State of Louisiana

JAMES J. DONELON

COMMISSIONER OF INSURANCE

I, the undersigned COMMISSIONER OF INSURANCE of the State Of Louisiana, do hereby certify that

The attached are true and correct copies of Articles of Amendment to the Amended and Restated Articles of Incorporation for LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY of Baton Rouge, Louisiana on file in my office.

Given under my signature, authenticated with the impress of my seal of office, at the City of Baton Rouge, this 11th day of August A.D. 2023

James J. Donelon
Commissioner of Insurance

J. ROBERT WOOLEY

ACTING COMMISSIONER OF INSURANCE

I, THE UNDERSIGNED COMMISSIONER OF INSURANCE OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

A certified copy of the Amendment of the Articles of Incorporation of the Louisiana Health Service & Indemnity Company dba Blue Cross and Blue Shield of Louisiana an insurance company organized under the laws of the State of Louisiana, domiciled at Baton Rouge, Louisiana, Parish of East Baton Rouge, being by act before Penny M. Martin Notary in and for the Parish of East Baton Rouge, State of Louisiana, on the 27th day of March, 2003, and recorded in the Original Book of the Clerk of Court of the Parish of East Baton Rouge on the 8th day of April, 2003, was filed in this office at 11:00 A.M. on the 15th day of April, 2003.

Amendment effective: March 27, 2003

Amended and Restated Articles of Incorporation

Given Under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this, 15th day of April A.D. 2003

J. Robert Wooley
Commissioner of Insurance

AUTHENTIC ACT OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this the 18th day of February, 2003 before me, Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

C. RICHARD ATKINS, D.D.S AND KATHRYN M. SULLIVAN, CPA, CLU

who, after being duly sworn, did declare unto me, Notary, and in the presence of the undersigned competent witnesses, that the former is the Chairman of the Board of Directors and the latter is the President and Chief Executive Officer of Louisiana Health Service & Indemnity Company (the "Corporation") and that they have been duly authorized, pursuant to the action of the Voting Members of the Corporation at its annual meeting of said Voting Members held on February 18, 2003, at the Corporation's headquarters and registered office in Baton Rouge, Louisiana, to execute this authentic act.

Appearers do further declare that the Voting Members were given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to each Voting Member and/or said Voting Member's duly authorized, validly existing, unrevoked proxy (who is also authorized to receive notice), and by a vote of 128,906 Voting Members in favor and 0 Voting Members against, in person and/or by valid proxy, the Voting Members adopted the amendments set forth in these Amended and Restated Articles of Incorporation of the Corporation set forth hereinbelow:

ARTICLE VIII, Paragraph 1: Article reworded to eliminate redundancy in wording regarding election of directors.

ARTICLE VIII, Paragraph 3: Adds "removal" to the list of circumstances in which a Board seat may become vacant. Allows a majority of the Directors to fill the vacancy during any regular or special meeting even though the remaining directors may not constitute a quorum. Allows the Board to fill a vacancy created by an increase in the number of Board seats. Also specifies that the term of any director elected in this event would not serve a full one-year term from his election, but that he would be subject to reelection at the next Annual Meeting of the Voting Members. Adds that each director, before being qualified to act, must file with the Secretary of the Corporation a written acceptance of trust.

ARTICLE VIII, Paragraph 4: Removes ability of a Director to vote by proxy; specifically prohibits this.

ARTICLE VIII, Paragraph 10: Revises the names of the Board of Directors and corrects address changes.

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ARTICLE IX: Provides that the Board elects the Chairman and Vice Chairman of the Board and the President, Secretary, Treasurer, and Assistant Secretary of the Corporation. Allows the President to appoint one or more Vice Presidents and any other officers as the President deems appropriate. Eliminates the necessity for the Board to take formal action to remove subordinate officers.

ARTICLE XIII: Adds a provision for "duty of due care" for the Directors' personal liability and indemnification.

