

**ARTICLES OF AMENDMENT  
AMENDING AND RESTATING THE  
ARTICLES OF INCORPORATION**

**OF**

**HEALTHPARTNERS, INC.**

This corporation, formed as a Minnesota nonprofit corporation under Articles of Incorporation dated December 28, 1983, and operated under the Minnesota Nonprofit Corporation Act, Minnesota Statutes Chapter 317A, hereby files these Articles of Amendment amending and restating its Articles of Incorporation, in conformance with Minnesota Statutes Chapter 317A, as follows:

**ARTICLE I.  
NAME**

The name of the corporation shall be HealthPartners, Inc.

**ARTICLE II.  
OFFICE**

The principal place of transacting the business of the corporation and the location of its registered office shall be 8100 34<sup>th</sup> Avenue South, Bloomington, Minnesota 55425, with a mailing address of 8100 34<sup>th</sup> Avenue South, P.O. Box 1309, Minneapolis, Minnesota 55440-1309.

**ARTICLE III.  
PURPOSES AND POWERS**

**Section 1.**     Purposes. The purpose of this corporation shall be:

(a) To provide a means whereby persons who have entered into or are covered by a health maintenance contract with this corporation, as described in Minnesota Statutes Section 62D.02(8) (“members”), as well as other individuals served by this corporation may secure for themselves and their families and dependents health care; to provide a means for members to associate themselves together in order to secure better health care for themselves and their families and dependents; to provide a means whereby doctors of medicine and dentistry and others who render health care to members and their families and dependents may be able to render such services and employ prophylactic, diagnostic and therapeutic measures as may be deemed desirable without regard to individual economic status by virtue of an assurance of payment provided by this

corporation; to increase the availability of medical and dental care for members and their families and dependents.

(b) To support the transformation of the health care system to one that is patient and member-centered, safe, efficient, effective, equitable and timely, thereby serving the health needs of the members hereof and their families and dependents and of the community.

(c) To generally promote the health of the residents of the communities it serves and to facilitate the delivery of health care services to such residents through entities organized for that purpose.

(d) To create and promote the value of integrated health care delivery.

(e) To promote the provision of affordable, quality health care for members and other persons receiving health care services through or in connection with this corporation and its affiliates, with a goal of improved health status for the entire community.

(f) To design and implement health improvement and measurement programs to benefit members, patients and the community.

(g) To directly or indirectly through affiliated organizations, engage in education regarding the health care needs of the communities in which it serves, and to educate health professionals in the knowledge, skills and values which will improve the health of the community.

(h) To directly or indirectly through affiliated organizations, engage in research regarding the health care needs of the people of the community in which it is located, and to support clinical, health services and basic science research.

(i) To support the provision of culturally competent care for members and the community which results in best outcomes for members and which reduces health disparities.

**Section 2.** Powers. The powers of this corporation shall be:

(a) To contract on behalf of its members with, and to employ, doctors of medicine and of dentistry for the rendering of medical and dental services to such members, their families and dependents, and to provide for compensation to such doctors of medicine and dentistry for such services on whatever basis may be mutually agreeable; provided that in any event the corporation shall not intervene in any manner in the professional relationship between the doctors of medicine or dentistry and their respective patients.

(b) To contract on behalf of its members with, and to employ, health technicians, nurses, ancillary health personnel and others rendering allied or related services in order to provide health services for its members and their families and dependents insofar as possible and practical.

(c) To contract on behalf of its members with, and to own, hospitals, nursing homes and other similar institutions for the health care and services related to health care of its members.

(d) To purchase, lease or otherwise acquire, to own, maintain and manage, and to sell, exchange or otherwise dispose of real and personal property of all kinds, including but not limited to equipment and facilities for the rendering of medical, dental, hospital, nursing home and allied services.

(e) Generally, to manage, promote, and arrange for the delivery of health care services for the benefit of members and in support of the promotion of the health of the public served directly or indirectly by this corporation.

(f) To manage, promote, and arrange for the delivery of culturally competent health care services, which honors and respects the beliefs, language, and behaviors of individuals receiving services, as well as staff who are providing such services.

(g) To design and implement health improvement and measurement programs to benefit members, patients and the community.

(h) To promote and arrange for the education of health professionals in the knowledge, skills and values which will improve the health of the community.

(i) To support clinical, health services and basic science research.

(j) To have and exercise such other powers and to do and engage in such other acts and activities not expressly prohibited by the Articles of Incorporation or the Bylaws of this corporation or the applicable laws of the State of Minnesota as may be necessary, proper or expedient to achieve its purposes and to exercise the other powers herein expressly specified.

**ARTICLE IV.**  
**NONPROFIT STRUCTURE**

This corporation is formed on a membership basis and without capital stock. All of its income shall be devoted to the furtherance of its purpose on a nonprofit basis. This corporation shall not afford pecuniary gain, incidentally or otherwise, to its members, officers or directors. No member of this corporation shall be personally liable for any corporate obligation.**ARTICLE V.**

## **DURATION**

The duration of the corporation shall be perpetual.

## **ARTICLE VI.** **MANAGEMENT AND DIRECTORS**

**Section 1.** The business and affairs of this corporation shall be under the management and control of a Board of Directors which shall have and exercise all of the powers that may be exercised by this corporation pursuant to these Articles of Incorporation, the Bylaws and applicable law.

**Section 2.** The number of directors shall not be less than three (3), and shall be that number prescribed in the Bylaws from time to time. The directors shall be selected in the manner described in the Bylaws.

**Section 3.** The qualifications and terms of the office of the directors shall be as provided in the Bylaws.

**Section 4.** An action requiring member approval that is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed, or consented to by authenticated electronic communication, by all directors. An action not requiring member approval that is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if authorized by a writing or writings signed, or consented to by authenticated electronic communication, by a majority of all directors. When such written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date, and the written action shall be effective when signed by the required number of the directors, unless a different effective time is provided in the written action. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for the action.

## **ARTICLE VII.** **MEMBERSHIP**

The classes, qualifications, rights, and duties of the members shall be as prescribed in the Bylaws of this corporation. To the extent provided in the Bylaws, this corporation may have members with voting rights. The Bylaws may also provide for more than one class of members with voting rights.

## **ARTICLE VIII.** **DISSOLUTION**

Upon dissolution of this corporation, and provided it is not succeeded by a corporation organized and operated for one or more of the exempt purposes for which this corporation is organized and operated, the Board of Directors shall, after paying or making provision for payment of all the liabilities of this corporation, distribute any reserves held by this corporation which were contributed by a corporation that is tax exempt under Section 501(c)(3) of the Internal Revenue Code to said corporation, and shall impute a reasonable rate of interest thereon.

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The foregoing Articles of Amendment amending the Articles of Incorporation of HealthPartners, Inc., have been adopted pursuant to Minnesota Statutes Chapter 317A and shall be effective when filed with the Office of the Secretary of State.

Date: \_\_\_\_\_

HEALTHPARTNERS, INC.

By: \_\_\_\_\_  
Its President/Chief Executive Officer