

Exhibit I  
DDWI Restated Bylaws

See attached.

**RESTATED BYLAWS  
OF  
DELTA DENTAL OF WISCONSIN, INC.**

**Article I.**

**Name, Location, and Purposes.**

The name, location of principal office, and purposes of Delta Dental of Wisconsin, Inc. (the “Corporation”) are as set forth in the Articles of Incorporation of the Corporation.

**Article II.**

**Membership**

**Section 1. *Sole Voting Member.*** GreenCo Holdings, Inc., a Wisconsin non-stock, non-profit corporation, exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, is the sole member of the Corporation (the “Voting Member”). The Voting Member shall have the sole vote on each matter submitted to a vote of the members. The Voting Member shall exercise its membership rights through its Board of Directors, which may by resolution authorize one or more of the Voting Member’s officers or any other person so designated in the resolution to exercise the Voting Member’s vote on any matter. The term of membership of the Voting Member shall be perpetual, and any change in membership of the Corporation shall be documented by an amendment to or restatement of these Bylaws.

**Section 2. *Annual Meeting of the Voting Member.*** An annual meeting of the Voting Member shall be held at such time and place as may be designated by the Voting Member for the appointment of Directors and the transaction of such other business as may properly come before the meeting (the “Annual Meeting”).

**Section 3. *Special Meetings of the Voting Member.*** Special meetings of the Voting Member may be held whenever called by the Voting Member, at such time and place and for such purposes as the Voting Member may designate.

**Section 4. *Action Without a Meeting.*** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 181 of the Wisconsin Statutes to be taken by the Voting Member at a meeting may be taken without a meeting if one or more written consents setting forth the action so taken are signed by the Voting Member and retained in the corporate records. Action taken pursuant to written consent shall be effective when the Voting Member signs the consent or upon such other effective date as is specified in the consent.

**Article III.**

**Directors.**

**Section 1. *General Powers.*** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors (the “Board”), subject to any limitation set forth in the Corporation’s Articles of Incorporation.

**Section 2. *Number, Tenure, and Qualifications.*** The number of directors of the Corporation (each, a “Director”, and together, the “Directors”) shall be at least three (3) and not more than five (5) and the initial number of Directors shall be four (4). Each Director shall hold office until the next Annual Meeting or until the Director’s earlier removal or resignation in accordance with Sections 3 and 4 of this Article III. However, if a Director’s term expires, the Director shall continue to serve until the Director’s successor shall have been elected and qualified or until there is a decrease in the number of Directors. The name of any person selected as a Director, together with such pertinent biographical and other data as the State of Wisconsin Commissioner of Insurance (the “Commissioner”) requires by rule, shall be reported to the Commissioner immediately after the person’s selection.

**Section 3. *Resignation of a Director.*** Any Director may resign at any time by giving written notice to the President or the Secretary. Such resignation shall take effect at the time specified in the notice or, if the time is not specified, on the date the President or Secretary receives the notice. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

**Section 4. *Removal of a Director.*** Any Director may be removed for any reason by the Voting Member only at a meeting called for that purpose if notice has been given to the Voting Member that a purpose of the meeting is such removal. The Corporation shall report to the Commissioner the removal of any Director as may be required by applicable law.

**Section 5. *Vacancies.*** Whenever any vacancy on the Board shall occur by death, resignation, removal, or otherwise, including a vacancy created by an increase in the number of Directors, the Voting Member at a meeting called for that purpose or at an Annual Meeting shall elect a Director or Directors to fill such vacancy or vacancies. Each replacement Director so elected shall hold office for the remainder of the term of the vacating Director. A vacancy that will occur at a specific later date (by reason of a resignation effective at a later date or otherwise) may be filled before the vacancy occurs as provided above, but the new Director may not take office until after the vacancy occurs.

**Section 6. *Regular Meetings.*** The annual meeting of the Board shall be held in November of each year at a time and place fixed by the Board. The Board may hold such other regular meetings as it shall by resolution determine. Such meetings may be held either within or without the State of Wisconsin. Written notice of each regular meeting shall be delivered personally, electronically to the email address designated by each Director, or mailed to each Director at the address designated by each Director, in each case not less than seven (7) days prior to such meeting.