Appearers further declare that a certified copy of the entire minutes of said Voting Members meeting authorizing these actions is attached hereto as **Exhibit "A"**. Said Appearers do hereby set forth the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company, which Amended and Restated Articles accurately reflect the entire Articles of Incorporation and all amendments thereto in effect as of this date, and declare that said Amended and Restated Articles have been adopted and effected in conformity with the law, and the Articles of Incorporation (as previously amended), of this Corporation, which Corporation was originally incorporated effective January 1, 1975, pursuant to Articles of Incorporation of the Louisiana Health Service & Indemnity Company executed December 23, 1974, and which Corporation was formed by a merger of Hospital Service Association of New Orleans and Louisiana Hospital Service, Inc. Said Appearers do hereby set forth the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company, effective upon approval by the Commissioner of Insurance and recording, retroactive to the time of adoption on February18, 2003, as follows:

ARTICLE I
Name

The name of this Corporation shall be: Louisiana Health Service & Indemnity Company.

ARTICLE II
Purpose

The purposes of the Corporation are: To promote the welfare of the members of the Corporation and the general public by transacting and conducting the kinds of insurance business previously authorized by the Articles of Incorporation, as amended, of either Hospital Service Association of New Orleans or of Louisiana Hospital Service, Inc., including entering into and issuing contracts for health care services and health and accident insurance, as well as offering and providing either directly or through any subsidiaries any additional kinds of insurance, and transacting and engaging in any other business which may be authorized by law.

Pursuant to the aforementioned purposes, the Corporation shall be guided by the following nonbinding and nonexclusive principles and policies:

<u>Economic Principles</u>

To operate the Corporation on a sound financial basis commensurate with good management practices, statutory or generally accepted accounting principles as applicable, and sound financial concepts, including the utilization of any and all assets and resources of the Corporation to maximize financial returns in order to provide to members the lowest net-

cost prepaid health and accident insurance programs deemed practical, consistent with sound underwriting principles.

Ethical Responsibility

To conduct through the Board of Directors, Corporate Officers, and employees, the operations of the Corporation on the highest ethical plane in all its phases of operation, including its relationship with members, providers, and governments of the communities wherein the Corporation operates, while operating in accordance with the laws of the area in which the Corporation operates.

Public Responsibility

To enhance the Corporation's image as a good corporate citizen by responding to community needs, exerting leadership to influence the efficient and innovative delivery of quality health care service, and implementing measures designed to control the cost of health care services delivery and protect the best interests of the members with regard to matters relating to all types of insurance authorized by law in the Corporation's area of operation.

Policies

To provide a means for people within the operating area of the Corporation to obtain health care services;

To underwrite, market, and service prepaid programs to provide health care services in case of illness or accidental injury to members, and to provide access to other types of insurance deemed beneficial and authorized by law to members utilizing sound underwriting principles;

To report on a timely basis the financial activities of the Corporation and arrange for timely audits to be conducted;

To manage and invest all of the Corporation's assets including reserves, in order to ensure financial growth and increased programs for members;

To provide for contingency liabilities through adequate reserves and/or insurance;

To maintain an actively involved and effective Board of Directors and to secure the services of qualified and appropriate persons as corporate officers and employees in order to provide the highest quality service deemed practical to members;

To deal openly, accurately, and fairly with all providers, members, and government representatives within the Corporation's area of operations;

To encourage through legislative liaison and other appropriate channels, effective laws and regulations to govern and monitor all types of insurance offered to the public within the Corporation's area of operation;

To encourage and support employee participation in community activities;

To maintain an active and effective staff to communicate with providers regarding cost containment practices, alternative delivery methods, and any and all other matters affecting the delivery of health care services to members;

To educate members and the public regarding health care needs and availability of health care services;

To discourage and guard against governmental policies or programs proposed by other providers of types of insurance, or other such actions that would be deemed not to be in the best interest of the public;

To participate with moral and financial support in organizations and activities designed to serve the communities as a whole wherein the Corporation operates;

To conduct business in accordance with the laws of the state or states wherein the Corporation is conducting business and in the best interests of the Corporation's members and of the general public;

To be guided by the Charter of the Blue Cross and Blue Shield Association;

To exert leadership in influencing the efficient and innovative delivery of health care services;

To pursue various forms of diversification and activities not inconsistent with the primary purpose of the Corporation nor prohibited by the Insurance Code or other laws of the state;

To conform to all Equal Employment Opportunity and Affirmative Action rules and regulations as they apply to the operations of the Corporation;

To respond adaptively and creatively to changing economic, governmental, and technological developments;

To establish and communicate to all levels of management a clear and concise definition and scope of responsibilities, the authority granted to discharge responsibilities, and accountabilities expected;

To promote employee trust and confidence through frequent and frank communications of Company objectives and performance;

To continue to review and improve the method and content of all advertising and other techniques of marketing, as well as all other forms of public communications;

To develop policies and programs that will support and enhance confidence in a private, free-market system.

