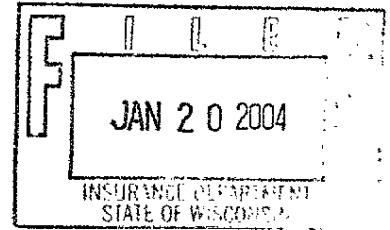


**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
ELDER CARE HEALTH PLAN, INC.**



The undersigned, being a natural person of the age of 18 years or more, hereby executes the following Amended and Restated Articles of Incorporation of Elder Care Health Plan, Inc., organized under Chapter 613 of the Wisconsin Statutes, that were adopted in accordance with Section 613.29 and Section 181.1003 of the Wisconsin Statutes as of the 16<sup>th</sup> day of October, 2003. These Amended and Restated Articles of Incorporation supercede and take the place of the existing articles of incorporation of the Corporation and any amendments thereto.

**ARTICLE I  
NAME**

The name of the Corporation shall be Elder Care Health Plan, Inc. (the "Corporation").

**ARTICLE II  
TERM OF EXISTENCE**

The period of the corporate existence shall be perpetual.

**ARTICLE III  
PURPOSE**

The purposes shall be to engage in any lawful activities authorized by Chapter 613 of the Wisconsin Statutes. The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue Law (hereinafter the "Internal Revenue Code"). The initial purposes of the Corporation shall be to provide disease management services to Medicare beneficiaries with chronic illnesses. The enrollees will be limited to individuals enrolled in Medicare Parts A and B and for which Medicare is the primary payor. Enrollment will also be limited to individuals with one of the following chronic diseases: diabetes, congestive heart failure, chronic obstruction pulmonary disease, coronary artery disease, and others as determined from time to time by the Board of Directors. The Corporation may engage in any and all other lawful activities incidental to or necessary for the accomplishment of the foregoing and any other lawful activity within the purposes for which corporations may be organized under Chapter 613 of the Wisconsin Statutes (and any successor statute thereto).

**ARTICLE IV  
RESTRICTIONS**

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, trustees, officers, or other private persons, except that the

Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its corporate purpose as set forth in Article III hereof. Notwithstanding the foregoing or anything contained in Article III, the Corporation shall be subject to the following:

- (a) The Corporation shall not carry on any activities which are not permitted to be carried on by a corporation that is exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, and to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
- (b) No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, officer or trustee of the Corporation or any private individual, within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- (c) The Corporation shall not participate or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- (d) No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; *provided, however,* that this provision shall not apply to activities consisting of carrying on propaganda or otherwise attempting to influence legislation, to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of Section 501(h) of the Internal Revenue Code.
- (e) At any time that the Corporation is or becomes a private foundation as described in Section 509(a) of the Internal Revenue Code and Section 181.0320 of the Wisconsin Statutes, the Corporation:
  - (i) Shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed in Section 4942 of the Internal Revenue Code;
  - (ii) Shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
  - (iii) Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
  - (iv) Shall not make any investments in a manner as to subject the Corporation to tax under Section 4944 of the Internal Revenue Code; and

- (v) Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

## ARTICLE V DISTRIBUTIONS AND DISSOLUTION

The Corporation may make distributions under Section 181.1302(3) of the Wisconsin Statutes in accordance with the provisions therein to the extent such distributions can be made by an organization described in Section 501(c)(3) of the Internal Revenue Code. Notwithstanding the foregoing or any other provision of these Articles of Incorporation, no payments, other than the contractual compensation for services rendered to policyholders or payments to policyholders, officers and employees in the ordinary course of business, may be made to the Members until thirty (30) days after the proposed action has been reported to the Office of the Commissioner of Insurance.

The Corporation may be dissolved upon the adoption of a plan of dissolution in the manner provided in Chapter 613 of the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed in accordance with the plan of dissolution as follows:

- (1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;
- (2) All remaining assets of the Corporation shall be distributed to the Member, if the Member is an organization described in Section 501(c)(3) of the Internal Revenue Code or is an entity that, for federal income tax purposes, is disregarded and treated as a division of an organization described in Section 501(c)(3) of the Internal Revenue Code;
- (3) All remaining assets of the Corporation shall be distributed to one or more organizations described in either Section 501(c)(3) of the Internal Revenue Code, or to the federal, state or local government, for a public purpose.

## ARTICLE VI MEMBERS

Elder Care of Wisconsin, Inc. shall be the sole member of the Corporation and only members shall be entitled to vote.

## ARTICLE VII BOARD OF DIRECTORS

The number of directors and the manner in which such directors shall be elected or appointed shall be provided for in the Bylaws. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law to be taken by the Board of Directors at a

meeting or by resolution may be taken without a meeting if a consent in writing setting forth the actions so taken is signed by at least two-thirds of the directors then in office.