**Section 7. *Special Meetings.*** Special meetings of the Board may be called by or at the request of the President or any one (1) or more Directors by written notice delivered personally, electronically to the email address designated by each Director, or mailed to each Director at the address designated by each Director, in each case not less than three (3) days prior to such meeting. Special meetings shall be held within the State of Wisconsin at the place designated in the notice. If no other place is designated, the place of the meeting shall be the principal business office of the

Corporation in the State of Wisconsin. Neither the business to be transacted at, nor the purpose of, any special meeting of the Board need be specified in the notice of such meeting.

**Section 8. *Meetings by Electronic Means of Communication.*** To the extent provided in these Bylaws, the Board, or any committee of the Board, may, in addition to conducting meetings in which each Director participates in person, and notwithstanding any place set forth in the notice of the meeting or these Bylaws, conduct any regular or special meeting by the use of any electronic means of communication, provided that (1) all participating Directors may simultaneously hear each other during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director, and that each participating Director is able to immediately send messages to all other participating Directors. Before the commencement of any business at a meeting at which any Directors do not participate in person, all participating Directors shall be informed that a meeting is taking place at which official business may be transacted.

**Section 9. *Action Without a Meeting.*** Any action required or permitted by the Articles of Incorporation, these Bylaws, or any provision of Chapter 613 and the applicable provisions of Chapter 181 of the Wisconsin Statutes to be taken by the Board at a Board meeting may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by all of the Directors entitled to vote on the subject matter of the action and retained in the corporate records. Action taken pursuant to written consent shall be effective when the last Director signs the consent or upon such other effective date as is specified in the consent.

**Section 10. *Waiver of Notice.*** A Director may waive any notice required by these Bylaws or by law at any time, whether before or after the time of the meeting. The waiver must be in writing, signed by the Director, and retained in the corporate record book. The Director's attendance at or participation in a meeting shall constitute a waiver of notice of the meeting, unless the Director at the beginning of the meeting or promptly upon his or her arrival objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Neither the business to be transacted at nor the purpose of any regular or special Board meeting need be specified in the waiver of notice of the meeting.

**Section 11. *Quorum.*** A majority of the Board serving at a particular time shall constitute a quorum for the transaction of business, and the act of the majority of the Directors at any meeting at which there shall be a quorum shall be the act of the Board. If a quorum shall not be present at any meeting of the Directors, the Directors present may adjourn the meeting from time to time, without notice other than an announcement at the meeting, until a quorum shall be present.

**Section 12. *Compensation.*** Directors may receive reasonable compensation for their services, as well as expenses for attendance at each meeting of the Board or committee thereof, as established from time to time by resolution of the Board. A Director may also provide services to the Corporation in a consulting or other capacity and receive reasonable compensation therefor. Directors who are employees of the Corporation shall not receive any compensation for attendance at meetings of the Board or committees thereof unless otherwise provided herein.

**Section 13. *Committees of Directors.*** The Board may create one or more committees from time to time as it deems fit by resolution adopted by a majority of the entire Board and shall establish the duties and responsibilities of each such committee when constituted by the Board. Each committee shall consist of three (3) or more Directors who shall serve thereon at the pleasure of the Board. The Board may appoint one (1) or more of its members as alternate members of any committee who may take the place of any absent member at any meeting of such committee. The Board may designate a person not a member of the Board as an ex-officio member of any committee, without voting rights. All committees shall keep regular minutes of their proceedings and report the same to the Board. The President shall be an ex officio non-voting member of all committees.

#### **Article IV. Officers.**

**Section 1. *Principal and General Officers.*** The principal officers of the Corporation shall be the President, Secretary, and Treasurer. The President, Secretary, and Treasurer need not be Directors. The principal officers shall be appointed by the Board at its annual meeting during the year in which such appointment is necessary. In addition to the principal officers, the officers of the Corporation may include such other officers as the Board may from time to time determine. The same individual may simultaneously hold more than one office in the Corporation, except the offices of President, Secretary, and Treasurer shall be held by three separate individuals. The name of any person selected as a principal officer of the Corporation, together with such pertinent biographical and other data as the Commissioner requires by rule, shall be reported to the Commissioner immediately after the person's selection.

