

**THIRD AMENDED AND RESTATED BYLAWS
OF
CARE WISCONSIN HEALTH PLAN, INC.**

ARTICLE I.

CORPORATION

1.01 Responsibilities. Care Wisconsin Health Plan, Inc. (the “**Corporation**”) is a Wisconsin nonstock corporation organized under Chapter 613 of the Wisconsin Statutes.

1.02 Purposes. The Corporation shall carry out its corporate purposes in a manner that is consistent with the Corporation’s Articles of Incorporation, as amended and restated from time to time (the “**Articles of Incorporation**”), and these Bylaws, as amended and restated from time to time (the “**Bylaws**”).

1.03 Corporate Offices. The Corporation shall have and continuously maintain in the State of Wisconsin a registered office and a registered agent, with addresses set forth in the Articles of Incorporation. The Corporation may have such other offices within or without the State of Wisconsin as the Board of Directors may from time to time determine.

ARTICLE II.

MEMBER

2.01 Member. The sole member of the Corporation is [My Choice Family Care, Inc.], a Wisconsin nonprofit corporation organized under Chapter 181 of the Wisconsin Statutes (“**Member**”). The Member’s Chief Executive Officer shall have authority to approve each matter submitted for Member approval.

2.02 Rights of the Member. The Member may undertake any actions or exercise any rights afforded to it pursuant to the Articles of Incorporation, these Bylaws, Chapter 613 of the Wisconsin Statutes in its capacity as the Member and in compliance with Chapter 181 of the Wisconsin Statutes and any regulating agencies.

2.03 Actions Requiring Member Approval. Notwithstanding anything to the contrary contained in these Bylaws, the following actions require the prior authorization or approval of the Member:

- (a) Merger, conversion, or voluntary dissolution of the Corporation;
- (b) Amendment or restatement of the Articles of Incorporation of the Corporation or of the Bylaws;
- (c) A transfer or other disposition of all, or substantially all, the property and assets of the Corporation;

(d) The establishment, formation, acquisition, merger, consolidation or dissolution of any subsidiary corporation of the Corporation; or

(e) Any action that would affect the tax-exempt status of either the Corporation or the Member.

2.04 Method of Action. The Member's approval shall be provided by written consent signed by the Member's Chief Executive Officer or his or her designee and presented to the Corporation's Secretary.

2.05 Annual Meeting. An annual meeting of the Member shall be held each year. Failure to hold the annual meeting shall not act as a forfeiture or dissolution of the Corporation.

2.06 Special Meetings. Special meetings of the Member, for any purpose, unless otherwise prescribed by statute, may be called by the Member, the Chief Executive Officer, or the Chairperson.

2.07 Place of Meetings. Meetings of the Member may be held at any place within or without Wisconsin designated by the Board of Directors. If no designation is made, the place of meeting shall be the principal office of the Corporation.

2.08 Notices. Written notice stating the date, time and place of any meeting of the Member and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than seven (7) days nor more than sixty (60) days before the date of the meeting, either personally, by mail or electronic mail. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered. The Secretary shall provide notice to the Member.

2.09 Waiver of Notice. The transactions of any meeting of the Member of the Corporation, however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if the Member's Chief Executive Officer or his/her designee is present.

2.10 Action Without Meeting. Any action which may be taken at a meeting of the Member may be taken without a meeting if a written consent or consents, describing the action so taken, is signed by the Member's Chief Executive Officer. The Member shall deliver the consent to the Corporation for inclusion in the corporate records.

ARTICLE III.

BOARD OF DIRECTORS

3.01 General Powers. Subject to the limitations of the Articles of Incorporation, these Bylaws, the rights of the Member, and the laws of the State of Wisconsin, the business and affairs of the Corporation shall be managed by its Board of Directors.

3.02 Number; Term; Selection; Removal.

(a) Number. The number of Directors of the Corporation shall be any number that is not less than five (5). The Chief Executive Officer shall serve on the Board of Directors ex-officio with vote.

(b) Appointments. The voting Directors as of the effective date of these Bylaws and the terms of such voting Directors shall be as set forth in the attached Exhibit A. The Member shall appoint all subsequent Directors.

(c) Term. Other than shorter terms for appointments under these Bylaws and the ex-officio director, Directors shall serve for a term of three years, unless a Director resigns, is removed, or otherwise becomes unable to serve.

(d) Removal. A voting Director (except an ex-officio director) may be removed with or without cause by the Member or by the vote of more than two-thirds of the other Directors then serving on the Board of Directors, either at a regular meeting or at any special meeting called for that purpose.

