

**SECRETARY'S CERTIFICATE  
OF  
IOWA HEALTH SYSTEM D/B/A  
UNITYPOINT HEALTH**

**April 6, 2017**

The undersigned, in her capacity as the Secretary of UnityPoint Health ("UPH"), hereby certifies, on behalf of UPH and not in any individual capacity that at the December 6, 2016 meeting of the UPH board of directors (the "UPH Board"), the UPH Board unanimously approved an action to adopt and authorize the execution, delivery and performance of the Exchange Agreement and related agreements among UPH, University Health Care, and Gundersen Health Plan, and the consummation of the transactions contemplated by the Exchange Agreement and related agreements; such action and approval are in full force and effect and are all the actions adopted, and the only action required, in connection with the transactions contemplated by the Exchange Agreement.

**IN WITNESS WHEREOF**, the undersigned has duly executed this Certificate on behalf of Iowa Health System, doing business as UnityPoint Health, as of the date first above written.

**IOWA HEALTH SYSTEM D/B/A  
UNITYPOINT HEALTH**

By: \_\_\_\_\_

Linda Newborn  
Secretary