholder approval. The Board of Directors adopted the Amended and Restated Articles of Incorporation on _____, 2012.~~

~~Second, the text of the Amendments is as follows:~~

~~Executed this _____ day of _____, 2012.~~

↓

By: _____
Print Name: _____
Print Title: _____
Soundpath Health, Inc.

Document comparison by Workshare Professional on Friday, December 21, 2012
7:49:23 AM

Input:	
Document 1 ID	PowerDocs://DOCS/3182579/1
Description	DOCS-#3182579-v1-Soundpath_Amended_and_Restated_Articles_of_Incorporation
Document 2 ID	PowerDocs://DOCS/3182579/5
Description	DOCS-#3182579-v5-Soundpath_Amended_and_Restated_Articles_of_Incorporation
Rendering set	standard

Legend:	
<u>Insertion</u>	
Deletion	
Moved from	
<u>Moved to</u>	
Style change	
Format change	
Moved deletion	
Inserted cell	
Deleted cell	
Moved cell	
Split/Merged cell	
Padding cell	

Statistics:	
	Count
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Deletions	121
Moved from	4
Moved to	4
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Format changed	0
Total changes	248