Powers

This Corporation acting through its Board of Directors (who may delegate authority to various officers, employees, and/or agents) shall have the power to perform any acts which are necessary or proper to accomplish its purposes as expressed or implied in these Amended and Restated Articles of Incorporation, or which may be incidental thereto, and without limiting in any way the general purposes and grants of power set forth herein, it is hereby specifically provided that this Corporation shall, subject only to the limitations expressly provided by the insurance and other laws applicable to this Corporation, have the power and authority:

1. To have a corporate seal and to use the same by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced; but failure to affix a seal shall not affect the validity of any instrument;

2. To sue and be sued in its corporate name;

3. To acquire, hold, use, alienate, or encumber any real or personal property of any kind, including monies;

4. To acquire, hold, vote and use, alienate, and/or encumber, and to deal in and with, shares, memberships, or other interests in, or obligations of business, other nonprofit, or foreign corporations, associations, partnerships, joint ventures, individuals, or governmental entities;

5. To make contracts, to incur liabilities, to borrow money, to issue notes, bonds, and other obligations, and to secure any of its obligations by the mortgage, pledge, assignment, and/or any other encumbrance of any or all of its property;

6. To lend money for its corporate purposes and invest and reinvest its funds, and to take and hold property or rights of any kind as security for loans or investments;

7. To exercise its powers in this State and elsewhere as may be permitted by law;

8. To elect or appoint officers and agents, to define their duties, and to fix their compensation; and to pay pensions and establish pension plans, pension trusts, and other incentive and benefit plans for any or all of its directors, officers, and/or employees;

9. To make and alter Bylaws, not inconsistent with the laws of this State or with these Amended and Restated Articles of Incorporation, for the administration and regulation of the affairs of the Corporation;

10. To provide indemnity and insurance for its directors, officers, employees, and other agents;

11. To make donations for the public welfare, or for charitable, scientific, educational, religious, or civic purposes; and

12. To engage in any other lawful activities which are related to or incidental to any of the purposes or powers of this Corporation.

ARTICLE III
Duration

The duration of this Corporation shall be perpetual.

ARTICLE IV
Registered Office

As of the date of the adoption of these Amended and Restated Articles, the location of the registered office of the Corporation is 5525 Reitz Avenue, Baton Rouge, Louisiana, 70809, and the post office address of the registered office is Post Office Box 98029, Baton Rouge, Louisiana 70898-9029.

ARTICLE V
Registered Agents

As of this date of the adoption of these Amended and Restated Articles, the full name and address of the registered agent for service of process of the Corporation is: Michele Calandro, 5525 Reitz Avenue, Baton Rouge, Louisiana, 70809, and the post office address of the registered office is Post Office Box 98029, Baton Rouge, Louisiana 70898-9029.

ARTICLE VI
Initial Minimum Surplus

The initial minimum surplus represented by assets of the Corporation is THREE HUNDRED THOUSAND AND NO/100 ($300,000.00) DOLLARS.

ARTICLE VII
Voting Membership

1. The Corporation is organized and shall function entirely as a nonprofit mutual insurer. It shall issue no shares of stock and pay no dividends.

   The initial voting members of the Corporation were the members of the two constituent corporations, Hospital Service Association of New Orleans and Louisiana Hospital Service, Inc., which were consolidated to form this Corporation. Thereafter, each policyholder of an in force insurance contract issued by the Corporation is hereby defined to be a Voting Member of the Corporation with all rights and obligations of such membership. The term "insurance contract or policy," whenever used in these Amended and Restated Articles of Incorporation, means a written agreement or contract issued by the Corporation for or effecting insurance, other than reinsurance.

A person immediately and automatically shall (i) become a Voting Member of the Corporation at such time as such person becomes such a policyholder; and (ii) cease to be a Voting Member of the Corporation at such time as such person ceases to be such a policyholder.

