

February 7, 2016

Rosemary Chiavetta  
Pennsylvania Public Utility Commission  
P.O. Box 3265  
Harrisburg, PA 17105-3265

Re: PUC Filing of PAISBOA Services Corporation  
Docket No. A-2015-2485457  
Utility Code: 1117732

Dear Ms. Chiavetta;

Please consider this letter and attachments in response to your letter of December 23, 2015.

This letter and attachment are intended to respond to the email request of Stephen Jakab of February 3, 2016, as below:

1. **Reference Application. Section 2.b, Certificate of Incorporation – Applicant Failed to provide signed and dated Articles of Incorporation or Incorporation Application Documentation. Please provide the above requested documentation. Applicant can elect to mark submitted information as confidential.**
  - a. I enclose the original articles of incorporation for the predecessor corporation (PAISIG, 1995), and the **name change decree to PAISBOA Services Corporation from PAISIG-PAISBOA Sub.**

Attached is the decree.

I hope that you will find that this response satisfactorily addresses the data requested from your review.

“I, Allen L. Greenough, hereby state that the facts above set forth are true and correct to the best of my knowledge, information and belief, and that I expect to be able to prove the same at a hearing held in this matter. I understand that the statements herein are made subject to the penalties of 18 Pa. C.S. §4904 (relating to unsworn falsification to authorities).”

Thank you for your attention to our application.

Regards,

Allen L. Greenough  
Associate Director

Exhibit C

**PHILADELPHIA AREA INDEPENDENT SCHOOL  
BUSINESS OFFICERS ASSOCIATION  
INFORMAL ORGANIZATIONAL ACTION AND  
UNANIMOUS WRITTEN CONSENT  
OF  
BOARD OF DIRECTORS**

\_\_\_\_\_, 2013

The undersigned, constituting all of the members of the Board of Directors of **Philadelphia Area Independent School Business Officers Association**, a Delaware nonstock corporation (the "Corporation"), in accordance with Section 141(f) of the General Corporation Law of the State of Delaware, do hereby take the actions below set forth, and to evidence their waiver of any right to dissent from such actions, do hereby consent as follows:

**Organizational Resolutions**

**RESOLVED:** That the Certificate of Incorporation of this Corporation filed with the Delaware Secretary of State on \_\_\_\_\_, 2013, attached hereto and incorporated by reference herein, be and the same is hereby approved and accepted; and

**FURTHER RESOLVED:** That the Bylaws attached hereto and incorporated by reference herein be and the same are hereby declared to be the Bylaws of the Corporation; and

**FURTHER RESOLVED:** That the Conflict of Interest Policy, attached hereto and incorporated by reference herein be and the same is hereby approved and accepted; and

**FURTHER RESOLVED:** That the Corporation shall have a Chair, Vice-Chair, Secretary, and Treasurer; and

**FURTHER RESOLVED:** That the following persons be and they are hereby elected as officers of the Corporation in the respective capacities set forth opposite their several names, the term of office of the Chair to be for a period of three (3) years and the term of office of each other officer to be until the first annual meeting of the Board of Directors and until their respective successors shall be elected and qualified:

Chair – Frank Aloise  
Chair-Elect – Hal Davidow  
Secretary – Michael Noonan  
Treasurer – Nadia Murray

**FURTHER RESOLVED:** That Wells Fargo (the "Bank"), be and hereby is designated as a depository of the Corporation, and that the officers and agents of the

Corporation be and they hereby are, authorized to deposit any funds of the Corporation in the Bank; and

**FURTHER RESOLVED:** That the Corporation hereby adopts the standard form of resolutions of the Bank authorizing bank accounts, a copy of which resolutions shall be filed herewith; and

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**FURTHER RESOLVED:** That the Chair and Treasurer, acting singly, have signature power for the Corporation to draw checks of \_\_\_ thousand dollars (\$\_\_\_,000) or less in accordance with said standard form of resolutions, and to sign tax returns and all tax-related statements; and, acting jointly, have signature power for the Corporation, including but not limited to the power to draw checks in excess of \_\_\_ thousand dollars (\$\_\_\_,000) in accordance with said standard form of resolutions, and to sell and transfer stock [DISCUSS]; and

**FURTHER RESOLVED:** That the Secretary of the Corporation be and hereby is directed to deliver to the Bank a copy of these resolutions and the names and signatures of the persons authorized to sign for the Corporation, certified under his hand and seal of the Corporation; and

**FURTHER RESOLVED:** That the Corporation is not authorized to borrow funds without the prior approval of the Board of Directors; and

**FURTHER RESOLVED:** That the Treasurer of the Corporation is not required to furnish any type of bond for the faithful performance of the duties of that office; and