3.03 Vacancies. Any vacancy occurring in the Board of Directors may be filled by the Member who shall appoint a new Director and set the new Director's term up to three years.

3.04 Qualifications. All Directors shall be residents of the State of Wisconsin at all times during their terms of service as Directors and shall satisfy any requirements of Directors under Wis. Stat. 613.51. No Director shall be compensated for serving on the Board.

3.05 Responsibilities of Directors. The business of the Corporation shall be managed by its Board of Directors. In addition to the functions provided in the Wisconsin Statutes, the functions and responsibilities of the Board of Directors of the Corporation shall include the following:

(a) Supporting Organization. The Directors shall engage in activities in furtherance and support of the charitable, scientific, literary, and educational purposes of the Corporation.

(b) Ethics Policy. All Directors shall comply with the ethics and conflicts of interest provisions in **Error! Reference source not found.**, below, and Section 613 and Section 181.0831 of the Wisconsin Statutes, or any similar successor provision thereto.

3.06 Annual Meeting. The Annual Meeting of the Board of Directors shall be held immediately before or immediately after the second regular meeting of each year at the Corporation's principal offices, or such other date and place fixed by the Board of Directors.

3.07 Regular Meetings. Regular Meetings of the Board of Directors shall be held at such times and places fixed by the Board of Directors, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 3.09. The Board will have no fewer than four (4) meetings per year, including the annual meeting and any special meeting. The Board of Directors may consider and act upon any business of the Board of

Directors which may come before the meeting.

3.08 Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Chair of the Board or any two Directors. The person or persons authorized to call Special Meetings of the Board of Directors may fix the time and place, within the State of Wisconsin, as the time and place for holding any Special Meeting of the Board of Directors called by them, pursuant to prior notice or by resolution adopted at a prior meeting of the Board of Directors in accordance with the provisions of Section 3.09. No business except that specified in the notice of the meeting shall be transacted at any special meeting, except on waiver of all of the Directors in writing.

3.09 Notice. Notice to Directors shall be given prior to each meeting, either personally, by written notice delivered personally, mailed to each Director at his or her business address, or by electronic mail to the address on file with the Corporation. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. If notice is given by electronic mail, such notice shall be deemed to be delivered when the electronic mail is delivered. Notice by mail shall be provided seven (7) days prior to the meeting. Personal or electronic mail notice shall be provided three (3) days prior to the meeting. Whenever any notice is required to be given to any Director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation or under the provisions of any law, a waiver thereof in writing, signed at any time, whether before or after the time of the meeting, by the Director entitled to such notice, 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 has not been lawfully called or convened.

3.10 Quorum. Except as otherwise set forth under the provisions of Chapter 613 of the Wisconsin Statutes, by the Articles of Incorporation, or these Bylaws, the presence of a majority of the Board of Directors then serving shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. For avoidance of doubt, transaction of business at any meeting of the Board of Directors is subject to all voting and majority requirements set forth in these Bylaws. Although less than a quorum is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice, but a quorum shall be required for the transaction of other business.

3.11 Telephonic Participation in Meetings. Unless the Chair of the Board shall stipulate otherwise, Directors and committee members may participate in any regular or special meeting of the Board and in any committee meeting by any means of communications by which either (i) all participating Directors may simultaneously hear each other during the meeting or (ii) all communications during the meeting are immediately transmitted to each participant and each participant is able to immediately send messages to all other participants. If a meeting is conducted by one of the foregoing means, all participants must be informed that a meeting is taking place at which official business may be transacted and each participant in such a meeting shall be deemed present in person at such meeting.

3.12 Action without a Meeting. As provided in Chapter 613 of the Wisconsin Statutes, any actions required or permitted by the Articles of Incorporation, these Bylaws or any provisions

of Chapter 613 of the Wisconsin Statutes, to be taken at a meeting of the Board of Directors may be taken without a meeting if one or more written consents, setting forth the action so taken, shall be signed by at least two-thirds of the Directors then serving on the Board of Directors.

3.13 Voting. Each Director is entitled to cast one vote on all matters presented to the Board of Directors. The vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors, unless the act of a greater proportion or number is required by the Wisconsin Nonstock Corporation Law, the Articles of Incorporation or these Bylaws. Voting by proxy is not permitted.