**Section 2. *Appointment and Term of Office.*** The officers of the Corporation shall be appointed by the Board to hold office until the first meeting of the Board after the next annual meeting of the Voting Member. If the appointment of such officers shall not be made at the annual meeting of the Board, such appointment shall be made as soon thereafter as is convenient. Each officer shall hold office until the officer's successor shall have been duly appointed and qualified, until the officer's death, or until the earlier removal of such officer in accordance with Section 8 of this Article IV, below, or the earlier resignation of such officer.

**Section 2. *President.*** The President shall be appointed by the Board to hold office at its pleasure. The President shall be the chief administrative and executive officer of the Corporation and, subject to the Board's control, shall:

- (a) Preside at all meetings of the Voting Member and of the Board of Directors;
- (b) Supervise and control all of the business and affairs of the Corporation;
- (c) Coordinate and supervise the work of the other officers of the Corporation;
- (d) Employ, direct, discipline, and discharge the employees of the Corporation;

(e) Fix the compensation of employees of the Corporation;

(f) Employ agents, professional advisors, or consultants of or to the Corporation;

(g) Have authority to sign, execute, and deliver in the Corporation's name all instruments either when specifically authorized by the Board or when required or deemed necessary or advisable by the President in the ordinary conduct of the Corporation's normal business, except in cases where the signing and execution of the instruments shall be expressly delegated by these Bylaws or by the Board to some other officer(s) or agent(s) of the Corporation or shall be required by law or otherwise to be signed or executed by some other officer or agent; and

(h) In general, perform all duties incident to the office of the President and such other duties as from time to time may be assigned by the Board.

**Section 4. *Secretary.*** The Secretary shall:

(a) Keep any minutes of the Board and its committees;

(b) See that all notices are duly given in accordance with these Bylaws or as required by law;

(c) Be custodian of the Corporation's corporate records and see that the books, reports, statements, certificates, and all other documents and records required by law are properly kept and filed; and

(d) In general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President.

**Section 5. *Treasurer.*** The Treasurer shall:

(a) Have charge and custody of, and be responsible for, all of the Corporation's funds and securities; receive and give receipts for monies due and payable to the Corporation from any source whatsoever; deposit all such monies in the Corporation's name in such banks, financial institutions, trust companies, or other depositories as shall be selected in accordance with these Bylaws; cause such funds to be disbursed by checks or drafts on the Corporation's authorized depositories, signed as the Board may require; and be responsible for the accuracy of the amounts of, and cause to be preserved proper vouchers for, all monies disbursed;

(b) Have the right to require from time to time reports or statements giving such information as the Treasurer may desire with respect to any and all of the Corporation's financial transactions from the officers, employees, or agents transacting the same;

(c) Keep or cause to be kept, at the Corporation's principal office or such other office or offices as the Board shall from time to time designate, correct records of the Corporation's funds, business, and transactions, and exhibit those records to any Director upon request at that office;

(d) Deliver to the Board or the President whenever requested an account of the Corporation's financial condition and of all his or her transactions as Treasurer, and as soon as possible after the close of each fiscal year, make or cause to be made and submit to the Board a like report for that fiscal year; and

(e) In general, perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President.

**Section 6. *Chief Officers.*** In the absence of the President, or in the event of the President's death or inability or refusal to act, or if for any reason it shall be impractical for the President to act personally, the officer designated as a Chief officer (or, if there is more than one such officer, such officers in the order designated by the Board or, in the absence of any designation, in the order of their appointment) shall, subject to the direction of the Board, perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Each officer designated as a Chief officer shall perform such other duties and have such authority as from time to time may be assigned by the President.

**Section 7. *Vice Presidents.*** Each Vice President shall perform such duties and have such authority as from time to time may be assigned by the President.

**Section 8. *Removal of Officers.*** The President, Secretary, and Treasurer of the Corporation may each be removed by the Board, with or without cause, whenever in the judgment of the Board the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Any other officer or agent of the Corporation may be removed by the President, with or without cause, whenever in the judgment of the President the best interests of the Corporation will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment shall not itself create such contract rights. The Corporation shall report to the Commissioner the removal of any principal officer as may be required by applicable law.

**Section 9. *Vacancies.*** A vacancy in the office of President, Secretary, or Treasurer by reason of death, resignation, removal, disqualification, or any other cause shall be filled by the Board for the unexpired portion of the term. A vacancy in any other office by reason of death, resignation, removal, disqualification, or any other cause may be filled by the President for the unexpired portion of the term.

