

## EXHIBIT 4

### ARTICLES OF MERGER

These Articles of Merger are made pursuant to § 613.72 of the Wisconsin Statutes as of [\_\_\_\_], 2019, by and between **Care Wisconsin Health Plan, Inc.** (“**Surviving Corporation**”), a Wisconsin nonstock, not-for-profit corporation, and **Trilogy Health Insurance, Inc.** (“**Merging Corporation**”), a Wisconsin stock insurance corporation. Surviving Corporation and Merging Corporation are collectively referred to as the constituent corporations (the “**Constituent Corporations**”). These Articles of Merger are made for the purpose of combining Merging Corporation with and into Surviving Corporation.

#### ARTICLE I

Merging Corporation is Trilogy Health Insurance, Inc., a stock insurance corporation organized under Chapter 611 of the Wisconsin Statutes. Merging Corporation does not have a fee simple ownership interest in any Wisconsin real estate.

#### ARTICLE II

Surviving Corporation is Care Wisconsin Health Plan, Inc., a nonstock, not-for-profit corporation organized under Chapter 181 of the Wisconsin Statutes. Surviving Corporation is not an indirect wholly owned subsidiary or parent.

#### ARTICLE III

The Plan of Merger is attached hereto as **Exhibit A**. The Plan of Merger was approved by both of the Constituent Corporations in accordance with §§ 180.1101, 180.1103, 181.1101, and 181.1103 of the Wisconsin Statutes. The Plan of Merger was approved by a sufficient vote of the board of directors of each of the Constituent Corporations. The Plan of Merger was also approved by a sufficient number of votes cast by Surviving Corporation’s single membership class. The single membership class of the Surviving Corporation has one outstanding membership, a sole member, who has one (1) vote entitled to be cast. The sole member of the Surviving Corporation cast one (1) vote for the Plan of Merger, therefore there were zero (0) votes by the Surviving Corporation’s members against the Plan of Merger. The Plan of Merger was also approved by a sufficient number of votes cast by Merging Corporation’s sole shareholder. The sole shareholder of the Merging Corporation owns all outstanding shares of the Merging Corporation and cast all such votes pursuant to ownership of all outstanding shares in the Merging Corporation in approval for the Plan of Merger, therefore there were zero (0) votes by the Merging Corporation shareholders against the Plan of Merger.

#### ARTICLE IV

The Surviving Corporation’s Articles of Incorporation shall be amended by the Second Amended and Restated Articles of Incorporation of Surviving Corporation, as set forth in the that certain Merger Agreement dated October [\_\_\_], 2019 by and between the Parties (“**Merger Agreement**”), and shall constitute the Articles of Incorporation of Surviving Corporation.

#### ARTICLE V

The executed Plan of Merger is on file at the principal place of business of the Surviving Corporation. The Surviving Corporation will provide a copy of the Plan of Merger, upon request and without cost, to any shareholder of the Constituent Corporations (as applicable), or upon payment to the Surviving Corporation of an amount equal to the cost of producing the copy, to any other interested person.

**ARTICLE VI**

These Articles of Merger shall be effective on December 31, 2019 at 11:59 p.m.

**ARTICLE VII**

Executed on the [ ] day of [ ], 2019 by Surviving Corporation on behalf of the Constituent Corporations.

CARE WISCONSIN HEALTH PLAN, INC.

By: \_\_\_\_\_  
Amy Ackermann, Interim CEO

This document was drafted by and should be returned to:

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**EXHIBIT A**

**PLAN OF MERGER**

for

**TRILOGY HEALTH INSURANCE, INC.**  
(a Wisconsin stock corporation)

With and Into

**CARE WISCONSIN HEALTH PLAN, INC.**  
(a Wisconsin nonstock and not-for-profit corporation)

This Plan of Merger is dated the [ ] day of [ ], 2019, by and between Trilogy Health Insurance, Inc., a Wisconsin stock insurance corporation ("**Merging Corporation**"), and Care Wisconsin Health Plan, Inc., a Wisconsin nonstock, not-for-profit corporation ("**Surviving Corporation**"). Surviving Corporation and Merging Corporation are collectively referred to as the constituent corporations (the "**Constituent Corporations**"). The Constituent Corporations intend this Agreement to constitute a plan of merger as set forth in §§ 613.72 and 181.1101 of the Wisconsin Statutes.

