

University HealthCare Advantage
DMHC File No: 933-0507
Re: Application for Knox-Keene License

Exhibit F-1-a-i
August 31, 2013

ARTICLES OF INCORPORATION OF UNIVERSITY HEALTHCARE ADVANTAGE

FILED
Secretary of State
State of California

600 AUG 26 2013

ARTICLES OF INCORPORATION

of

UNIVERSITY HEALTHCARE ADVANTAGE

ARTICLE ONE:

The name of this corporation is University HealthCare Advantage.

ARTICLE TWO:

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

B. The specific and primary purposes of this corporation are to support, benefit and further the charitable purposes of the Stanford Hospital and Clinics and to make donations, transfer assets and provide other forms of aid and assistance to, for the benefit of, or in connection with Stanford Hospital and Clinics. In furtherance of these charitable purposes, this corporation is authorized:

1. To provide comprehensive health care coverage options that offer high quality accessible care to a distressed population, the elderly, including by operating a Medicare Advantage plan for the benefit of the elderly and disabled who are eligible for Medicare;
2. To promote high quality care in all the health care facilities and services owned or managed by Stanford Hospital and Clinics, its affiliates, and all other contracted providers;
3. To participate in activities designed to promote the community's general health, including by operating health plans for the benefit of the community;
4. To promote and encourage the advancement and improvement of high quality and cost-effective health care services;
5. To facilitate the interchange of ideas among health care service organizations and the communities served through educational activities and advance the planning for and delivery of high quality health care services in the communities served;
6. To engage in and conduct charitable, educational, and scientific activities, and to further such activities as may be deemed advisable for the advancement of health care; and
7. To promote or carry on such other charitable activities as may be deemed advisable for the betterment of the general health of the communities served.

C. In addition, this corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes. This corporation shall hold and may exercise such powers as may be conferred upon a nonprofit public benefit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation, provided, however, that in no event shall this corporation engage in activities which would cause it to lose its exemption under Section 501(a) of the Internal Revenue Code.

ARTICLE THREE:

The sole member of this corporation shall be Stanford Hospital and Clinics (the "Member"). The Member shall be entitled to vote for the election of Directors and upon such other matters as may be designated in the bylaws of the corporation. The Directors shall be chosen and shall be subject to removal in the manner set forth in the Bylaws. No dues or assessments shall be imposed upon the Member of this corporation.

ARTICLE FOUR:

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and exempt from California income tax under Section 23701d of the Revenue and Taxation Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code. All references in these Articles to the Internal Revenue Code and the Revenue and Taxation Code herein are deemed to include the corresponding sections of any future federal and California tax codes.

ARTICLE FIVE:

A. The net earnings and assets of this corporation are irrevocably dedicated to charitable purposes, including medical care, research, and education. No part of the net earnings or assets of the corporation shall ever inure to the benefit of, or be distributed to, any director, officer, or any other private individual, except that the corporation may pay reasonable compensation for services rendered.

B. Upon the dissolution or winding up of this corporation, all of its assets shall be transferred exclusively to, and become the property of, Stanford Hospital and Clinics, provided that, if at that time Stanford Hospital and Clinics is not an organization described in Section 501(c)(3) (or successor provision) of the Internal Revenue Code, then said assets shall be

distributed to another organization, then described in Section 501(c)(3) (or successor provision) of the Internal Revenue Code, as the Member may select.

ARTICLE SIX:

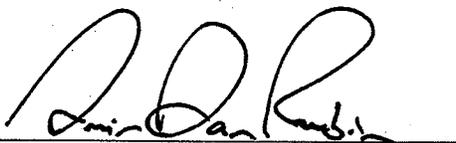
The provisions of these Articles of Incorporation may be amended only upon the affirmative vote of the Member.

ARTICLE SEVEN:

The name and address in the State of California of this Corporation's initial agent for service of process is Debra Zumwalt, Vice President and General Counsel, Stanford University, Office of the General Counsel, Building 170, Third Floor, Main Quad, Stanford, CA 94305-2038.

ARTICLE EIGHT:

The initial street and mailing address of this Corporation is 3220 Blume Drive, Suite 260 Richmond, CA 94806-5741.



Amir Dan Rubin
Incorporator



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

AUG 26 2013

Date: _____ 14

Debra Bowen
DEBRA BOWEN, Secretary of State