

Approved at ECW Annual Meeting on May 19, 2005

Amended by Care Wisconsin Health Plan, Inc.'s Board of Directors on December 17, 2008

CARE WISCONSIN HEALTH PLAN, INC.
SECOND AMENDED AND RESTATED BYLAWS

ARTICLE I
NAME AND OFFICE

The name of the Corporation is Care Wisconsin Health Plan, Inc. (the "Corporation"), a Wisconsin nonstock corporation organized under Chapter 613 of the Wisconsin Statutes. Its principal location and office shall be in the County of Dane in the State of Wisconsin.

ARTICLE II
PURPOSES

The purposes of the Corporation shall be as set forth in the Articles of Incorporation.

ARTICLE III
MEMBERSHIP

Care Wisconsin First, Inc., a Wisconsin nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes, is the sole member of the Corporation. It is referred to herein as the "Voting Member." It shall have the sole vote on each matter submitted to a vote of the members at any membership meeting. It shall exercise its membership rights through its Board, which may, by resolution, authorize one or more of its officers or any other person so designated in the resolution, to exercise its vote on any member matter. The term of membership of the Voting Member shall be perpetual.

ARTICLE IV
MEETINGS OF MEMBER

Section 4.1 Annual Meetings of Member.

An annual meeting of the Voting Member shall be held each year on the same day as the annual meeting of the board of directors of Care Wisconsin First, Inc. (typically in the month of May) at such time and place as may be designated by the Chair of the Board of the Corporation or the President for the election of Directors and the transaction of such other business as may properly come before the meeting. If the annual meeting of the Voting Member is not held in any year on the same day as the annual meeting of Care Wisconsin First, Inc., the meeting may be held on a different date upon due notice or waiver of notice, and any election held and business transacted at such meeting shall be as valid as if held or transacted in accordance with this Section 4.1.

Section 4.2 Special Meetings of Member.

Special meetings of the Voting Member shall be held whenever called by the Chair of the Board, the President of the Corporation or the Voting Member, at such time and place and for such purposes as the officer or Voting Member calling the meeting may designate.

Section 4.3 Notice and Waiver of Notice of Member Meetings.

Written notice of the annual meeting or any special meeting of the Voting Member must be given to the Voting Member in a way that is fair and reasonable in accordance with Section 181.0705, Wis. Stats. When any notice is required to be given under Chapter 613 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the Voting Member, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4.4 Informal Action.

Any action required to be taken at a meeting of the Voting Member, or any other action that may be taken at a meeting of the Voting Member, may be taken without a meeting if a consent in writing setting forth the action to be taken is signed by an authorized officer or other designated representative of the Voting Member. For purposes of this section, pursuant to § 181.0704(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in § 181.0103 (10p) of the Wisconsin Statutes, as amended from time to time.

ARTICLE V
BOARD OF DIRECTORS

Section 5.1 General Powers.

The management, control and operation of the affairs and properties of this Corporation shall vest and be in the directors of the Corporation (the “Directors”), subject however to the provisions of Article VIII of these Bylaws. The Board of Directors (the “Board”), however, may authorize one or more persons to exercise some or all of the powers it may otherwise have the right to exercise. The person or persons shall have such duties and responsibilities that are delegated by the Board.

Section 5.2 Number, Types and Terms of Office of Directors.

- A. Number of Directors. The Board shall consist of no fewer than five (5) and no more than nine (9) Directors, as determined from time to time by resolution of the Board. The initial Board shall consist of five (5) Directors.
- B. Specific and Exofficio Directors
 - 1. The President of the Corporation shall be an ex-officio voting member of the Board and shall continue as such a member as long as he or she holds the office of President of the Corporation (a “Specific Director”).
 - 2. The Board may designate from time to time additional employees or representatives of the Corporation who serve ex-officio as Specific Directors, either with or without voting rights as determined by the Board; provided, however, pursuant to Sections 613.51(2) and 611.51(2), Wis. Stats., if the Corporation has fewer than nine (9) Directors, only one Director may be an employee or representative of the Corporation.

Pursuant to Section 613.51(3), Wis. Stats., if the Corporation has nine (9) or more Directors, employees or representatives of the Corporation may not constitute a majority of the Board.