Unless deemed by applicable law to be the policyholder, the holder of an insurance certificate issued pursuant to group insurance contracts shall not be a Voting Member of the Corporation for any purpose. The term "insurance certificate," whenever it is used in these Amended and Restated Articles of Incorporation, means a certificate issued to an individual insured evidencing coverage under a group insurance policy issued by the Corporation to a group insurance policyholder. The term "group insurance policy," whenever it is used in these Amended and Restated Articles of Incorporation, means a written agreement or contract issued by the Corporation for or effecting insurance coverage with respect to one or more holders of insurance certificates pursuant to applicable law.

2. No member, whether voting or not, of the Corporation shall ever be held liable for the contracts, debts, or faults of the Corporation.

3. A Voting Member, as of the record date as established hereafter, of an in force individual or group insurance policy or contract issued by the Corporation shall be entitled to one vote at any special or annual meeting of the Corporation duly called. Each Voting Member of this Corporation may grant a written proxy, which shall be revocable at any time, to any other Voting Member or group of Voting Members of this Corporation (such as all or any designated portion of the Board of Directors) to vote on behalf of said Voting Member at any annual or special meeting on any matter on which Voting Members are entitled to vote, and in granting any such proxy, the Voting Member may provide that any notices which would be sent to said Voting Member may be sent to the proxy. The Board of Directors is also authorized to establish in the Bylaws of the Corporation, means of providing written notice to each Voting Member of each annual meeting of the Voting Members through the Corporation's policy applications, its contracts of insurance, or other available writings. Further, any Voting Member or group of Voting Members who have been given any proxy, shall by written agreement, have the full power of substitution and may delegate the right to vote under the proxy to another Voting Member or group of Voting Members.

4. There shall be an annual meeting of Voting Members at the registered office of the Corporation during the month of February each year, and unless otherwise provided by the Board of Directors, with proper notice of the change in date and time, the annual meeting of Voting Members will be held at 2:00 p.m., on the third Tuesday of February of each year, unless such day is a legal holiday, and in such event the meeting will be held on the next business day following said holiday. The Board of Directors is authorized to establish a record date for determination of Voting Members entitled to vote at its annual or special meetings of Voting Members, and for all other legal purposes, which date shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting. Except as otherwise required under applicable law or in these Articles, the quorum requirements for the annual and special meetings of the Voting Members of the Corporation shall be as established by the Board of Directors in the Bylaws of the Corporation.

ARTICLE VIII
Board of Directors

1. The Directors of this Corporation shall normally be elected by the Voting Members at the Annual Meeting of the Voting Members to be held in February of each year and shall hold office for a term of one (1) year or until their successors are duly elected and qualified. Failure to elect Directors annually shall not dissolve this Corporation, nor impair its corporate existence or management, but the Directors then in office shall remain in office until their successors shall have been duly elected and qualified. Directors may receive reasonable remuneration for their services as members of the Board of Directors.

2. All of the business affairs, management, and control of this Corporation shall be vested in and exercised by the Board of Directors, acting by a majority vote of the Directors voting, unless some larger number is otherwise required by these Articles, the Bylaws, or by law. The Board may delegate its authority to various committees, officers, employees, and/or agents. The Board of Directors of this Corporation shall consist of not less than nine (9) nor more than twenty-one (21) individuals, and each Director must be a policyholder Voting Member of this Corporation. The Board of Directors at any time may decrease or increase its own membership to not less than nine (9) nor more than twenty-one (21) by a majority vote of the total membership of the then existing Board.

3. Any vacancy occurring among the Directors of the Corporation by death, resignation, removal or otherwise may be filled for the unexpired term by a majority vote of the remaining Directors, even though not constituting a quorum, at any regular meeting or special meeting of the Board of Directors. Any vacancy resulting from an increase in the authorized number of Directors may be filled by a majority vote of the Directors; provided that the Voting Members shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the Directors. The term of office of any such Director so elected shall expire at the same time as the terms of the remaining Directors, and such Director shall be subject to election by the Voting Members at the next Annual Meeting of Voting Members. Each Director, before being qualified to act, must file with the Secretary of the Corporation a written acceptance of his trust.

   A Director who attains the age of seventy-five (75) years shall retire at the expiration of the term during which he attains said age.

   Any Director elected to the Board prior to January 1, 1994, and who has served consecutive terms as a Director until he attains the age of seventy-five (75) years, shall automatically become a Director Emeritus at the expiration of the term during which he attains said age.

   Any Director, who has served as a Director for ten (10) consecutive one (1) year terms, shall have the option to become a Director Emeritus, regardless of the Director's age.