**Section 10. *Bond.*** The Board may require any principal or general officer or employee of the Corporation who is entrusted with its funds to give a bond for the faithful discharge of said officer's or employee's duties in such amount, and with such surety or sureties, as the Board shall determine, or as may be required by law. All premiums for such bonds shall be paid by the Corporation.

**Article V.**  
**Audits and Examinations.**

As soon as practicable after the close of each fiscal year, the Board shall require an examination of the books and records of the Corporation and an audit of its financial condition to be made by an independent consulting certified public accountant, or by a firm of such accountants.

**Article VI.**  
**Contracts, Loans, Checks, and Deposits; Special Corporate Acts.**

**Section 1.     *Execution of Contracts.*** The Board shall designate the officers, employees, and agents of the Corporation who shall have power to execute and deliver deeds, leases, contracts, mortgages, bonds, debentures, checks, drafts, and other orders for the payment of money and other documents for and in the name of the Corporation and may authorize such officers, employees, and agents to delegate such power (including authority to redelegate) by written instrument to other officers, employees, or agents of the Corporation. In the absence of such designation or delegation, such documents shall be executed by the President.

**Section 2.     *Bank Accounts and Deposits.*** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation with such banks, trust companies, or other depositories as the Board may select or as may be selected by any officer or officers or agent or agents of the Corporation to whom such power may be delegated from time to time by the Board. Endorsements for deposit to the credit of the Corporation in any of its duly authorized depositories may be made without countersignature by the President or the Treasurer, or by any other officer or agent of the Corporation to whom the Board, by resolution, shall have delegated such power, or by hand-stamped impression in the name of the Corporation.

**Section 3.     *Checks, Drafts, etc.*** All checks, drafts, or other orders for payment of money; notes; or other evidence of indebtedness issued in the name of or payable to the Corporation shall be signed or endorsed by such person or persons and in such manner, including the means of facsimile or other electronic signature, as shall be determined from time to time by or under the authority of a resolution of the Board.

**Section 4.     *Loans.*** No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in the Corporation's name unless authorized by or under the authority of a resolution of the Board. Such authority may be general or confined to specific instances.

**Section 5.     *Voting of Securities Owned by the Corporation.*** Subject always to the specific directions of the Board, (a) any shares or other securities issued by any other corporation and owned or controlled by the Corporation may be voted at any meeting of the security holders of such other corporation by the President if the President is present, and (b) whenever, in the judgment of the President, or in the President's absence, any other designated officer, it is desirable for the Corporation to execute a proxy or written consent in respect to any shares or other securities issued by any other corporation and owned by the Corporation, such proxy or consent shall be executed in the name of the Corporation by the President or any other designated officer of the



Corporation without necessity of any authorization by the Board or countersignature or attestation by another officer. Any person or persons designated in the manner above stated as the proxy or proxies of the Corporation shall have full right, power and authority to vote the shares or other securities issued by such other corporation and owned by the Corporation the same as such shares or other securities might be voted by the Corporation.

**Section 6. *Dissolution.*** In the event of a voluntary dissolution of the Corporation, the Board shall provide for the disposition of assets and liabilities of the Corporation as set forth in the Articles of Incorporation of the Corporation.

**Article VII.  
Fiscal Year.**

The fiscal year of the Corporation shall be the calendar year.

**Article VIII.  
Amendments.**

These Bylaws may be altered, amended, or repealed in whole or in part, and any Bylaws may be adopted, upon the approval of (i) the Voting Member and (ii) a two-thirds (2/3) majority vote of the entire Board or a three-quarters (3/4) majority vote of a quorum present at any meeting (but in no event by fewer than a majority of the directors then in office), provided the proposed change or changes were included in the notice of such meeting and delivered to all Directors at least thirty (30) days in advance.

**Article IX.  
Indemnification.**

The Corporation shall, to the fullest extent authorized by Chapters 613 and 181 of the Wisconsin Statutes, indemnify any Director or officer of the Corporation against all reasonable expenses and against all liability incurred by a Director or officer in any legal or other proceeding in which such Director or officer was a party because they were a Director or officer of the Corporation. The indemnification rights shall not be deemed to exclude any other rights to which the Director or officer may otherwise be entitled to indemnification under applicable law.