- C. Elected Directors. Except for Directors named pursuant to Section 5.2B, all other Directors (the “Elected Directors”) shall be elected in accordance with this Section 5.2C and shall serve for a term of three (3) years and until such Director's successor is elected and qualified. The initial members of the Board shall serve staggered terms as follows: (i) one Director shall serve a one (1) year term, (ii) two Directors shall serve a two (2) year term, and (iii) two Directors shall serve a three (3) year term. Thereafter, each Director shall serve for a three (3) year term. Each Director shall hold office until his or her successor shall have been duly elected and qualified or until his or her death, resignation or removal.
- D. Vacancies and Removal. When vacancies on the Board occur by reason of death, resignation, failure of qualification, or otherwise, the Board shall fill the vacancy and such person shall serve until the next annual meeting of the Voting Member at which time the Voting Member shall confirm or replace that Director. Any Director may be removed from office by the Voting Member. The Director being removed must receive written notice of the removal pursuant to Section 181.0809(2)(b) and (c), Wis. Stats.

Section 5.3 Election and Qualifications.

Each year at its annual meeting, the Voting Member shall elect the number of Elected Directors necessary to maintain staggered terms of three (3) years each, and such additional persons as may be necessary to fill unexpired terms of Elected Directors who have resigned or are otherwise no longer serving as Directors. The Board of this Corporation may make recommendations to the Voting Member regarding the Elected Directors. The Specific Directors shall serve as Directors as long as they shall hold the titles or positions that qualify them as Specific Directors, and upon their ceasing to hold such titles or positions, their successors to such titles or positions shall immediately become ex-officio voting members of the Board. The Board may, from time to time, prescribe such qualifications for membership on the Board, in addition to any qualifications set forth in the Bylaws or the Articles of Incorporation, as it shall deem appropriate. No person shall serve as a Director who is simultaneously serving as a Director, officer, employee or agent for another insurer if the effect is to lessen competition substantially or if the two insurers have materially adverse interests.

Section 5.4 Annual Meeting of Board of Directors.

An annual meeting of the Board shall be held on the same day as the annual meeting of the Voting Member immediately following the annual meeting of the Voting Member, at such place as may be designated by the Voting Member for the election of officers and the transaction of such other business as may properly come before the meeting. The annual meeting of the Board may be held on a different date upon due notice or waiver of notice, and any election held and business transacted at such meeting shall be valid as if held or transacted on the same day as the annual meeting of the Voting Member.

Section 5.5 Other Regular Meetings and Special Meetings.

Other regular meetings of the Board may be held without notice at such regular recurring times, and at such place as the Board or the President of the Corporation may designate. Special meetings of the Board shall be held whenever called by the President of the Corporation, or at least three Directors of the Corporation, at such time and place and for such purposes as the officer or Directors calling the meeting may designate.

Section 5.6 Quorum.

Except as otherwise provided under the provisions of Chapter 613 of the Wisconsin Statutes, by the Articles of Incorporation or these Bylaws, a majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board, provided that if a quorum is not present, a majority of those Directors that are present may adjourn the meeting from time to time without further notice.

Section 5.7 Manner of Acting.

The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board except where otherwise provided by Chapter 613 of the Wisconsin Statutes, by the Articles of Incorporation or these Bylaws. Roberts Rules of Order shall govern the conduct of meetings of the Board except when the procedure is specifically provided for in these Bylaws.

Section 5.8 Meetings by Electronic Communications.

Members of the Board or any committee of the Board may conduct any regular or special meeting by use of any electronic means of communication provided that: (1) all participating Directors may simultaneously hear each other or read each other's communications during the meeting or (2) all communication during the meeting is immediately transmitted to each participating Director and 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. Participation in such manner shall constitute presence in person at such meeting for the purposes of these Bylaws.

Section 5.9 Compensation.

Whether the Directors receive compensation for their services as Directors, and the terms and conditions for such compensation, shall be determined by the Board. Whether or not the Directors receive compensation for service on the Board, an individual who serves as a Director shall be eligible for reasonable compensation for services rendered to the Corporation in another capacity and for reimbursement for expenses incurred by the Director in carrying out the Corporation's business.

Section 5.10 Notice and Waiver of Notice.