**FURTHER RESOLVED:** That the Treasurer be and he is hereby authorized and directed to pay all fees and expenses incident to and necessary for the organization and qualification of the Corporation, including, without limitation, all legal and accounting fees and costs to procure proper corporate books; and

**FURTHER RESOLVED:** That whereas counsel for the Corporation has advised that the Corporation should qualify as a tax exempt organization described in §501(c)(6) of the Internal Revenue Code of 1986, as amended, the proper officers of the Corporation are hereby authorized and directed to execute Form 1024 of the Internal Revenue Service entitled "Application for Recognition of Exemption" and all related documents, including Form 2848 of the Internal Revenue Service entitled "Power of Attorney" appointing Thora Johnson, Esq. and Yosef Ziffer, Esq. of the firm of Venable LLP as attorneys-in-fact to represent the Corporation before any office of the Internal Revenue Service in connection with the Application for Recognition of Exemption, and to file them with the Internal Revenue Service.

**Formation of Subsidiary and Merger**

**WHEREAS:** Philadelphia Area Independent Schools Health Insurance Group, a Pennsylvania non-stock corporation ("PAISIG"), has historically made group health insurance available to its members;

**WHEREAS:** As a result of newly-enacted federal legislation, it is necessary for PAISIG to engage in a corporate restructuring (the "Restructuring") in order to continue fulfilling its historic purposes in an efficient and effective manner;

**WHEREAS:** In furtherance of the Restructuring, the Corporation shall form a new subsidiary entity as a Delaware non-stock corporation ("PAISBOASUB");

**WHEREAS:** In furtherance of the Restructuring, it is anticipated that PAISBOASUB shall merge with and into PAISIG (the "Merger"), and that PAISIG shall be the surviving entity of the Merger;

**WHEREAS:** As a condition of the Merger, the membership interests held by PAISIG's members shall be cancelled, and in lieu thereof each of PAISIG's members shall be admitted as a member of the Corporation;

**WHEREAS:** As a result of the Merger, the Corporation shall be the sole member of PAISIG.

It is now, therefore, hereby

**RESOLVED:** That the formation of PAISBOASUB is hereby approved and deemed to be in the best interests of the Corporation;

**FURTHER RESOLVED:** That the Certificate of Incorporation of PAISBOASUB, attached hereto and incorporated by reference herein, be and the same is hereby approved and directed to be filed with the Delaware Secretary of State; and

**FURTHER RESOLVED:** That PAISBOASUB shall have a President and a Secretary; and

**FURTHER RESOLVED:** That the following persons be and they are hereby elected as officers of PAISBOASUB in the respective capacities set forth opposite their several names:

President – Frank Aloise  
Secretary – Michael Noonan

**FURTHER RESOLVED:** That the terms of the Merger, including but not limited to the cancellation of the PAISIG members' membership interests in PAISIG in

consideration of the receipt by the PAISIG members of membership interests in the Corporation, as set forth in the Plan of Merger substantially in the form attached hereto (the "Plan of Merger"), are hereby deemed to be in the best interests of the Corporation, and upon the recommendation of the Board of Directors of PAISBOASUB, the Plan of Merger is hereby approved by the Corporation in its capacity as the sole member of PAISBOASUB;

**FURTHER RESOLVED:** That PAISBOASUB is hereby authorized to enter into the Merger pursuant to the terms set forth in the Plan of Merger and to take all steps necessary or convenient in connection therewith;

**FURTHER RESOLVED:** That PAISBOASUB is hereby authorized to enter into and execute any and all agreements or other documents as are necessary to effectuate the Merger, including, but not limited to, the Plan of Merger, Articles of Merger, and a Certificate of Merger;

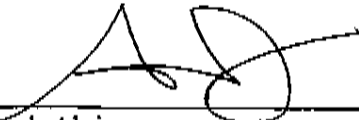
**FURTHER RESOLVED:** That the proper officers of PAISBOASUB be and the same hereby are empowered, authorized, and directed to execute, acknowledge, seal, deliver, and/or file any and all documents (including but not limited to the Plan of Merger, Articles of Merger, and Certificate of Merger) and/or to take any and all other necessary and proper action in connection with any of the foregoing, and that the authorities hereby conferred shall be deemed retroactive, and any and all acts authorized herein that were performed prior to the passage of these resolutions be, and hereby are, approved, ratified, and confirmed in all respects.

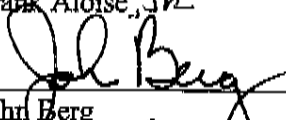
[SIGNATURE PAGE FOLLOWS]

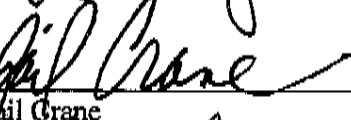
This Informal Action of the Board of Directors may be executed in counterparts.


WITNESS our signatures the day and year first above written.