3.14 Committees.

(a) In accordance with Section 613.56 of the Wisconsin Statutes, the board of Directors may, by resolution adopted by a majority of the Directors then serving on the Board of Directors, designate one or more committees of the Board with delegated authority of the Board of Directors. The committee shall have such powers and duties, not inconsistent with 3.14(d) or any existing delegation of powers to a committee of Directors, as may be provided in the resolution creating such committee or as thereafter supplemented or amended by further resolution. Each such Committee shall consist of at least three (3) Directors.

(b) The Board of Directors by resolution may create advisory committees with no delegated authority of the Board of Directors, having such duties, not inconsistent with any existing delegation to a committee, as may be provided in the resolution creating such committee adopted or as thereafter supplemented or amended by further resolution.

(c) The Chair of the Board, Secretary, and Treasurer shall comprise the Executive Committee. The Executive Committee shall have and may exercise, when the Board of Directors is not in session and subject to 3.14(d), all of the powers of the Board of Directors in the management of the business and affairs of the Corporation.

(d) No committee may act in lieu of the entire Board of Directors in respect to: (i) powers reserved by the Board of Directors to itself, (ii) apportionment or distribution of proceeds, (iii) election of Officers, (iv) amendments to the Bylaws, (v) any decision requiring the approval of the Member, or (vi) 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. The Board of Directors may elect Directors to serve as alternate Directors of any committee. Each committee shall fix its own rules governing the conduct of its activities, not inconsistent with rules promulgated by the Board of Directors, and shall make such reports to the Board of Directors of its activities as the Board may request. The Board of Directors may, by resolution, dissolve any committee other than the Executive Committee.

3.15 Compensation. Directors shall receive no salaries for their services but, by resolution of the Board, may receive an amount sufficient to defray expenses incurred in performance of such services as may be required of them by the Board.

ARTICLE IV.

OFFICERS

4.01 Number. The principal Officers of the Corporation shall be a Chair of the Board, Vice Chair, a Secretary, a Treasurer, and a Chief Executive Officer. The Chair, Vice Chair, Secretary, Treasurer and assistant/vice Officers as may be deemed necessary may be elected or appointed by the Board of Directors in accordance with Section **Error! Reference source not found.** The Chief Executive Officer is appointed and subject to the Board of Directors' authority as set forth in Section **Error! Reference source not found.** Any two (2) or more offices may be held by the same person, except the offices of Chair of the Board and Secretary or the offices of Chair of the Board and Vice Chair. The principal Officers other than the Chief Executive Officer shall be elected from among the members of the Board of Directors.

4.02 Election and Term of Office. The Chair, Vice Chair, Secretary and Treasurer shall be elected by a majority of the Board of Directors at the annual meeting of the Directors. If the election of Officers is not held at such meeting, such election shall be held as soon thereafter as conveniently may be held. Each Officer (except for Chief Executive Officer) shall hold office for a term of one (1) year, commencing on the day of his or her election, or until his or her successor shall have been duly elected and qualified, or until his or her death, resignation or removal from office in the manner hereinafter provided.

4.03 Resignation. An Officer may resign at any time by giving written notice to the Secretary of the Corporation, who shall advise the Board of Directors of such resignation. Such resignation shall take effect at the time specified therein, or, if no time is specified, then upon receipt of the resignation by the Secretary of the Corporation. Unless otherwise specified therein, acceptance of such resignation is not necessary to make it effective.

4.04 Removal. Except for the Chief Executive Officer, any Officer or agent elected by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation will be served thereby. For avoidance of doubt, the Chief Executive Officer may only be removed by the Member.

4.05 Vacancies. Except for the Chief Executive Officer, a vacancy in any principal elective office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired portion of the term. The vacancy of the Chief Executive Officer shall be filled by the Member.

4.06 Chair and Vice Chair of the Board. Under the direction of the Board of Directors, the Chair of the Board shall have general charge of the governance of the Corporation and shall perform all duties incident to that office, and such other duties as may be prescribed by the Board of Directors from time to time. The Vice Chair shall have the general duties of the Chair when the Chair is unavailable or otherwise unable to perform and as delegated by the Chair.

Chief Executive Officer. The Member's Chief Executive Officer shall be the Corporation's Chief Executive Officer. The Chief Executive Officer shall, subject to the direction

of the Board of Directors, manage the regular business of the Corporation and have authority to sign, execute and acknowledge, on behalf of the Corporation, all deeds, mortgages, bonds, contracts, leases, reports and all other documents or instruments necessary or proper to be executed in the course of the Corporation's regular business or which shall be authorized by resolutions of the Board of Directors, except as otherwise provided by law.