- A. Notice. Written notice of the annual meeting of the Board and each special meeting of the Board, specifying the place, date and hour of the meeting, shall be delivered in writing to each Director via United States first class mail, personal delivery, facsimile, or e-mail, provided that any Director may advise the Secretary in writing that he or she requires notice by U.S. mail. Notice of the annual meeting shall be given at least fourteen (14) but not more than forty-five (45) days in advance of the annual meeting. Notice of special meetings shall contain a brief description of the matters to be addressed and shall be given at least twenty-four hours in advance if delivered by facsimile, email or personal delivery or at least seventy-two hours in advance if notice is given by mail or private carrier. Any meeting at which the amendment of the Bylaws is to be considered requires at least seven days advance notice. Written notice shall be deemed given at the earlier of the time it is received or at the time it is deposited with postage prepaid addressed to each Director at such person's address as it appears on the records of the Corporation in the U.S. mail or delivered to the private carrier. If sent by facsimile or e-mailed, such notice shall be deemed to be delivered on the date that the notice is electronically transmitted to the Director in a manner authorized by the Director.
- B. Waiver of Notice. When any notice is required to be given under Chapter 613 of the Wisconsin Statutes or under the provisions of the Articles of Incorporation or the Bylaws of this Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of any business because the meeting is not lawfully called or convened.

Section 5.11 Conflict of Interest Policy.

The Board shall adopt a conflicts of interest policy that is consistent with the requirements of Section 613 of the Wisconsin Statutes.

ARTICLE VI
OFFICERS

Section 6.1 Officers.

The officers of the Corporation shall be a President, a Secretary, and a Treasurer (the "Principal Officers") and such other officers as the Board deems desirable. In addition, the officers shall include such Vice Presidents, Assistant Secretaries, and Assistant Treasurers as shall be appointed by the President and reported to the Board. Officers do not need to be Directors; provided, however, that the President shall serve ex officio as a voting Director. The Principal Officers shall be three (3) separate natural persons.

Section 6.2 Election and Term of Office.

Except as otherwise provided in these Bylaws, the officers of the Corporation shall be elected by the Board at the Annual Meeting of the Board. Each officer shall hold office for a term of one (1) year and until a successor shall have been duly elected and qualified or until his or her prior death, resignation or removal.

Section 6.3 Removal.

Any officer may be removed by the Board whenever, in its judgment, such removal is in the best interests of the Corporation.

Section 6.4 Vacancies.

A vacancy in any office because of death, resignation, removal or otherwise, shall be filled by the Board for the unexpired portion of the term.

Section 6.5 President

- A. Authority of the President. The President, unless otherwise determined by the Board, shall be the Chief Executive Officer of the Voting Member. Unless otherwise determined by the Board, he/she shall serve as President as long as he or she holds the position of Chief Executive Officer of the Voting Member. In addition to the President's powers to appoint other officers under Section 6.9 and subject to such rules as may be prescribed by the Board and these Bylaws, the President shall have authority to appoint such agents or employees of the Corporation as the President shall deem necessary, to prescribe their powers, duties and compensation, and to delegate authority to them. Such agents and employees shall hold office at the discretion of the President. The President shall have authority to sign, execute, and deliver in the Corporation's name all documents and instruments either when specifically authorized by the Board of Directors 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 documents or 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 to executed by some other officer or agent. Except as otherwise provided by law or the Board, the President may authorize the Vice President(s) or other officer or agent of the Corporation to sign, execute, acknowledge and deliver such documents and instruments in his or her place. In general, the President shall perform all duties incident to the office of President and such other duties as from time to time may be assigned to him or her by the Board. The President shall serve ex-officio as a voting member of the Board of Directors; provided, however, that the President shall not participate in any decisions of the Board related to the compensation or performance of the President.
- B. Contract Issues. If an employment contract is in effect between the Corporation and the President, the foregoing provisions of this section shall be subject to the terms and conditions of such contract, and the President shall perform all the

duties prescribed in such contract in accordance with the terms and conditions thereof; provided, however, that such contract shall not limit the Board's right to remove an officer of the Corporation pursuant to Section 6.3 but such removal shall be without prejudice to the President's contract rights, if any.

- C. Acting President. In the absence of the President or in the event of his or her death, inability or refusal to act, the Board shall appoint an individual to serve as Acting-President and to perform the duties of President until such time as the President is able to resume his or her duties or the Board appoints a new President. The Acting-President shall have all the powers of and be subject to all the restrictions upon the President.

Section 6.6 Chair of the Board.

The Chair of the Board (if there is one) shall, when present, preside at all meetings of the Board. The Chair shall perform all duties incident to the office of the Chair and such other duties as may be prescribed by the Board from time to time.

