

**ARTICLES OF INCORPORATION
OF
MY CHOICE FAMILY CARE HEALTH PLAN, INC.**

The undersigned incorporator, for purposes of forming a corporation under the provisions of Chapter 181 of the Wisconsin Statutes, as amended, without stock and not-for-profit, does adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be:

MY CHOICE FAMILY CARE HEALTH PLAN, 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; and (iii) 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 shall there be 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 appointed in such manner and for such terms as set forth herein and the Bylaws of the Corporation.

Initial Appointment. The initial voting directors shall be as set out in the initial Bylaws, with terms as shown in order to accomplish staggered terms.

Subsequent Appointments. After the initial appointment, the Board of Directors shall nominate and approve directors satisfying the criteria set forth in the Bylaws.

ARTICLE V. AMENDMENT

The Board of Directors may from time to time, by vote of a majority of its voting members, adopt, amend or repeal any and all of the Articles of Incorporation of the Corporation.

ARTICLE VI. DISTRIBUTION AND DISSOLUTION

The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors. If the Board of Directors has recommended and the Office of Commissioner of Insurance has approved, the Board of Directors, after paying or making provision for the payment of all legal liabilities of the Corporation, shall distribute the assets of the Corporation to Milwaukee County, Wisconsin or its designee, if then in existence, or to a successor governmental unit charged with providing managed care services to frail elders (age 60 and older) and people age 18 to 59 who have physical, intellectual and/or developmental disabilities, or if there is none, to an exempt organization under Section 501(c)(3) having a similar purpose, and in each case for an exempt purpose described in Section 501(c)(3) of the IRC. Notwithstanding the foregoing, the Corporation may, without following the foregoing procedure, but otherwise in compliance with all applicable laws and regulations, transfer all or substantially all of its assets to, or reorganize as, an exempt organization under Section 501(c)(3) of the IRC, carrying on a substantially similar business and purpose, if convenient or reasonably necessary to comply with licensure or similar legal requirements.

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

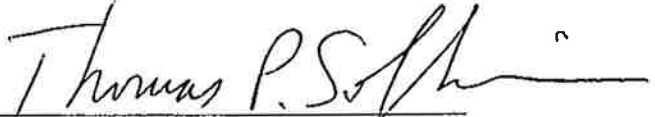
ARTICLE VII. PRINCIPAL OFFICE; REGISTERED AGENT

The principal office of the Corporation is located at 901 N. 9th Street, Room 307A, Milwaukee, WI 53233.

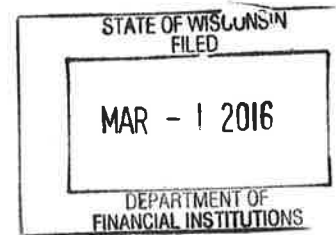
The name and address of the Registered Agent of the Corporation is Kevin Collins, 901 N. 9th Street, Room 307A, Milwaukee, WI 53233.

The name and address of the incorporator is Thomas P. Solheim, c/o Stafford Rosenbaum, LLP, 222 West Washington Avenue, Suite 900, P.O. Box 1784, Madison, WI 53701.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Madison, Wisconsin this 29th day of February, 2016.


Thomas P. Solheim, Incorporator

This Instrument Drafted by:
Thomas P. Solheim
Stafford Rosenbaum, LLP
222 W Washington Avenue
P.O. Box 1784
Madison, WI 53701





For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

ARTICLES OF INCORPORATION - CHAP 181

MY CHOICE FAMILY CARE HEALTH PLAN, INC.

Received Date: 2/29/2016

Filed Date: 3/1/2016

Filing Fee: \$35.00

Expedited Fee: \$25.00

Total Fee: \$60.00

Entity ID#: M093783

FILING FEE \$25.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 181.1005
Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

My Choice Family Care Health Plan, Inc.

(Enter Corporate Name)

Text of Amendment (Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.)

RESOLVED, THAT the articles of incorporation be amended as follows:

Article I. NAME

The name of the Corporation shall be: MY CHOICE FAMILY CARE, INC.

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B. Amendment(s) adopted on March 21, 2016

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 3/21/2016

(Date)

Title: President Secretary

or other officer title Chief Executive Officer

Maria Ledger
(Signature)

Maria Ledger
(Printed name)

This document was drafted by Thomas P. Solheim; Stafford Rosenbaum LLP
(Name the individual who drafted the document)

DFI/CCS/104(R04/15)



ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

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Thomas P. Solheim
Stafford Rosenbaum LLP
P.O. Box 1784
Madison, WI 53701-1784

▲ Your return address and phone number during the day: (608) 259 - 2627

INSTRUCTIONS (Ref. sec. 181.1005 Wis. Stats. for document content)

Please use BLACK Ink. Submit one original document to State of WI – Dept. of Financial Institutions Box 93348 Milwaukee WI 53293-0348, together with a **FILING FEE of \$25.00**, payable to the department. Filing fee is **non-refundable**. (If sent by Express or Priority U.S. mail, address to 201 W. Washington Ave., Suite 300, Madison WI, 53703). The original must include an original manual signature, per sec. 181.0120(2), Wis. Stats. **NOTICE:** This form may be used to accomplish a filing required or permitted by statute to be made with the department. Information requested may be used for secondary purposes. If you have any questions, please contact the Division of Corporate & Consumer Services at 608-261-7577. Hearing-impaired may call 711 for TTY.