4.07 Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall: (a) have the oversight responsibility for all funds and securities of the Corporation, and for moneys due and payable to the Corporation from any source whatsoever, including the deposit of such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of these Bylaws; and (b) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chair of the Board or by the Board of Directors.

4.08 Secretary. The Secretary shall oversee: (i) the keeping of minutes of the meetings of the Board of Directors in one or more books provided for that purpose; (ii) custodianship of the Corporation records; (iii) preparation and service of all notices of meetings required to be served under these Bylaws; (iv) the countersignature on behalf of the Corporation of all documents executed by the Corporation that require the same; and (v) shall 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 Chair of the Board or by the Board of Directors.

4.09 Compensation. The Chair, Vice Chair, Secretary and Treasurer shall not be compensated for serving but may be reimbursed for expenses incurred.

ARTICLE V.

FISCAL MATTERS AND CONTRACTS

5.01 Contracts. The Board of Directors may authorize any Officer or Officers, agent or agents, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation, and such authorization may be general or confined to specific instances.

5.02 Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

5.03 Payment of Money; Indebtedness. All checks, drafts, wire transfers or other orders for the payment of money, notes, or other evidences 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 or under the authority of a resolution of the Board of Directors.

5.04 Deposits. All funds of the Corporation not otherwise employed shall be deposited

from time to time to the credit of the Corporation in such banks, trust companies or other depositories as may be selected by or under the authority of the Board of Directors.

5.05 Maintenance of Records. The Corporation shall keep correct and complete books and records of account and of the activities of the Corporation. Such records shall be open to inspection upon the reasonable demand of any Member or Director.

ARTICLE VI.

INDEMNIFICATION

6.01 General Provision of Indemnification. Notwithstanding the specific provision of indemnification set forth in Section 6.02 of these Bylaws, the Corporation shall, to the fullest extent permitted or required by Chapters 181 and 613 of the Wisconsin Statutes, including any amendments thereto, indemnify its Directors and Officers against any and all liabilities, and advance any and all reasonable expenses, incurred thereby in any proceeding to which any such Director or Officer because he or she is or was a Director or Officer of the Corporation.

6.02 Specific Provisions of Indemnification.

(a) Any person, or such person's estate or personal representative, made or threatened with being made a party to any action, suit, arbitration, or proceeding (civil, criminal, administrative, or investigative, whether formal or informal), which involves foreign, federal, state or local law, by reason of the fact that such person is or was a Director or Officer of this Corporation or of any Corporation or other enterprise for which he or she served at this Corporation's request as a Director, Officer, partner, or trustee of any decision-making committee, employee, or agent, shall be indemnified by this Corporation for all reasonable expenses incurred in the proceeding to the extent he or she has been successful on the merits or otherwise.

(b) In cases where a person described in subsection (a) is not successful on the merits or otherwise, this Corporation shall indemnify such person against liability and reasonable expense incurred by him or her in any such proceeding, unless liability was incurred because the person breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted any of the following:

- (i) A willful failure to deal fairly with the Corporation or the Member in connection with a matter in which the Director or Officer had a material conflict of interest;
- (ii) 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;
- (iii) A transaction from which the Director or Officer derived an improper personal profit; or
- (iv) Willful misconduct.

(c) The determination whether indemnification shall be required under subsection (b) shall be made, at the election of the Board of Directors, according to one of the following methods:

- (i) By written consent of the Member;
- (ii) By independent legal counsel selected by a majority vote of the full Board of Directors, who do not have a conflict of interest; or
- (iii) By the court conducting the proceedings or another court of competent jurisdiction, either on application by the Director or Officer for an initial determination or on application for review of an adverse determination under (i) or (ii), above.

(d) The termination of a proceeding by judgment, order, settlement or conviction, or upon a plea of no contest or an equivalent plea, does not, by itself, create a presumption that indemnification of the Director or Officer is not required.

(e) A Director or Officer who seeks indemnification under this section shall make a written request to the Corporation.

(f) Upon written request by a Director or Officer who is a party to a proceeding described in subsection (a), this Corporation may pay or reimburse his or her reasonable expenses as incurred if the Director or Officer provides the Corporation with all of the following:

- (i) 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 the Corporation; and
- (ii) A written commitment, executed personally or on his or her behalf, to repay the allowance, and reasonable interest thereon, to the extent that it is ultimately determined under subsections (c) (i) or (c) (ii), above, that indemnification is not required or to the extent that indemnification is not ordered by a court under subsection (c) (iii), above. The commitment under this subsection shall be an unlimited general obligation of the Director or Officer, may be accepted without reference to his or her ability to repay the allowance, and may be secured or unsecured.