Section 6.7 Secretary.

The Secretary shall sign documents of the Corporation from time to time as required and shall keep the minutes of the meetings of the Board in one or more books provided for that purpose; shall see that all notices are duly given in accordance with the provisions of these Bylaws, or as required by law; shall be custodian of the corporate records of the Corporation. He or she shall sign all documents as required by his/her office, and shall perform such other duties as may be assigned to him/her by the Board.

Section 6.8 Treasurer.

The Treasurer shall be responsible for the custody of all funds of the Corporation. He/she shall see that an adequate and accurate accounting system is maintained; that financial reports are presented to the Board; and that all expenditures are proper. He/she shall be responsible for the custody of all financial books and records of the Corporation; and shall have such other powers and duties as are incidental to the office of Treasurer.

Section 6.9 Other Officers

The President may appoint other officers, including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers, who shall have such duties as determined from time to time by the President. If such an officer is employed by the Corporation, his/her role as an officer shall terminate immediately upon termination of employment with the Corporation without further action of the President.

ARTICLE VII COMMITTEES OF THE BOARD OF DIRECTORS

Section 7.1 Establishment and Appointments of Committees.

In accordance with Section 613.56, Wis. Stats., the Board, by resolution adopted by a

majority of the full Board, may designate one or more committees. The Board shall have such committees as the Board deems desirable. Each committee must consist of three (3) or more Directors. All Directors who are not members of a given committee shall be alternate members of such committee, upon the request of the Chair of the Board, the President, or the chair of such committee. The designation of a committee and delegation of authority to it shall not relieve the Board or any Director of responsibility imposed by law. Each committee shall establish its own rules governing the conduct of its activities, not inconsistent with the rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

Section 7.2 Delegation of Powers.

When the Board is not in session, a committee that satisfies all the requirements for the composition of a full board under Section 613.51, Wis. Stats. (a “Major Committee”), may exercise any of the powers of the Board to the extent authorized in the resolution appointing the committee members pursuant to Section 7.1. When the Board is not in session, a committee that does not satisfy the requirements for a full Board (an “Ordinary Committee”) may exercise the powers of the Board to the extent authorized in the resolution appointing the committee members pursuant to Section 7.1, except it may not take action in respect to:

- A. Compensation or indemnification of any person who is a Director, Principal Officer or one of the three most highly paid employees,
- B. Approval of any contract involving certain voidable and restricted transactions, which must be approved by the Board pursuant to Sections 611.60 and 611.61, Wis. Stats. as applied to this Corporation by Section 613.60, Wis. Stats., or any other transaction in which a Director has a material financial interest adverse to the Corporation;
- C. Amendment of the Bylaws;
- D. Any decision requiring the approval of the Voting Member;
- E. Amendment or repeal of any action previously taken by the Board which by its terms is not subject to amendment or repeal by a committee;
- F. Distributions to the Voting Member, other than in the routine implementation of policy determinations of the Board;
- G. Selection of the Principal Officers; and
- H. Filling vacancies on the Board or any committee, except for filling temporary vacancies, which appointments shall last no longer than the end of the next Board meeting.

Section 7.3 Subsequent Review.

If an Ordinary Committee took action with respect to any transaction in which an officer has a material financial interest adverse to the Corporation, the Board or a Major Committee shall review such transaction at its next meeting following action by the Ordinary Committee.

Section 7.4 Quorum and Manner of Acting

Except as otherwise provided under Chapter 613 of the Wisconsin Statutes, the Articles of Incorporation or the Bylaws, a quorum of a committee consists of a majority of the Directors appointed to serve on the committee. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors appointed to serve on the committee who are present at the committee meeting shall be the act of the committee, unless Chapter 613 of the Wisconsin Statutes, the Articles of Incorporation or the Bylaws require a different vote.

Section 7.5 Informal Action.

Any action required to be taken at a meeting of any committee, or any other action that may be taken at a meeting of such committee, may be taken without a meeting if a consent in writing setting forth the action to be taken shall be signed by all members of the committee entitled to vote with respect to the subject matter thereof. Any such consent signed by all the members of a committee shall have the same effect as a unanimous vote and may be stated as such in any document relating to the action taken. For purposes of this section, pursuant to § 181.0821(1m) of the Wisconsin Statutes, “in writing” includes a communication that is transmitted or received by electronic means, and “signed” includes an electronic signature, as defined in § 181.0103 (10p), Wis. Stats., as amended from time to time.