**RECITALS**

- A. Merging Corporation is a domestic stock corporation, organized and existing under the Chapter 611 of the Wisconsin Statutes. Merging Corporation has a sole shareholder with voting rights, My Choice Family Care, Inc., a Wisconsin nonstock, not-for-profit corporation ("**My Choice**"), and the general management and control of the affairs of Merging Corporation are the responsibility of its board of directors.
- B. Surviving Corporation is a nonstock, not-for-profit corporation organized and existing under Chapter 613 of the Wisconsin Statutes. Surviving Corporation has a sole member with voting rights, Care Wisconsin First, Inc., a Wisconsin nonstock, not-for-profit corporation ("**Care Wisconsin**"), and the general management and control of the affairs of Surviving Corporation are the responsibility of its board of directors.
- C. This Plan of Merger constitutes a plan of merger as set forth in § 181.1101 of the Wisconsin Statutes with a delayed effective time of December 31, 2009 at 11:59 p.m.
- D. The boards of directors of Constituent Corporations, Care Wisconsin (as sole member of the Surviving Corporation), and My Choice (as sole shareholder of the Merging Corporation), each deem it advisable that Merging Corporation be merged into Surviving Corporation on the terms and conditions hereinafter set forth in this Plan of Merger, and in accordance with the terms and conditions set forth on that certain Merger Agreement dated October [ ], 2019 by and between the Parties ("**Merger Agreement**"), and in accordance with the applicable provisions of the laws of the State of Wisconsin.

NOW, THEREFORE, in consideration of the terms and mutual agreements set forth in this Plan of Merger, the Parties agree as follows:

1. **Merger; Approval.** This Plan of Merger was approved by each of the boards of directors of the Constituent Parties, Care Wisconsin (as sole member of the Surviving Corporation), and My Choice (as sole shareholder of the Merging Corporation) in accordance with §§ 180.1101, 180.1103, 181.1101, and 181.1103 of the Wisconsin Statutes.
2. **Effects of Merger.** Simultaneously to the merger becoming effective, each share of the Merging Corporation's stock held by My Choice shall be cancelled and extinguished without any conversion thereof. Upon the merger becoming effective:
  - 2.1 Merging Corporation will be merged with and into Surviving Corporation. Surviving Corporation shall be a Wisconsin nonstock, not-for-profit corporation organized under Chapter 613 of the Wisconsin Statutes, and the separate existence of Merging Corporation shall cease.
  - 2.2 Surviving Corporation shall thereafter possess all the rights, privileges, immunities of a public as well as a private nature, of each of the Constituent Corporations; and all assets (including but not limited to, all real, personal and mixed property), and all debts due from whatever account, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to, and invested in Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of the merger.
  - 2.3 Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations.
3. **Articles of Incorporation and Bylaws.** Upon the merger becoming effective:
  - 3.1 The Second Amended and Restated Articles of Incorporation of Surviving Corporation, as set forth in the Merger Agreement, shall constitute the Articles of Incorporation of Surviving Corporation.
  - 3.2 The Third Amended and Restated Bylaws of Surviving Corporation, as set forth in the Merger Agreement, shall constitute the Bylaws of Surviving Corporation.

Agreed to and accepted this \_\_\_\_ day of [\_\_\_\_], 2019.

TRILOGY HEALTH INSURANCE, INC.

CARE WISCONSIN HEALTH PLAN, INC.

By: \_\_\_\_\_  
Maria Ledger, CEO

By: \_\_\_\_\_  
Amy Ackermann, Interim CEO