(g) This Section 6.02, subsections (a) - (f), shall also apply where a person, or such person's estate or personal representative, is made or threatened with being made a party to any proceeding described in subsection (a) by reason of the fact that such person is or was an employee of the Corporation, except that in addition to the categories of conduct set forth in subsection (b) in relation to which the Corporation has no duty to indemnify the employee against liability and reasonable expenses incurred by him or her, the Corporation has no duty to indemnify the employee against liability and reasonable expenses incurred by him or her in any such proceeding if liability was incurred because the person breached or failed to perform a duty he or she owed to the Corporation and the breach or failure to perform constituted material negligence or material misconduct in performance of the employee's duties to the Corporation.

ARTICLE VII.

CODE OF ETHICS

7.01 Code of Ethics. Each Official and Representative, as defined below, owes the Corporation undivided loyalty and has an obligation, in all matters connected with his or her affiliation with the Corporation, to comply with this code of ethics. This code of ethics is intended to supplement but not replace any state and federal laws governing ethics that are applicable to corporations, insurance companies and nonprofit organizations.

(a) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to promote the best interests of the Corporation and to refrain from injuring the Corporation and the Member. In determining what he or she believes to be in the best interests of the Corporation, a Director or Officer may, in addition to considering the effects of any action on the Member, consider the effects of the action on employees, suppliers and plan members of the Corporation and on communities in which the Corporation operates, and any other factors that the Director or Officer considers pertinent.

(b) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to act prudently and consistently with the terms of the Corporation's governance documents and with applicable state, federal, and local laws, rules and regulations.

(c) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to avoid self-dealing, including use of information and opportunities obtained in the course of such affiliation for personal gain.

(d) Each Official and Representative has an obligation, in all matters connected with his or her affiliation with the Corporation, to engage in honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. The purpose of the conflicts of interest policy is to protect the Corporation's interests, including when it is contemplating entering into a transaction or arrangement that might benefit the private interests of an Officer or Director of the Corporation or might result in a possible excess benefit transaction.

7.02 Definitions Applicable to this Article:

(a) “**Official**” means any Director, Officer, or key employee (as determined by the Chairperson and the Chief Executive Officer) of the Corporation, or committee member.

(b) “**Financial Interest**” means a person has, directly or indirectly, through business, investment, or family, any of the following:

- i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

- ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- iii) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A financial interest is not necessarily a conflict of interest. Under Section 7.03(c)i), a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

(c) “**Compensation**” includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

(d) “**Disclosure Item**” means any actual or possible conflict of interest, any actual or possible self-dealing, or any actual or possible violation of this code of ethics, including any applicable Financial Interest.

(e) “**Representative**” means any employee of the Corporation.

7.03 Procedures.

(a) **Duty to Disclose.** In connection with any actual or possible conflict of interest, any actual or possible self-dealing, or any actual or possible violation of this code of ethics, including any applicable Financial Interest, (namely, a Disclosure Item, an Official or Representative must promptly disclose such matter; an Official must be given the opportunity to disclose all material facts to the Board of Directors or a committee designated by the Board of Directors to consider Disclosure Items; and a Representative must be given the opportunity to disclose all material facts to a designated Officer or other representative of the Corporation.

(b) **Disclosure.** An Official may make a presentation at the Board or committee meeting but, after the presentation, he or she shall leave the meeting during the discussion and vote on resolution of the Disclosure Item.

(c) **Procedures for Addressing a Disclosure Item.**

- i) After disclosure of any Financial Interest and all material facts, after any discussion with the Official, and after the Official has left the meeting while the Disclosure Item is discussed and voted upon, the Board of Directors or the designated committee shall decide if a conflict of interest, self-dealing, or violation of the code of ethics exists and, if so, how the matter shall be resolved. After disclosure of any Financial Interest and all material facts, after any discussion with the Representative, the designated Officer or other representative of the Corporation shall decide if a conflict

of interest, self-dealing, or violation of the code of ethics exists and, if so, how the matter shall be resolved.

