

454-548-9

ARTICLES OF INCORPORATION

OF

AMERIGROUP KANSAS, INC.

The undersigned, a natural person, for the purpose of incorporating a corporation under the Kansas General Corporation Code, as amended and supplemented, hereby adopts the following Articles of Incorporation:

ARTICLE 1 - NAME

The name of the corporation (the "Corporation") is: Amerigroup Kansas, Inc.

ARTICLE 2 - REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Kansas is: 112 SW 7th Street, Suite 3C, Topeka, Kansas 66603. The name of the Corporation's resident agent at such address is: The Corporation Company, Inc.


ARTICLE 3 - NATURE OF BUSINESS

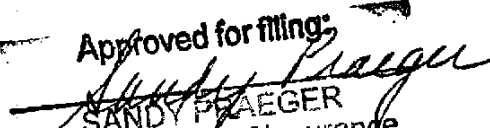
The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Kansas General Corporation Code, including, without limitation, to operate a Health Maintenance Organization.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

ARTICLE 4 - CAPITAL STOCK

The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock with a par value of \$1.00 each.

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Approved for filing:

 SANDY PRAEGER
 Commissioner of Insurance
 Date: 9/15/11

ARTICLE 5 - INCORPORATOR

The name and the mailing address of the incorporator are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Greg J. Mermis | 700 W. 47 th Street, Suite 900 Kansas City, MO 64112 |

ARTICLE 6 - EXISTENCE

The Corporation is to have perpetual existence.

ARTICLE 7 - COMPROMISE WITH CREDITORS

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them or between this Corporation and its stockholders or any class of them, any court of competent jurisdiction within the State of Kansas, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6901, and amendments thereto, or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of K.S.A. 17-6808, and amendments thereto, may order a meeting of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the court directs. If a majority in number representing $\frac{3}{4}$ in value of the creditors or class of creditors, or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as consequence of such compromise or arrangement, the compromise or arrangement and the reorganization, if sanctioned by the court to which the application has been made, shall be binding on all the creditors or class of creditors, or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE 8 - BOARD OF DIRECTORS

The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall each mean the total number of directors which the Corporation would have if there were no vacancies.

Voting for directors by written ballot shall not be required unless requested in writing by any stockholder.

ARTICLE 9 - BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: (i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or (ii) by a majority of the full Board of Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the stockholders if, at the time of enactment, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

ARTICLE 10 - INDEMNIFICATION AND LIABILITY LIMITATION

(a) The Corporation shall indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Kansas.

(b) The stockholders, officers, directors, employees and agents of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

(c) Without limiting the generality of the foregoing provisions of this **Article 10**, to the fullest extent permitted or authorized by the laws of the State of Kansas, including, without limitation, the provisions of subsection (b)(8) of K.S.A. 17-6002 as now in effect and as it may from time to time hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or to its stockholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of the limitation of liability provided by the immediately preceding sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. If the Kansas General Corporation Code is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation automatically shall be eliminated or limited to the fullest extent permitted by the Kansas General Corporation Code, as so amended.

ARTICLE 11 - STOCKHOLDERS OF RECORD

Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares, unless and until such person becomes the registered holder of such shares. The foregoing shall apply whether or not the Corporation shall have either actual or constructive notice of the claim by or the interest of such person.

ARTICLE 12 - BOOKS AND RECORDS

The books and records of the Corporation may be kept (subject to any provision contained in the statutes of the State of Kansas) outside the State of Kansas at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.


ARTICLE 13 - AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the Kansas General Corporation Code at the time in force may be added or inserted in the manner and at the time prescribed by the Kansas General Corporation Code, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Kansas or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

The undersigned incorporator hereby declares, under penalty of perjury, according to the laws of Kansas, that the foregoing is true and correct.

Dated: 8/19/11



Greg J. Merris, Incorporator