

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BLUE CROSS & BLUE SHIELD UNITED OF WISCONSIN  
PUBLIC HEALTH FOUNDATION, INC.**

The undersigned acting as incorporator of a Corporation under the Wisconsin Nonstock Corporation Law (Chapter 181 of the Wisconsin Statutes), adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I  
Name**

The name of the Corporation shall be **Wisconsin United for Health Foundation, Inc.**

**ARTICLE II  
Purposes**

The Corporation is organized and shall be operated exclusively to promote the general health, welfare and common good of the residents of the State of Wisconsin solely by supporting public health initiatives to be developed by the University of Wisconsin Medical School and the Medical College of Wisconsin.

Notwithstanding any other provisions in these Articles of Incorporation to the contrary, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) (hereinafter the "Internal Revenue Code").

**ARTICLE III  
Powers**

The Corporation shall have all powers conferred upon nonstock corporations organized under Chapter 181 of the Wisconsin Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any private individual within the meaning of Section 501(c)(4) of the Internal Revenue Code.

Furthermore, as an organization described under Section 501(c)(4) of the Internal Revenue Code, the Corporation shall be subject to the provisions of Section 4958 of the Internal Revenue Code.

**ARTICLE IV  
Members**

The Corporation shall have no members.

**ARTICLE V**  
**Board of Directors**

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3).

**ARTICLE VI**  
**Dissolution and Liquidation**

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in the Wisconsin Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor.

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(4) or Section 501(c)(3) of the Internal Revenue Code as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the circuit court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(4) or Section 501(c)(3) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

**ARTICLE VII**  
**Amendment**

These Articles may be amended by an affirmative vote of 75% of the Directors then in office and approval of the Wisconsin Commissioner of Insurance.

**ARTICLE VIII**  
**Miscellaneous**

Section 1. The name and street address of the registered agent and registered office of the Corporation is F&L Corp., 777 E. Wisconsin Ave., Milwaukee, Wisconsin 53202.

Section 2. The mailing address in Wisconsin of the principal office of the Corporation is 401 W. Michigan St., Milwaukee, Wisconsin 53203.

**ARTICLE IX**  
**Permitted Distributions**

The Bylaws of the Corporation may provide that the Corporation is authorized to make distributions under Section 181.1302(3) of the Wisconsin Statutes.

**ARTICLE X**  
**Approval**

These Amended and Restated Articles of Incorporation were adopted on \_\_\_\_\_, 2000, in accordance with Section 181.1002, Wis. Stat. (by the Board of Directors). The Corporation has no members. Written approval for amending the Articles of Incorporation is not required from any person whose approval is required by a provision of the Articles of Incorporation under Section 181.1030, Wis. Stat.

IN WITNESS WHEREOF, I have hereunto set my hand this \_\_\_\_ day of \_\_\_\_\_, 2000.

\_\_\_\_\_  
Printed Name: \_\_\_\_\_  
Its: \_\_\_\_\_

This document was drafted by and should be returned to Lynette M. Zigman, Foley & Lardner, 777 E. Wisconsin Ave., Milwaukee, WI 53202-5367. Telephone No. (414) 297-5733.