

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

OF

GROUP HEALTH PLAN, INC.

This corporation, formed as a Minnesota nonprofit corporation under Articles of Incorporation dated September 28, 1955, 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 this corporation shall be Group Health Plan, Inc.

**ARTICLE II.
OFFICE**

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

**ARTICLE III.
PURPOSES AND POWERS**

Section 1. This corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and specifically:

(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 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 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 engage in research regarding the health care needs of the people of the community in which it serves, and to support clinical, health services and basic science research.

(i) To help meet the growing demand for health care reform by providing an integrated system of health care and health care administration.

(j) To provide culturally competent care for members, patients and the community, which results in best outcomes for patients 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 other rendering allied or related services in order to provide health services for its members and their families and dependents and to help members of the community who may not be able to pay for services rendered, to the extent of the financial ability of this corporation to do so and insofar as reasonably possible and practical.

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

(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 serviced 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 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.

(k) No substantial part of this corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation. This corporation shall not participate in or otherwise intervene in (including the publishing or distributing of

statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(1) Notwithstanding any other provision of these Articles of Incorporation, this 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)(3) of the Code.

ARTICLE IV. NONPROFIT STRUCTURE

This corporation is formed on a membership basis without capital stock. All of its income shall be devoted to the furtherance of its purposes 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 prescribed in the Bylaws.

Section 3. The qualifications and terms of 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. **AMENDMENT**

Upon approval by the Board of Directors of this corporation, these Restated Articles of Incorporation, and the Bylaws, may be amended in whole or in part or entirely restated at any meeting of the Board of Directors of the corporate member of this corporation, provided that such amendment or restatement has been previously approved by the Board of Directors of this corporation. The Board of Directors shall propose amendments to these Articles of Incorporation, or the Bylaws, by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of the Board of Directors of the corporate member. Notice of the meeting of the Board of Directors of the corporate member at which an amendment or restatement of these Articles of Incorporation, or the Bylaws, is to be considered shall state the purpose of the meeting, shall include, or be accompanied by a copy of, each proposed amendment or restatement, and shall be given to each director of the corporate member entitled to vote on the proposed amendment and to each director of this corporation regardless of voting rights.

ARTICLE IX. **DISSOLUTION**

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of this corporation, distribute all of the assets of this corporation for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of this corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing Articles of Amendment amending the Articles of Incorporation of Group Health Plan, 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: _____

GROUP HEALTH PLAN, INC.

By: _____
Its President/Chief Executive Officer