ARTICLE VIII
TRANSACTIONS REQUIRING VOTING MEMBER APPROVAL

Notwithstanding anything to the contrary contained in these Bylaws, the following actions require the prior authorization or approval of the Voting Member of the Corporation:

- A. Merger, conversion into a stock or mutual corporation, or voluntary dissolution of the Corporation;
- B. Amendment or restatement of the Articles of Incorporation of the Corporation or of the Bylaws, except as provided in Article XIII;
- C. A transfer or other disposition of all, or substantially all, the property and assets of the Corporation; or,
- D. The establishment, formation, acquisition, merger, consolidation or dissolution of any subsidiary corporation of the Corporation.
- E. Any action that would affect the tax-exempt status of either the Corporation or the Voting Member.
- F. Action on any matter that is determined to be under the control of the Voting Member under the Articles of Incorporation, these Bylaws, or Chapter 613 of the Wisconsin Statutes.

ARTICLE IX
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 9.1 Contracts.

The Board may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 9.2 Checks, Drafts, Etc.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 9.3 Deposits.

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

ARTICLE X
BOOKS, RECORDS AND ACCOUNTS

The Corporation shall keep or cause to be kept correct and complete books and records of account and shall also keep minutes of the proceedings of the Board and its committees. In addition, the Corporation shall annually cause a certified audit of its accounts to be made and shall cause to be filed the necessary reports, tax returns and other documents required by law. Pursuant to Sections 613.51(6), Wis. Stats., the Voting Member shall have access to the books and records of the Corporation as provided for in Sections 181.1601 to 181.1605 of the Wisconsin Statutes.

ARTICLE XI
INDEMNIFICATION

Section 11.1 Mandatory Indemnification.

This Corporation shall indemnify a Director or officer to the extent he or she has been successful on the merits or otherwise in the defense of a Proceeding, as that term is defined in Section 181.0871, Wis. Stats, for all reasonable expenses incurred in the Proceeding if the Director or officer was a party because he or she is a Director or officer of this Corporation.

Section 11.2 Additional Indemnification.

- A. Directors and Officers. In cases not included under Section 11.1, this Corporation shall indemnify a Director or officer against liability incurred by the Director or

officer in a Proceeding to which the Director or officer was a party because he or she is a Director or officer of this Corporation, unless liability was incurred because the Director or officer breached or failed to perform a duty he or she owes to this Corporation and the breach or failure to perform constitutes any of the following:

1. A willful failure to deal fairly with this Corporation in connection with a matter in which the Director or officer has a material conflict of interest.
 2. A violation of criminal law, unless the Director or officer had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.
 3. A transaction from which the Director or officer derived an improper personal profit.
 4. Willful misconduct.
- B. Employees and Agents. The Corporation shall indemnify its employees and authorized agents, acting within the scope of their duties as such, to the same extent as Directors or officers hereunder.

Section 11.3 Method of Determining Indemnification.

- A. Subject to Section C of this Section, the method for determining the rights of the Directors, officers, employees or agents to indemnification and reimbursement under Chapter 181 of the Wisconsin Statutes, or the Bylaws of this Corporation shall be as follows: by a majority vote of a quorum of the Board consisting of Directors not at the time parties to the same or related proceedings. If a quorum of disinterested Directors cannot be obtained, by a majority vote of a workgroup duly appointed by the Board and consisting solely of two (2) or more Directors not at the time parties to the same or related proceedings. Directors who are parties to the same or related proceedings may participate in the designation of members of the workgroup.
- B. If there are not at least two disinterested Directors to constitute the workgroup referred to in Paragraph A, then the right to reimbursement shall be determined by the Voting Member or independent legal counsel, selected by the Voting Member.
- C. No indemnification shall be granted until at least thirty (30) days after notice has been given to the Wisconsin Commissioner of Insurance providing full details about the proposed indemnification.

Section 11.4 Expenses.

Upon written request by a Director, officer, employee or agent who is a party to a proceeding, this Corporation, in its discretion, may pay or reimburse his or her reasonable expenses as incurred if the Director or officer provides this Corporation with all of the following:

- A. A written affirmation of his or her good faith belief that he or she has not breached or failed to perform his or her duties to this Corporation.
- B. A written undertaking, executed personally or on his or her behalf, to repay the allowance and, if required by this Corporation, to pay reasonable interest on the allowance to the extent that it is ultimately determined that indemnification is not required. The undertaking under this Section 11.4 will be an unlimited general obligation of the Director or officer and may be accepted without reference to his or her ability to repay the allowance. The undertaking may be secured or unsecured.

