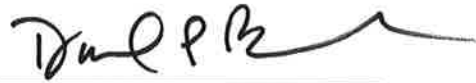


CERTIFIED RESOLUTION

I, Daniel P. Brzozowski, Assistant Secretary of University Health Care, Inc., a non-stock corporation organized under the laws of the state of Wisconsin, (the "Company") do hereby certify that the resolution attached hereto is a full, true, and correct resolution of the Company adopted at a meeting of the Company's Board of Directors duly held and convened on January 19, 2017, at which meeting a duly constituted quorum of the Board of Directors was present and acting throughout. I further certify that such resolution has not been modified, rescinded or revoked, and is at present in full force and effect.

IN WITNESS WHEREOF, the undersigned affixes his signature this 16th day of March, 2017. The Company has no corporate seal.

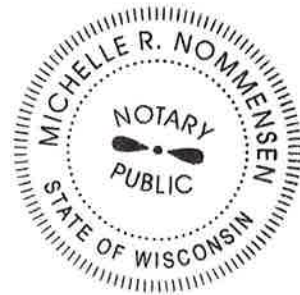


Daniel P. Brzozowski
Assistant Secretary
University Health Care, Inc.

State of Wisconsin County of Dane

The foregoing instrument was acknowledged before me this 16th day of March, 2017.
by Michelle R. Nommensen

Michelle R. Nommensen
_____, Notary Public
My Commission Expires: 6-19-19



UNIVERSITY HEALTH CARE, INC.
Board of Directors Resolution

**RESOLUTION TO ENTER INTO AN EXCHANGE AGREEMENT WITH
IOWA HEALTH SYSTEM D/B/A UNITYPOINT HEALTH**

WHEREAS, Unity Health Plans Insurance Corporation (“Unity”), a subsidiary of University Health Care, Inc. (“UHC”) and Gundersen Health System (“GHS”), is a Wisconsin Insurance Corporation providing HMO coverage in 26 Wisconsin Counties, and

WHEREAS, Gundersen Health Plan (“GHP”), a subsidiary of UHC and GHS, is a Wisconsin non-stock non-profit member corporation, with UHC and GHS as it members, providing HMO coverage in 11 Wisconsin Counties, and select counties in Iowa and Minnesota, and

WHEREAS, Physician’s Plus Insurance Corporation (“PPIC”), a wholly owned subsidiary of Iowa Health System d/b/a UnityPoint Health (“UPH”), an Iowa nonprofit corporation and sole corporate shareholder of PPIC, is a Wisconsin for-profit corporation providing insurance coverage in south central Wisconsin, and

WHEREAS, Unity, UHC, GHS, GHP, UPH and PPIC (collectively the “Parties”) entered into a Letter of Intent to study the feasibility of common management and common ownership in order to provide better services to their insureds and parent organizations, and

WHEREAS, all Parties share common objectives, values and philosophies as provider owned insurance entities, and each would benefit from combined management and common ownership, and

WHEREAS, Unity and GHP employees, advisors and consultants have conducted due diligence in accordance with the Letter of Intent, relating to the structure and operation of PPIC, and such due diligence did not indicate any reason not to proceed with the combination of Unity, GHP and PPIC.

NOW, THEREFORE, BE IT RESOLVED, that contingent upon approval by UHC’s corporate members the University of Wisconsin Hospitals and Clinics Authority and University of Wisconsin Medical Foundation, Inc., the Board of Directors of UHC approves the combined management and common ownership of Unity, GHP, and PPIC contingent upon a thorough review of all material terms between the executive leadership of UHC, Unity and GHP and in accordance with the Exchange Agreement and all other necessary agreements necessary to effectuate the transaction between UHC, GHS and UPH, and

BE IT FURTHER RESOLVED, that the officers of UHC are, and each acting alone is, hereby authorized to do and perform any and all such acts, including the execution of any and all documents and certificates including, but not limited to, the Exchange Agreement, as such officers shall deem necessary or advisable to carry out the purposes and intent of the foregoing resolutions, and

BE IT FURTHER RESOLVED, that any actions taken by such officers prior to the date of the foregoing resolution adopted hereby that are within the authority conferred thereby are hereby ratified, confirmed and approved as the acts and deeds of UHC.