**ARTICLE VIII  
PRINCIPAL OFFICE;  
REGISTERED AGENT**

The principal office of the Corporation at the time of adoption of these Articles of Incorporation is located at 2802 International Lane, Madison, Wisconsin 53704. The name and address of the registered agent of the Corporation at the time of adoption of the Articles are Karen Musser, 2802 International Lane, Madison, Wisconsin 53704.


**ARTICLE IX  
AMENDMENTS**

These Articles and the Corporation's Bylaws may be amended in the manner authorized by law at the time of amendment; *provided, however*, that no such amendment or restatement shall become effective unless and until approved by the Members.

**ARTICLE X  
INCORPORATOR**

The name and address of the incorporator are Karen Musser, 2802 International Lane, Madison, Wisconsin 53704.

Executed in duplicate on the 13<sup>th</sup> day of January, 2004.

  
\_\_\_\_\_  
Karen Musser  
President

This document was drafted by:  
Matthew L. Storms, Esq.  
Michael Best & Friedrich LLP  
One South Pinckney Street  
Madison, Wisconsin 53701-1806

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& FRIEDRICH LLP**  
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Member: Lex Mundi,  
A Global Network of more than  
150 Independent Firms

January 20, 2004

Mr. Steven Junior  
Office of the Commissioner of Insurance  
125 South Webster Street  
Madison, Wisconsin 53702

Re: Amended and Restated Articles of Incorporation and Amended and Restated  
Bylaws for Elder Care Health Plan, Inc.

Dear Mr. Junior:

Enclosed please find the Amended and Restated Articles of Incorporation and Amended and Restated Bylaws for Elder Care Health Plan, Inc. as part of its preliminary application. We currently anticipate that the remainder of the application for Elder Care Health Plan, Inc. will be completed this spring. Also, for your records, please note that attorney Tom Bixby is no longer with Michael Best & Friedrich LLP and that we will be working with Elder Care Health Plan, Inc. in completing its application with your office. If you have any questions or concerns regarding the attached, please feel free to contact either one of us.

Sincerely,

**MICHAEL BEST & FRIEDRICH LLP**

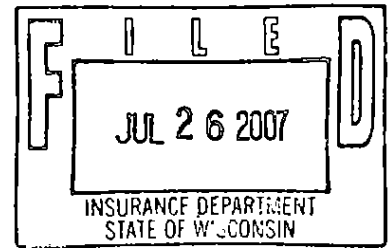


David J. Hanson  
Matthew L. Storms

Attachments

cc: Karen Musser  
Mark Joyce

**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION OF  
ELDER CARE HEALTH PLAN, INC.**



Elder Care Health Plan, Inc., a corporation organized and existing under Chapter 613 of the Wisconsin Statutes, proposes to amend its Articles of Incorporation as follows:

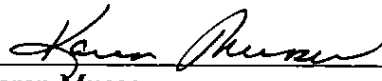
1. Article 1 of the Articles of Incorporation is hereby amended and restated in its entirety as follows:

“ARTICLE I NAME. The name of the corporation shall be Care Wisconsin Health Plan, Inc. (the “Corporation”).

This Amended Article is submitted by Elder Care Health Plan Inc. The amendment will be submitted for approval to Elder Care of Wisconsin, Inc., as Elder Care Health Plan, Inc.’s sole member, after submission to the Office of the Commissioner of Insurance and will become effective on August 1, 2007.

Dated this 23rd day of July, 2007.

Elder Care Health Plan, Inc.

  
\_\_\_\_\_  
Karen Musser  
President

This document was prepared by and is returnable to:

Karen Musser  
Elder Care of Wisconsin  
2802 International Lane  
Madison, WI 53704  
(608) 245-3061

**Parrett &  
O'Connell, LLP**  
ATTORNEYS AT LAW

10 East Doty Street  
Suite 621  
Madison, WI 53703  
Telephone (608) 251-1542  
Fax (608) 251-1996  
www.parrettoconnell.com

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Writer's Direct Telephone: (608) 251-1967  
Writer's E-mail Address: [nparrett@parrettoconnell.com](mailto:nparrett@parrettoconnell.com)

July 26, 2007

**HAND DELIVERED**

Jackie Karls  
Financial Analysis and Examinations Bureau  
Office of the Commissioner of Insurance  
State of Wisconsin  
P.O. Box 7873  
Madison, WI 53707-7873

Re: Elder Care Health Plan, Inc. – Name Change

Dear Ms. Karls:

Enclosed pursuant to Wis. Stat. § 613.29 are two copies of executed Articles of Amendment changing Elder Care Health Plan, Inc.'s name to Care Wisconsin Health Plan, Inc. effective August 1, 2007. We would appreciate your stamping one copy and returning it to us in the self-addressed stamped envelope.

Thank you very much for your attention to this matter.

Sincerely,

PARRETT & O'CONNELL, LLP

  
(Noreen J. Parrett)

Enclosure

cc: Richard Hinkel  
Karen Musser