Section 11.5 Insurance. This Corporation may purchase an insurance policy to fund all or any portion of its indemnity obligations created under this Article XI.

Section 11.6 Indemnification Provisions Constitute a Contract.

The foregoing indemnification provisions of this Article constitute a contract between the Corporation and the respective officers, Directors and other persons described above and for whose benefit indemnification is provided under this Article.

ARTICLE XII FISCAL YEAR

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

ARTICLE XIII AMENDMENTS

Section 13.1 By Voting Member.

These Bylaws may be amended or repealed and new Bylaws may be adopted by the Voting Member.

Section 13.2 By Directors.

These Bylaws may be amended by the Board at any meeting upon the vote of two-thirds (2/3) of the Directors then in office, provided that a statement of the nature of the proposed amendment is included in the notice of such meeting, and further provided that no bylaw adopted or amended by the Voting Member shall be amended or repealed by the Directors unless the bylaw adopted by the Voting Member confers such authority upon the Directors.

ARTICLE XIV DISSOLUTION

The Corporation may be dissolved only upon the consent of the Voting Member and subject to any other requirement specified in the Articles of Incorporation and Chapter 613 of the Wisconsin Statutes. Upon dissolution of the Corporation, the Board shall, after paying or making provision for the payment of all the liabilities of the Corporation and making any

necessary filings with the Wisconsin Commissioner of Insurance, disburse of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

ARTICLE XV
MISCELLANEOUS

Section 15.1 Gender Neutral Language.

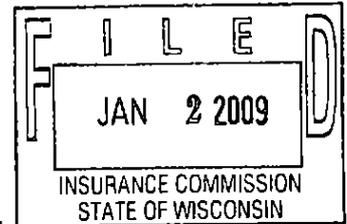
Any word in these Bylaws that references one gender shall be applied to any gender whenever appropriate.

Section 15.2 Non-Discrimination.

The Corporation shall not discriminate on the basis of race, gender, national origin, sexual orientation, religion or any other prohibited basis in any of its programs or in its governance.

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**AMENDMENT TO THE
BYLAWS OF
CARE WISCONSIN HEALTH PLAN, INC.**



Section 7.1 of the Care Wisconsin Health Plan, Inc. (the “Health Plan”) Bylaws was amended at by resolution of the Health Plan’s Board of Directors at a meeting held on December 17, 2008 as follows:

RESOLVED, that the Health Plan bylaws are amended as follows:

Section 7.1 is amended as follows:

Section 7.1 Establishment and Appointments of Committees.

In accordance with Section 613.56, Wis. Stats., the Board, by resolution adopted by a majority of the full Board, may designate one or more committees. The Board shall have ~~a Finance and Audit Committee and~~ such other committees as the Board deems desirable. Each committee must consist of three (3) or more Directors. All Directors who are not members of a given committee shall be alternate members of such committee, upon the request of the Chair of the Board, the President, or the chair of such committee. The designation of a committee and delegation of authority to it shall not relieve the Board or any Director of responsibility imposed by law. Each committee shall establish its own rules governing the conduct of its activities, not inconsistent with the rules promulgated by the Board, and shall make such reports to the Board of its activities as the Board may request.

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

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RECEIVED
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December 30, 2008

Jackie Karls
Office of the Commissioner of Insurance
State of Wisconsin
P.O. Box 7873
Madison, WI 53707-7873

Re: Care Wisconsin Health Plan, Inc.
Amendment of Bylaws

Dear Ms. Karls:

Pursuant to Wis. Stat. § 613.12(2), enclosed with this letter is a copy of the resolution adopted by Care Wisconsin Health Plan, Inc.'s Board of Directors at its December 17, 2008 meeting amending the company's bylaws. The effect of the bylaw amendment is to eliminate the requirement for a Finance and Audit Committee, since the Board as a whole manages the audit process.

Please let me know if you have any questions on the enclosed amendment.

Sincerely,

PARRETT & O'CONNELL, LLP



Noreen J. Parrett

Enclosure

cc: Karen Musser
Wayne Hagenbuch