

## RESOLUTIONS OF CARE WISCONSIN HEALTH PLAN, INC.

The following Resolutions of the Care Wisconsin Health Plan, Inc., by Care Wisconsin First, Inc., its voting member, by its Board of Directors, were adopted at a special meeting held on October 29, 2019:

### BE IT RESOLVED:

Merger Between Care Wisconsin Health Plan, Inc. and Trilogy Health Insurance, Inc.

**WHEREAS**, it is considered advisable for Care Wisconsin Health Plan, Inc. to merge with Trilogy Health Insurance, Inc., with Care Wisconsin Health Plan, Inc. being the surviving corporation, and to continue the operations of both entities as a single corporation, be it:

**RESOLVED**, that Care Wisconsin Health Plan, Inc. shall execute an agreement to effectuate a merger with Trilogy Health Insurance, Inc. that contains the same or substantially similar terms and conditions as the Merger Agreement, including all exhibits and schedules, presented to the voting member at the special meeting held on October 29, 2019;

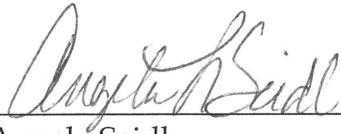
**RESOLVED FURTHER**, that in accordance with the Merger Agreement, Care Wisconsin First, Inc., by its Board of Directors, as voting member of Care Wisconsin Health Plan, Inc., approved the following documents:

- Articles of Merger and Plan of Merger, whereby Trilogy Health Insurance, Inc. merges with and into Care Wisconsin Health Plan, Inc.;
- Second Amended and Restated Articles of Incorporation of Care Wisconsin Health Plan, Inc.; and
- Third Amended and Restated Bylaws of Care Wisconsin Health Plan, Inc.

**RESOLVED FURTHER**, that Interim Chief Executive Officer Amy Ackermann is hereby authorized to execute the Merger Agreement, Articles of Merger, Plan of Merger, and such further documents and undertake such other acts as are reasonably required to carry out and consummate said transaction to merge with Trilogy Health Insurance, Inc.

The undersigned hereby certifies that she is the duly appointed and qualified Secretary of Care Wisconsin Health Plan, Inc. and that the foregoing is a true record of the Resolutions duly adopted by Care Wisconsin Health Plan, Inc., by Care Wisconsin First, Inc., its voting member, by its Board of Directors, and that said Resolutions are now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary of Care  
Wisconsin Health Plan, Inc. this 29<sup>th</sup> day of October, 2019.

  
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Angela Seidl  
Secretary