

1.) CORPORATION NAME:

Arcadian Health Plan, Inc.

DUE DATE: **6/30/2012**

2.) VA REGISTERED AGENT NAME AND OFFICE ADDRESS:

**CORPORATION SERVICE COMPANY
BANK OF AMERICA CENTER, 16TH FLOOR
1111 EAST MAIN STREET**

SCC ID NO: **F1757881**

RICHMOND, VA 23219

5.) STOCK INFORMATION

CLASS	AUTHORIZED
COMMON	60,000

3.) CITY OR COUNTY OF VA REGISTERED OFFICE:

RICHMOND COUNTY

4.) STATE OR COUNTRY OF INCORPORATION:

WA

6.) PRINCIPAL OFFICE ADDRESS:

ADDRESS: 500 12TH ST #350

CITY/ST/ZIP: OAKLAND, CA 94607

7.) DIRECTORS AND PRINCIPAL OFFICERS:

All directors and principal officers must be listed. An individual may be designated as both a director and an officer.

<p>NAME: ROBERT FAHLMAN TITLE: PRESIDENT ADDRESS: 500 12TH ST #350 CITY/ST/ZIP/CO: OAKLAND, CA 94607</p>	<input checked="" type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: JAMES NOVELLO TITLE: SECRETARY ADDRESS: 500 12TH ST #350 CITY/ST/ZIP/CO: OAKLAND, CA 94607</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: KENNETH ZIMMERMAN TITLE: TREASURER ADDRESS: 500 12TH ST #350 CITY/ST/ZIP/CO: OAKLAND, CA 94607</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
<p>NAME: JEFFREY MCMANUS TITLE: DIRECTOR ADDRESS: 500 12TH ST, #350 CITY/ST/ZIP/CO: OAKLAND, CA 94607</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: CHASE S. MILBRANDT TITLE: DIRECTOR ADDRESS: 500 12TH ST, #350 CITY/ST/ZIP/CO: OAKLAND, CA 94607</p>	<input type="checkbox"/> OFFICER	<input checked="" type="checkbox"/> DIRECTOR
<p>NAME: Bruce D Broussard TITLE: PRESIDENT ADDRESS: 500 West Main Street CITY/ST/ZIP/CO: Louisville, KY 40202</p>	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR

NAME: George G Bauernfeind TITLE: VICE PRESIDENT ADDRESS: 500 West Main Street CITY/ST/ZIP/CO: Louisville, KY 40202	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: Joan O Lenahan TITLE: SECRETARY ADDRESS: 500 West Main Street CITY/ST/ZIP/CO: Louisville, KY 40202	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
NAME: James H Bloem TITLE: TREASURER ADDRESS: 500 West Main Street CITY/ST/ZIP/CO: Louisville, KY 40202	<input checked="" type="checkbox"/> OFFICER	<input type="checkbox"/> DIRECTOR
I AFFIRM THAT THE INFORMATION CONTAINED IN THIS ELECTRONIC REPORT IS ACCURATE AND COMPLETE AS OF THE DATE BELOW AND THAT I AM LEGALLY AUTHORIZED TO SIGN THIS REPORT.		
/s/ George GBauernfeind SIGNATURE OF DIRECTOR/OFFICER LISTED IN THIS REPORT	George GBauernfeind, PRINTED NAME AND CORPORATE TITLE	6/22/2012 DATE
It is a Class 1 misdemeanor for any person to sign a document, which includes this electronic record, that is false in any material respect with the intent that the document be delivered to the Commission for filing.		