

Exhibit 5-A(iii)

**SECOND ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
DEAN HEALTH PLAN, INC.**

Pursuant to the applicable provisions of Chapter 180 of the Wisconsin Statutes as incorporated by Section 611.29 of the Wisconsin Statutes, Dean Health Plan, Inc., a Wisconsin stock insurance corporation (the "Corporation"), hereby amends the Articles of Incorporation of the Corporation as set forth below:

1. Article 5 is hereby amended and restated in its entirety to read as follows:

**"Article 5:** The number of Directors constituting the Board of Directors of the Corporation shall be as fixed from time to time by the Bylaws of the Corporation, but in no event shall the number of Directors be fixed at less than seven (7). Their terms and the manner of their election shall be as provided in the Bylaws of the Corporation."

2. The foregoing amendment submitted to the Shareholders by the Directors of the Corporation and was approved by the Shareholders on \_\_\_\_\_, 2013.

3. The foregoing amendment was adopted in accordance with Section 180.1003 of the Wisconsin Statutes, as incorporated by Section 611.29(1) of the Wisconsin Statutes.

Executed on behalf of the Corporation as of the \_\_\_\_ day of \_\_\_\_\_, 2013.

DEAN HEALTH PLAN, INC.,  
a Wisconsin stock insurance corporation

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
President

Attest: \_\_\_\_\_  
Name: \_\_\_\_\_  
Secretary

This instrument was drafted by and after filing should be returned to: Jennifer Horrom, Greensfelder, Hemker & Gale, P.C., 10 South Broadway, Suite 2000, St. Louis, MO 63102