

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MY CHOICE FAMILY CARE, INC.**

The undersigned officer certifies that the following Amended and Restated Articles of Incorporation of My Choice Family Care, Inc. (the “**Corporation**”), containing amendments requiring board of director approval, were adopted in accordance with Section 181.1002 of the Wisconsin Statutes. These Amended and Restated Articles of Incorporation supersede and take the place of the existing articles of incorporation of the Corporation and any amendments thereto.

ARTICLE I. NAME

The name of the corporation shall be “My Choice Family Care Wisconsin, Inc.”

ARTICLE II. PURPOSES

The Corporation is organized as a nonstock corporation under Chapter 181 of the Wisconsin statutes. The Corporation is organized and shall at all times be operated on a not-for-profit basis and exclusively for the charitable, scientific, literary, and educational purposes, as described in Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue Law (“**IRC**”), and the regulations. Without limiting the generality of the forgoing, the purposes of the Corporation shall include any or all of the following: (i) providing family care benefits as successor to the My Choice Family Care program operated by Milwaukee County Wisconsin; (ii) facilitating any successor program thereto; (iii) providing integrated care benefit packages relating to management of long-term care supports and services, acute and primary health services and behavioral health services, including through Medicare, SSI, and BadgerCare Plus (and successor programs); and (iv) conducting all lawful activities in connection with these purposes; provided however, such activities are in furtherance of the Corporation's status as an organization described in Section 501(c)(3) of the IRC.

ARTICLE III. PROHIBITIONS

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to a private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation as set forth in these Articles of Incorporation.

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in activities that are unlawful under applicable federal, state or local laws.

It is intended that the Corporation shall obtain and continue to have the status of a corporation that is exempt from federal income tax under Section 501(c)(3) of the IRC and which is other than a private foundation as defined in Section 509 of the IRC, and these Articles of

Incorporation shall be construed accordingly and all powers and activities hereunder shall be limited accordingly. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct, carry on, or engage in any activities not permitted to be conducted, carried on, or engaged in by an organization exempt from federal income tax under Section 501(c)(3).

ARTICLE IV. DIRECTORS

The Corporation shall have no capital stock nor any members of the Corporation. The Corporation shall be managed by its Board of Directors, subject to and in compliance with these Articles of Incorporation, the Bylaws of the Corporation and Chapter 181 of the Wisconsin Statutes as set forth in the Bylaws of the Corporation.

The business affairs of the Corporation shall be managed by its Board of Directors subject to and in compliance with the Articles of Incorporation, the Bylaws of the Corporation, and Chapter 181 of the Wisconsin Statutes. The number of Directors shall be fixed by the Bylaws of the Corporation, but the number of Directors shall not be fewer than five (5). Directors shall be subject to such requirements for qualification as members of the Board of Directors and shall be elected or appointed in such manner and for such terms as set forth herein and the Bylaws of the Corporation.

ARTICLE V. AMENDMENT

The Articles of Incorporation of the Corporation shall be amended as set forth in the Bylaws of the Corporation.

ARTICLE VI. DISTRIBUTION AND DISSOLUTION

The period of existence of the Corporation shall be perpetual unless sooner dissolved by Supermajority Vote of the Board of Directors as defined in the Bylaws of the Corporation. In the event of dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all legal liabilities of the Corporation, shall distribute assets of the Corporation to any organization or organizations, including trusts, organized and operated exclusively for charitable, scientific, literary, and educational purposes of the type described in Article II hereof, provided that no portion of the assets shall be distributed to any organization that is not described in Code Section 501(c)(3) or Code Section 170(c). If, at the time of dissolution, no organization exists that has a primary purpose such as those described in Article II, the remaining assets shall be distributed to such other organizations described in Code Section 501(c)(3) as may be selected by the Board of Directors. Any such assets not so disposed of shall be disposed of by the Circuit Court, in which the principal office of the Corporation is then located, to be used exclusively for the purposes described in Code Section 501(c)(3) or to such organization or organizations as said Court shall determine are organized and operated exclusively for such purposes.

The Board of Directors of the Corporation may authorize the Corporation to make distributions or other payments under Sections 181.1302(3) and 181.1302(4) of the Wisconsin Statutes.

ARTICLE VIII. PRINCIPAL OFFICE; REGISTERED AGENT

The principal office of the Corporation is located at 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226.

The name and address of the Registered Agent of the Corporation is Kevin Collins, 10201 West Innovation Drive, Suite 100, Wauwatosa, WI 53226.

[Signature Page Follows]

CERTIFICATE

This is to certify that:

1. The foregoing Amended and Restated Articles of Incorporation do not require approval by members or any other person, other than the board of directors.
2. The board approved these Amended and Restated Articles of Incorporation to be effective as of 11:59 p.m. on the 31st day of December, 2019.
3. These Amended and Restated Articles of Incorporation supersede and take the place of the existing Articles of Incorporation and any amendments thereto.

Maria Ledger, CEO

This Document was drafted by:

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