

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

The undersigned officer certifies that the following Second Amended and Restated Articles of Incorporation of Care Wisconsin Health Plan, Inc., a service insurance corporation organized under Chapter 613 of the Wisconsin Statutes, that were adopted in accordance with Section 613.29 and Section 181.1006 of the Wisconsin Statutes. These Second Amended and Restated Articles of Incorporation supersede and take the place of the existing articles of incorporation of the Care Wisconsin Health Plan, Inc. and any amendments thereto.

**ARTICLE I
NAME**

The name of the Corporation shall be Care Wisconsin 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 purposes of the Corporation shall be to provide integrated care benefit packages relating to management of long-term care supports and services, acute and primary health services and behavioral health services, including through Medicare, SSI, and BadgerCare Plus. 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 Sections 181.1302(3) and 181.1302(4) 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

The sole member of the Corporation is [My Choice Family Care Wisconsin, Inc.], a Wisconsin nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes (“**Member**”), and only the Member may vote on matters submitted or reserved to the member of the Corporation.

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.

ARTICLE VIII PAYMENT OF OPERATING COSTS

The Member and providers of services are not subject to assessments for the purpose of paying operating costs or financial deficits of the Corporation.

**ARTICLE IX
PRINCIPAL OFFICE;
REGISTERED AGENT**

The principal office of the Corporation at the time of adoption of these Articles of Incorporation is located at 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226. The name and address of the registered agent of the Corporation at the time of adoption of the Articles is Kevin Collins, 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226.

**ARTICLE X
AMENDMENTS**

These Articles and the Corporation's Bylaws may be amended only with Member's written consent.

[Signature Page Follows]

CERTIFICATE

This is to certify that:

1. The foregoing Second Amended and Restated Articles of Incorporation require approval by the Member and filing with the Commissioner of Insurance for the State of Wisconsin (the "OCI"). These Second Amended and Restated Articles of Incorporation were filed with the OCI on October 31, 2019.
2. The Member approved these Second Amended and Restated Articles of Incorporation to be effective as of 11:59 p.m. on the 31st day of December, 2019.
3. When effective, these Second Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and any amendments thereto.

Maria Ledger, CEO

This Document was drafted by:

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