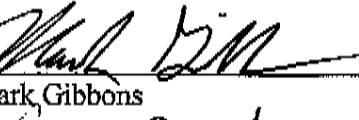
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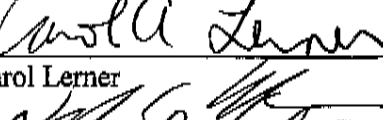
  
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Frank Aloise, Jr.

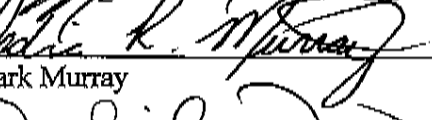
  
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John Berg

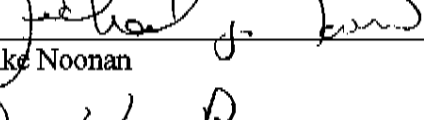
  
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Gail Crane

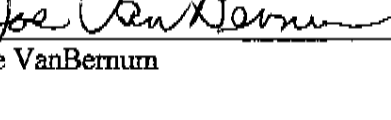
  
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Mina Fader

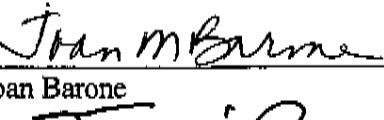
  
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Mark Gibbons

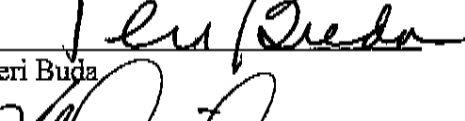
  
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Carol Lerner

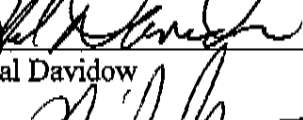
  
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Mark Murray

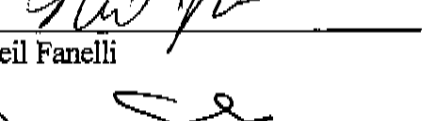
  
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Mike Noonan

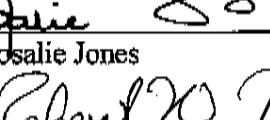
  
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Joe VanBarnum

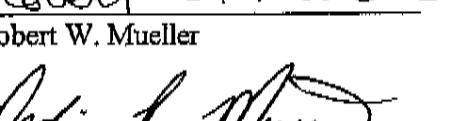
  
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Joan Barone

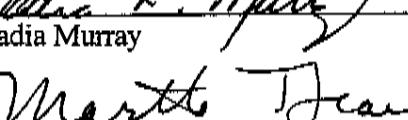
  
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Teri Buda

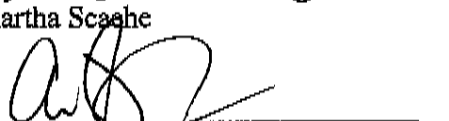
  
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Hal Davidow

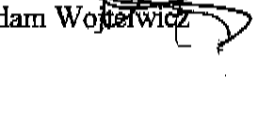
  
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Neil Fanelli

  
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Rosalie Jones

  
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Robert W. Mueller

  
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Nadia Murray

  
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Martha Scafe

  
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Adam Wojtowicz

**PAISBOA SERVICES CORPORATION**

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

(15 Pa.C.S.)

Business-Stock (§ 1306)

1. The name of the corporation (the "Corporation") is:

**PAISBOA Services Corporation**

2. The address of the Corporation's current registered office in the Commonwealth of Pennsylvania is: 301 Iven Avenue, #315, Wayne, Pennsylvania 19087 (Delaware County).
3. The Corporation is incorporated under the provisions of the Business Corporation Law of 1988 (the "BCL").
4. The Corporation is formed for the purpose of engaging in all lawful business for which corporations may be incorporated under the BCL.
5. The Corporation is organized on a stock share basis and the aggregate number of shares authorized is: One Thousand (1,000) shares of Common Stock, no par value per share.
6. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The number of directors which constitutes the whole Board of Directors shall be as specified in the bylaws of the Corporation (the "Bylaws"). Election of directors need not be by written ballot unless the Bylaws so provide.
7. To the maximum extent that Pennsylvania law in effect from time to time permits limitation of the liability of directors and officers, no director or officer of the Corporation shall be liable to the Corporation or its stockholders for money damages. Neither the amendment nor repeal of this article, nor the adoption or amendment of any other provision of the Amended and Restated Articles of Incorporation or Bylaws inconsistent with this article, shall apply to or affect in any respect the applicability of the preceding sentence with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.
8. The Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner and to the extent prescribed by the laws of the Commonwealth of Pennsylvania. All rights conferred herein or as hereafter amended are granted subject to the rights reserved in this article.
9. The specified effective date of these Amended and Restated Articles of Incorporation is upon filing with the Pennsylvania Department of State.