- ii) The Board of Directors or the designated committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to any proposed transaction or arrangement relevant to the Disclosure Item. After exercising due diligence, the Board of Directors or the designated committee shall determine whether the Corporation can obtain with reasonable efforts a transaction or arrangement from a person or entity that would not give rise to a conflict of interest or self-dealing.
- iii) If an alternative transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest or self-dealing, the Board of Directors or the designated committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

7.04 Violations of the Code of Ethics.

(a) If the Board of Directors or the designated committee has reasonable cause to believe an Official has failed to disclose an actual or possible violation of the code of ethics, it shall inform the Official of the basis for such belief and afford the Official an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the Official's response and after making further investigation as warranted by the circumstances, the Board of Directors or the designated committee determines the Official has failed to disclose an actual or possible violation of the code of ethics, it shall take appropriate disciplinary and corrective action.

(c) If a designated Officer or other representative of the Corporation has reasonable cause to believe a Representative has failed to disclose an actual or possible violation of the code of ethics, it shall inform the Representative of the basis for such belief and afford the Representative an opportunity to explain the alleged failure to disclose.

(d) If, after hearing the Representative's response and after making further investigation as warranted by the circumstances, the designated Officer or other representative of the Corporation determines the Representative has failed to disclose an actual or possible violation of the code of ethics, the designated Officer or other representative of the Corporation shall take appropriate disciplinary and corrective action.

7.05 Record of Proceedings. The minutes of the Board of Directors or the designated committee meeting shall contain:

(a) The names of the persons who disclosed a Disclosure Item or were found to have violated the code of ethics, including those with a Financial Interest in connection with an actual or possible conflict of interest; the nature of the Disclosure Item or violation of the code of ethics, including the nature of any Financial Interest; any action taken to determine whether there was a violation of the code of ethics, including whether a conflict of interest or self-dealing was present; and the Board of Director's or the designated committee's decision as to whether a violation of the code of ethics, including a conflict of interest or self-dealing, in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the Disclosure Item or the actual or possible violation of the code of ethics; the content of the discussion, including any alternatives to the proposed transaction or arrangement; and a record of any votes taken in connection with the proceedings.

7.06 Compensation. Directors are not entitled to compensation from the Corporation, but for avoidance of doubt:

(a) A voting Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) A voting Director on any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(c) No voting Director, including any voting Director on any committee whose jurisdiction includes compensation matters, who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7.07 Annual Statements. Each Official shall annually sign a statement which affirms such person:

(a) Has received a copy of the code of ethics,

(b) Has read and understands the code of ethics,

(c) Has not violated the code of ethics or, if there has been a violation, has promptly disclosed such violation,

(d) Has agreed to comply with the code of ethics, and

(e) Understands the Corporation and the Corporation's Member is tax-exempt and is not aware of any activity by Corporation which impacts the Corporation's or Member's tax-exempt status.

7.08 Periodic Reviews. To ensure the Corporation operates in a manner consistent with the Corporation's and the Member's tax-exempt purposes and does not engage in activities that could jeopardize the Corporation or Member's tax-exempt status, the Corporation is subject to periodic reviews.

ARTICLE VIII.

GENERAL

8.01 Amendment. The Bylaws may be amended or restated and new Articles of Incorporation and/or Bylaws may be adopted by the Member at any meeting of the Member or by the Member's Chief Executive Officer's written consent. The Board of Directors may submit any proposed amendments or changes to the Articles of Incorporation and/or Bylaws for the Member's approval.

8.02 Corporate Seal. The Corporation shall not maintain a corporate seal.

8.03 Fiscal Year. The fiscal year of the Corporation shall be the year ending December 31.

8.04 Dissolution. The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors and approval by the 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 and any other applicable governmental authority, dispense of all the remaining assets of the Corporation as set forth in the Articles of Incorporation.

8.05 Distributions. The Board of Directors of the Corporation may authorize the Corporation to make distributions or other payments to the Member or as authorized by the Member.

The foregoing Third Amended and Restated Bylaws have been adopted by the Member to be effective upon the merger with Trilogy Health Insurance, Inc.

Dr. Kenneth Byom, D.O., Secretary

EXHIBIT A

DIRECTORS OF THE CORPORATION

Name	Title
Tom Orendorff	Chair of the Board
Michael Mayo, Sr.	Vice Chair
Dr. Ken Byom, D.O.	Secretary
Maria Rodriguez	Treasurer
Lynda Krellwitz	Director
Arlyn Doehler	Director
Lee Seese	Director
Glenn Johnston	Director
Tom Bergerud	Director
John Hintze	Director
Katie Brietzman	Director
Maria Ledger	Director (Ex-Officio)