

ARTICLES OF INCORPORATION
OF
TUFTS HEALTH FREEDOM INSURANCE COMPANY

THE UNDERSIGNED, ACTING AS INCORPORATOR(S) OF A CORPORATION UNDER TITLE XXXVII OF THE NEW HAMPSHIRE REVISED STATUTES ANNOTATED, ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION FOR SUCH CORPORATION:

FIRST: The name of the corporation is Tufts Health Freedom Insurance Company.

SECOND: The number of shares the corporation is authorized to issue is 100,000 shares of Common Stock \$1,000.00 par value.

THIRD: The address of the initial registered office of the corporation is c/o Orr & Reno, P.A., 45 S. Main Street, Concord, NH 03301, and the name of its initial registered agent at such address is George W. Roussos, Esq.

FOURTH: The sale or offer for sale of any ownership interests in this business will comply with the requirements of the New Hampshire Uniform Securities Act (RSA 421-B).

FIFTH: The corporation is empowered to transact any and all lawful business for which corporations may be incorporated under RSA 293-A. The principal purpose for which the corporation is organized is to insure, reinsure and otherwise conduct insurance business against bodily injury or death by accident, and against disablement resulting from sickness and every insurance pertaining thereto, including quarantine and identification; or providing for the mental or emotional welfare of an individual and members of his family by defraying the costs of legal services.

SIXTH: To the fullest extent permitted by the New Hampshire Business Corporation Act, RSA 293-A, as such exists or may hereafter be amended, a director or officer of the corporation shall not be liable to the corporation or its shareholders for monetary damages for any action taken or any failure to take any action as a director, an officer or both.

SEVENTH: To the fullest extent permitted by and subject to the requirements of the New Hampshire Business Corporation Act, RSA 293-A, as such exists or may hereafter be amended, any action required or permitted by RSA 293-A to be taken at a shareholders' meeting may be taken without a meeting, without prior notice and without a vote if the action is taken by all the number of shareholders having not less than the minimum number of votes that would be necessary to take such action at a meeting at which all shares entitled to vote thereon were present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by the number of shareholders necessary to take such action, indicating the date of signature of each shareholder, and delivered to the corporation. No consent signed more than sixty (60) days after the date of the first signed consent shall be effective.

EIGHTH: Any corporation, including but not limited to a shareholder, or other organization of which any director or officer of the corporation may serve as an officer, director, trustee, employee or agent may be a party to or otherwise be interested in any contracts or transactions of the corporation, and



in the absence of fraud, no contract or other transaction shall thereby be affected or invalidated. Any director or officer of the corporation whose interest in any such contract or transaction arises solely by reason of the fact that he is an officer, director, trustee, employee or agent of such other organization shall declare a conflict of interest but shall not be liable to account because of such interest as long as the director or officer declares the conflict and abstains from any consideration or vote on the contract or transaction.

NINTH: The number of directors constituting the initial board of directors of the corporation is five, and the name and address of each person who is to serve as a director until the first annual meeting of shareholders or until his or her successor is elected and shall qualify is:

Derek Abruzzese
31 Autumn Lane
Reading, MA 01867

Marc Spooner
5 Timber Lane
Wayland, MA 01778

Michael Rose
42 Anthony Drive
Londonderry, NH 03053

Robert Steigmeyer
4 Audley Drive
Bow, NH 03304

Joseph Reilly
49 Old Sawmill Road
Bedford, NH 03110

TENTH: The name and address of each incorporator is:

Robert Steigmeyer
4 Audley Drive
Bow, NH 03304

Bruce Burns
473 Penacook Road
Hopkinton, NH 03229

Joseph Pepe, M.D.
55 River Birch Circle
Manchester, NH 03102

Alexander Walker
887 Chestnut Street
Manchester, NH 03104

Rachel Rowe
815 Jewett Road
Hopkinton, NH 03229

Henry Lipman
76 Sarah Circle
Laconia, NH 03245

Thomas E. Wilhelmsen, Jr.
21 Mendelssohn Drive
Hollis, NH 03049

Michael Rose
42 Anthony Drive
Londonderry, NH 03053

Gregory J. Walker
139 Woods Run
Rollinsford, NH 03869

Peter Walcek
15 Grady's Lane
Dover, NH 03820

[Signature Page Follows]

Dated: 3/5, 2015

Thomas E. Wilhelmsen, Jr.
Thomas Wilhelmsen, Jr.

Dated: 3/5, 2015

Gregory Walker
Gregory Walker

Dated: 3/10, 2015

Robert Steigmeyer
Robert Steigmeyer

Dated: 3/10, 2015

Rachel Rowe
~~Charles Van Slyter~~ Rachel Rowe

Dated: 3/5, 2015

Joseph Pepe, M.D.
Joseph Pepe, M.D.

