

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION

Exhibit 18

OF

HMO OF WISCONSIN INSURANCE CORPORATION

The undersigned, HMO of Wisconsin, a service insurance corporation organized under Chapter 613 of the Wisconsin Statutes, acting as incorporator of a stock insurance corporation under Chapter 611 of the Wisconsin Statutes, hereby adopts the following Amended and Restated Articles of Incorporation for such corporation:

ARTICLE I

Name

The name of the corporation is HMO OF WISCONSIN INSURANCE CORPORATION.

ARTICLE II

Period of Existence

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purposes

The purpose of the corporation is to engage in any lawful activity within the purposes for which stock insurance corporations may be organized under the Wisconsin Statutes.

ARTICLE IV

Capital Stock

The aggregate number of shares the corporation shall have authority to issue is One Hundred Thousand (100,000), consisting of one class only, designated as "Common Stock," of the par value of \$00.01 per share.

ARTICLE V

Preemptive Rights

No holder of any stock of the corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of

the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

## ARTICLE VI

### Board of Directors

Until the first meeting of shareholders established by the Bylaws, the following persons shall constitute the Board of Directors:

Wilbur C. Beach  
Craig W. Campbell, MD  
George L. Johnson  
Patrick Linton  
Daniel N. Manders  
Ravikant Maski, MD  
James J. Tydrich, MD  
Donald W. Vangor, MD  
Devon W. Barrix (Ex Officio Member with Vote)

Thereafter, subject to Section 611.51 of the Wisconsin Statutes, the number and manner of selection of the members of the Board of Directors shall be fixed by the Bylaws.

## ARTICLE VII

### Amendments to Bylaws

The power to adopt, repeal or amend the Bylaws of the corporation shall be vested in the Board of Directors, but the Bylaws so adopted shall be subject to amendment or repeal by the shareholders of the corporation as well as by the Board of Directors.

## ARTICLE VIII

### Acquisition of Shares

Subject to the provisions of Section 611.34 of the Wisconsin Statutes, the corporation shall have the right to acquire and dispose of its own shares from time to time, upon such terms and conditions as the Board of Directors may fix. Subject to the provisions of Section 617.22 of the Wisconsin Statutes, the Board of Directors of the corporation may, from time to time, distribute to shareholders in partial liquidation out of stated capital or net capital surplus a portion of its assets in cash or property as further provided in the Bylaws or by law.

ARTICLE IX

Registered Office and Agent

The address of the registered office of the corporation is 576 Third Street, Prairie du Sac, Sauk County, Wisconsin 53578, and the registered agent at such address is Nancy N. Smith.

ARTICLE X

Incorporator

The name and address of the Incorporator is:

HMO of Wisconsin  
576 Third Street  
Prairie du Sac, Wisconsin 53578

Executed this 23 day of March, 1987.

HMO OF WISCONSIN

By: [Signature] CEO  
(name) (title)

STATE OF WISCONSIN )  
 ) SS  
COUNTY OF SAUK )

This instrument was acknowledged before me this 23 day of March 1987 by the above-named Devon W. Barrix as Chief Executive Officer of HMO of Wisconsin.

Nancy Napoleon Smith  
Notary Public  
My Commission: is permanent

(NOTARIAL SEAL)

47824

Filed

4/1/1987  
State of Wisconsin  
Office of the  
Commissioner of Insurance



ARTICLES OF AMENDMENT  
to  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
of  
HMO OF WISCONSIN INSURANCE CORPORATION

HMO of Wisconsin Insurance Corporation, a corporation organized under Chapter 611 of the Wisconsin Statutes, adopted the following amendment to its Amended and Restated Articles of Incorporation on February 13, 1995 by vote of the Board of Directors and sole shareholder of the corporation, in accordance with Wis. Stat. §§ 180.1003 and 611.29:

RESOLVED, that Article I of the Amended and Restated Articles of Incorporation of the corporation be amended to provide as follows:

The name of the corporation is UNITY HEALTH  
PLANS INSURANCE CORPORATION.

Submitted for filing this 3<sup>rd</sup> day of March, 1995 pursuant to Wis. Stat. § 611.29(4).

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Devon W. Barrix, President