A. Enter the name of the corporation (before any change effected by this amendment) and the text of the amendment(s). The text should recite the resolution adopted (e.g., "Resolved, that Article 1 of the articles of incorporation be amended to read: (set forth the amended article).

B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

By Board of Directors – Refer to sec. 181.1002 for specific information on the character of amendments that may be adopted by the Board of Directors without the approval of members with voting rights.

By Members – Adoption by members requires 2/3rd of votes cast or a majority of the voting power, whichever is less, except as conditioned by the articles of incorporation, bylaws, ss. 181.1002(1), 181.1030 or other provisions of Ch. 181, Wis. Stats.

By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.

D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

If the document is executed in Wisconsin, sec. 182.01(3) provides that it shall not be filed unless the name of the person (individual) who drafted it is printed, typewritten or stamped thereon in a legible manner. If the document is not executed in Wisconsin, enter that remark.



For Office



State of Wisconsin

Department of Financial Institutions

Endorsement

ARTICLES OF AMENDMENT - Ch. 181

MY CHOICE FAMILY CARE HEALTH PLAN, INC.

Received Date: 3/22/2016

Filed Date: 3/23/2016

Filing Fee: \$25.00

Expedited Fee: \$25.00

Total Fee: \$50.00

Entity ID#: M093783

NAME CHANGE

FILING FEE \$25.00
 OPTIONAL EXPEDITED SERVICE + \$25.00

DO NOT STAPLE

Sec. 181.1005
Wis. Stats.

State of Wisconsin
Department of Financial Institutions
Division of Corporate and Consumer Services



ARTICLES OF AMENDMENT – NONSTOCK CORPORATION

A. The present corporate name (prior to any change effected by this amendment) is:

My Choice Family Care, Inc.

(Enter Corporate Name)

Text of Amendment (*Refer to the existing articles of incorporation and the instructions on the reverse of this form. Determine those items to be changed and set forth the number identifying the paragraph being changed and how the amended paragraph is to read.*)

RESOLVED, THAT the articles of incorporation be amended as follows:

SEE EXHIBIT A ATTACHED HERETO AND INCORPORATED HEREIN BY REFERENCE.

B. Amendment(s) adopted on June 16, 2016

(Indicate the method of adoption by checking (X) the appropriate choice below.)

In accordance with sec. 181.1002, Wis. Stats. (By the Board of Directors)

OR

In accordance with sec. 181.1003, Wis. Stats. (By Members)

OR

In accordance with sec. 181.1004, Wis. Stats. (By Members voting by Class)

C. Approval by 3rd Person (Contingency Statement)

Written approval for amending the articles of incorporation was obtained from the person whose approval is required by a provision of the articles of incorporation authorized under sec. 181.1030.

D. Executed on 6/20/2016
(Date)

Title: President Secretary
or other officer title CEO

Maria Ledger
(Signature)

Maria Ledger
(Printed name)

This document was drafted by Thomas P. Solheim; Stafford Rosenbaum LLP
(Name the individual who drafted the document)

DFI/CCS/104(R04/15)



EXHIBIT A
ARTICLES OF AMENDMENT
OF
MY CHOICE FAMILY CARE, INC.

Article VI is deleted and replaced with the following:

ARTICLE VI. DISTRIBUTION AND DISSOLUTION

The period of existence of the Corporation shall be perpetual unless sooner dissolved by action of its Board of Directors. 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 in an amount equal to the assets originally transferred to the Corporation by Milwaukee County, Wisconsin, pursuant to Wis. Stat. §46.284(4m)2.a., to the State of Wisconsin Department of Health Services or its successor for use for a public purpose, and the balance to Milwaukee County, Wisconsin or its designee, if then in existence, or to a successor governmental unit, for an exempt purpose described in Section 501(c)(3) of the IRC or, in the case of a governmental recipient, for a public purpose. Notwithstanding the foregoing, the Corporation may, without following the foregoing procedure, but otherwise in compliance with all applicable laws and regulations, transfer all or substantially all of its assets to, or reorganize as, an exempt organization under Section 501(c)(3) of the IRC, carrying on a substantially similar business and an exempt purpose under Section 501(c)(3), if convenient or reasonably necessary to comply with licensure or similar legal requirements.

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

ARTICLES OF AMENDMENT (Ch. 181, Nonstock)

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Thomas P. Solheim
Stafford Rosenbaum LLP
P.O. Box 1784
Madison, WI 53701-1784

▲ Your return address and phone number during the day: (608) 259 - 2627

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- B. Enter the date of adoption of the amendment(s). If there is more than one amendment, identify the date of adoption of each. Mark (X) one of the three choices to indicate the method of adoption of the amendment(s).

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By Members thru Class Voting – Refer to sec. 181.1004 for specific information on class voting by members.

- C. Approval by Other Person – Amendment of the articles of incorporation may require the approval of a person other than the board or members, if so specified in the articles of incorporation under sec. 181.1030.
- D. Enter the date of execution and the name and title of the person signing the document. The document must be signed by one of the following: An **officer** of the corporation (or incorporator if directors have not been elected), or a court-appointed receiver, trustee or fiduciary. A director is **not** empowered to sign.

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State of Wisconsin

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Endorsement

ARTICLES OF AMENDMENT - Ch. 181

MY CHOICE FAMILY CARE, INC.

Received Date: 6/20/2016

Filed Date: 6/21/2016

Filing Fee: \$25.00

Expedited Fee: \$25.00

Total Fee: \$50.00

Entity ID#: M093783

AMENDS DISTRIBUTION AND DISSOLUTION CLAUSE