Dated: 3/10, 2015

Michael Rose
Michael Rose

Dated: 3/10, 2015

Peter Walcek
Peter Walcek

Dated: 3/10, 2015

Henry Lipman
Henry Lipman

Dated: 3/10, 2015

Alexander J. Walker
~~Edward Dudley~~ ALEXANDER J. WALKER

Dated: 3/10, 2015

Bruce Burns
Bruce Burns

APPROVED:

Roger A. Seigny
Roger A. Seigny, Insurance Commissioner

This 4-14, 2015

**FORM SRA - Addendum to Business Organization and Registration Forms
Statement of Compliance with New Hampshire Securities Laws**

Part I - Business Identification and Contact Information

Business Name: Tufts Health Freedom Insurance Company

Business Address (include city, state, zip): 705 Mt. Auburn Street, Watertown MA 02472-1508

Telephone Number: (617) 972-1063 E-mail: mary_mahoney@tufts-health.com

Contact Person: Mary O'Toole Mahoney

Contact Person Address (If Different): _____

Part II - Check ONE of the following items in Part II If more than one item is checked, this form will be rejected.
[PLEASE NOTE: Most small businesses registering in New Hampshire qualify for the exemption in Part II, Item 1 below. However, you must insure that your business meets all of the requirements spelled out in A), B), and C)]:

1. Ownership interests in this business are exempt from the registration requirements of the state of New Hampshire because the business meets ALL of the following three requirements:
 - A. This business has 10 or fewer owners; and
 - B. Advertising relating to the sale of ownership interests has not been circulated; and
 - C. Sales of ownership interests - if any - will be completed within 60 days of the formation of this business.
2. This business will offer securities in New Hampshire under another exemption from registration or will notice file for federal covered securities. Enter the citation for the exemption or notice filing claimed - _____
3. This business has registered or will register its securities for sale in New Hampshire. Enter the date the registration statement was or will be filed with the Bureau of Securities Regulation - _____
4. This business was formed in a state other than New Hampshire and will not offer or sell securities in New Hampshire.

Part III - Check ONE of the following items in Part III:

1. This business is not being formed in New Hampshire.
2. This business is being formed in New Hampshire and the registration document states that any sale or offer for sale of ownership interests in the business will comply with the requirements of the New Hampshire Uniform Securities.

Part IV - Certification of Accuracy

(NOTE: The information in Part IV must be certified by: 1) all of the incorporators of a corporation to be formed; or 2) an executive officer of an existing corporation; or 3) all of the general partners or intended general partners of a limited partnership; or 4) one or more authorized members or managers of a limited liability company; or 5) one or more authorized partners of a registered limited liability partnership or foreign registered limited liability partnership.)

I (We) certify that the information provided in this form is true and complete. (Original signatures only)

Name (print): <u>Thomas Wilhelmsen, Jr.</u>	Signature: <u>Thomas E. Wilhelmsen, Jr.</u>
	Date signed: <u>3/5/15</u>
Name (print): <u>Gregory Walker</u>	Signature: <u>Gregory Walker</u>
	Date signed: <u>3/5/15</u>
Name (print): <u>Robert Steigmeyer</u>	Signature: <u>Robert Steigmeyer</u>
	Date signed: <u>3/10/15</u>
Name (print): <u>Rachel Rowe</u> Charles Van Stuyter	Signature: <u>Rachel Rowe</u>
	Date signed: <u>3/10</u>
Name (print): <u>Joseph Pepe, M.D.</u>	Signature: <u>Joseph Pepe</u>
	Date signed: _____
Name (print): <u>Michael Rose</u>	Signature: <u>Michael Rose</u>
	Date signed: <u>3/10/15</u>
Name (print): <u>Peter Walcek</u>	Signature: <u>Peter E. Walcek</u>
	Date signed: <u>3/10/15</u>
Name (print): <u>Henry Lipman</u>	Signature: <u>Henry Lipman</u>
	Date signed: <u>3/10/15</u>
Name (print): <u>Alexander Walcek</u> Edward Dudley	Signature: _____
	Date signed: <u>3/10/2015</u>
Name (print): <u>Bruce Burns</u>	Signature: <u>Bruce A. Burns</u>
	Date signed: <u>3/10/15</u>

Tufts Benefit Administrators, Inc.
Tufts Health Public Plans, Inc.
Tufts Associated Health Plans, Inc.
Tufts Insurance Company

March 19, 2015

Each of the undersigned hereby consents to the registration and use of the name "Tufts Health Freedom Insurance Company" in connection with the filing of its Articles of Incorporation in the State of New Hampshire.

Tufts Benefit Administrators, Inc.

By: Thomas Alford

Tufts Health Public Plans, Inc.

By: Tris Dahl's Cornell

Tufts Associated Health Plans, Inc.

By: Thomas Alford

Tufts Insurance Company

By: Thomas Alford