

**WRITTEN CONSENT RESOLUTIONS  
OF THE BOARD OF DIRECTORS OF  
MY CHOICE FAMILY CARE, INC.**

The undersigned, being at least two-thirds of the members of the Board of Directors (the “Board”) of My Choice Family Care, Inc., a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes (the “Corporation”), do hereby consent in writing, pursuant to Section 181.0821 of the Wisconsin Statutes and the Corporation’s Bylaws, to the actions set forth in the following resolutions as of October 30, 2019, as follows:

**WHEREAS**, the Corporation is the sole shareholder of Trilogy Health Insurance, Inc., a Wisconsin stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes (“Trilogy”);

**WHEREAS**, upon the filing of, and the effective times set forth in Exhibits 1 and 2 of the Merger Agreement (defined below), the Corporation will become the sole member of Care Wisconsin Health Plan, Inc., a Wisconsin nonstock insurance service corporation organized under Chapter 613 of the Wisconsin Statutes (“CWHP”);

**WHEREAS**, the Corporation, once becoming the sole member of CWHP, deems it in the best interest of the Corporation and CWHP to approve of Exhibits 4, 5, and 6 of the Merger Agreement;

**WHEREAS**, the Board deems it in the best interest of the Corporation, Trilogy, and CWHP (as applicable), that the Corporation, Trilogy, and CWHP (as applicable) enter into the Merger Agreement by and among the Corporation, Trilogy, Care Wisconsin First, Inc., a Wisconsin nonstock corporation organized under Chapter 181 of the Wisconsin Statutes, and CWHP, in substantially the form attached hereto as **Exhibit A** (the “Merger Agreement”) and all other agreements, plans, Articles, bylaws, and documents as contemplated by the Merger Agreement, including the following documents listed below (collectively with the Merger Agreement, the “Merger Documents”):

- My Choice Merger Articles and Plan of Merger, in substantially the form attached to the Merger Agreement as Exhibit 1;
- My Choice Amended and Restated Articles of Incorporation, in substantially the form attached to the Merger Agreement as Exhibit 2;
- My Choice Second Amended and Restated Bylaws, in substantially the form attached to the Merger Agreement as Exhibit 3;
- CWHP Merger Articles and Plan of Merger, in substantially the form attached to the Merger Agreement as Exhibit 4;
- CWHP Second Amended and Restated Articles of Incorporation, in substantially the form attached to the Merger Agreement as Exhibit 5; and
- CWHP Third Amended and Restated Bylaws, in substantially the form attached to the Merger Agreement as Exhibit 6.

**NOW THEREFORE, BE IT:**

(1) Approval of Merger Documents.

**RESOLVED**, that the forms, terms and provisions of, and the transactions contemplated by the Merger Documents be, and they hereby are, authorized, adopted and approved in all respects; and be it further

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, authorized and directed to execute, enter into, deliver, or cause to be filed in the name of the Corporation, Trilogy and CWHP (as applicable), the Merger Documents and any and all such further documents and instruments, with such changes, additions, deletions, amendments or modifications as such officers may deem necessary, proper or advisable, and to incur all such fees and expenses, as in their judgment are necessary or advisable in order to consummate the transactions contemplated by the Merger Documents.

(2) General Authorization.

**RESOLVED**, that the officers of the Corporation be, and each of them hereby is, acting singly or jointly, authorized, empowered and directed, in the name of and on behalf of the Corporation, Trilogy, and CWHP (as applicable), to take or cause to be taken any and all actions and to make all payments as may be necessary, appropriate, convenient, proper or advisable in furtherance of, or to effectuate the transactions contemplated by the foregoing resolutions, the approval thereof by any such officer conclusively establishing his authority therefor from the Corporation, and that any and all actions so taken by the officers of the Corporation be and they hereby are ratified, confirmed and approved; and be it further

**RESOLVED**, that all actions previously taken by any director, officer, agent or attorney of the Corporation relating to the above resolutions and the transactions contemplated in connection therewith, are hereby adopted, ratified, confirmed and approved in all respects as to the acts and deeds of the Corporation or Trilogy, as applicable; and be it further

**RESOLVED**, that this written consent may be executed in any number of counterparts, including by facsimile, PDF or other electronic signature, each of which will be deemed an original, but all of which together will constitute one and the same instrument.

[Signature Page Follows]

**IN WITNESS WHEREOF**, the undersigned members of the Board have executed these Written Consent Resolutions of the Board of Directors as of the date first appearing above.

  
Arlyn Doehler  
9/11/12

Kenneth Byom

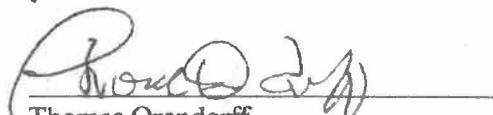


Lee Seese

  
Lynda Krellwitz

Maria Rodriguez

  
Michael Mayo, Sr.

  
Thomas Orendorff

**EXHIBIT A**

**MERGER AGREEMENT**

[SEE ATTACHED AS EXHIBIT A IN THE EXHIBITS TO THIS FORM A]