   A Director Emeritus shall be entitled to retain such status and title as Director Emeritus until death or resignation.

   Directors Emeritus are not and shall not be considered members of the Board of Directors for any purpose, and shall have no rights or privileges as members of the Board, including but not limited to voting rights, except as specified in these Articles of Incorporation or the Bylaws. Unless otherwise provided by the Board, Directors Emeritus shall be entitled to participate in any health care fringe

benefit programs that may be established for active Directors. Widows or widowers of Directors Emeritus or Directors with ten (10) years of service on the Board shall be eligible to continue participation in any health care fringe benefit programs that were in effect for said deceased Director or Director Emeritus at the time of the death of said Director or Director Emeritus.

4. Each Director shall have one vote and such voting may not be done by proxy.

5. The Board of Directors shall be aware of and cognizant of the desirability of having a statewide distribution of Directors in determining the size and composition of the Board; however, there is no requirement to have statewide or any other distribution.

6. Any Director, after an opportunity afforded him for being heard, may be removed for cause by a majority vote of the total number of Directors at any regular meeting or at any special meeting called for such purpose.

7. Three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall automatically constitute removal from the Board, effective when notification of removal is dated and mailed by registered mail by the Secretary of the Board or his authorized designee to the removed Director.

8. The Directors shall have full power and authority, without notice to the members, to adopt the Bylaws for this Corporation by a vote of two-thirds (2/3) of the total number of Directors, subject to the power of the Voting Members to amend or modify said Bylaws.

9. The Board of Directors must meet at least six (6) times each calendar year and must call a meeting upon the written application of the Voting Members of one-tenth (1/10) of the insurance in force as of the preceding December 31 report of the Corporation.

10. The first Directors under these Amended and Restated Articles of Incorporation and the post office address of each such Director are listed as follows:

Dr. C. Richard Atkins
7059 Jefferson Hwy.
Baton Rouge, La 70806

Mr. Scott O. Brame
4602 Wellington Blvd.
Alexandria, LA 71303

Mr. Robert E. Brooks
343 Third Street, Suite 205
Baton Rouge, LA 70801

Mr. H. Claude DeBeaux, Jr.
P. O. Box 6797
Shreveport, LA 71136

Mrs. Frances Turner Henry
945 E. Hart's Mill Lane
Baton Rouge, LA 70808

Dr. Carl S. Luikart
Louisiana Cardiology Associates
5228 Dijon Dr.
Baton Rouge, LA 70808

Mr. Thad D. Minaldi
Executive Vice President & Counsel
Jack Lawton, Inc.
101 North Huntington Street
Sulphur, LA 70663

Mrs. Sybil H. Morial
Associate Vice President
Xavier University
1 Drexel Dr., Box 75A
New Orleans, LA 70125

Mr. Virgil Robinson, Jr.
President & CEO
Dryades Savings Bank, F.S.A.
231 Carondelet St., Suite 200
New Orleans, LA 70130

Mrs. Kathryn M. Sullivan
President & CEO
Blue Cross and Blue Shield of Louisiana
P. O. Box 98029
Baton Rouge, LA 70898-9029

ARTICLE IX
Corporate Officers

The Directors shall elect a Chairman and Vice Chairman of the Board, and the President, Treasurer, Secretary and Assistant Secretary of the Corporation, and normally said officers shall be elected at a meeting of the Board of Directors to be held immediately following each Annual Meeting of the Voting Members of the Corporation. The President shall be a member of the Board of Directors, and as a Director, shall have the same powers, duties, rights, and responsibilities as other such members of the Board. The President may also appoint one or more Vice Presidents and such officers as the President may from time to time deem appropriate.

ARTICLE X
Incorporators

The name and post office address of each of the incorporators of this Corporation as incorporated and consolidated on December 23, 1974, effective January 1, 1975, were:

1. Hospital Service Association of New Orleans, 2026 St. Charles Avenue, New Orleans, Louisiana, 70130;
2. Louisiana Hospital Service, Inc., 10225 Florida Boulevard, Post Office Box 15699, Baton Rouge, Louisiana, 70895;
3. Charles I. Denechaud, Jr., 1412 Pere Marquette Building, New Orleans, Louisiana, 70112;
4. Albert B. Koorie, 627 Hibernia Bank Building, New Orleans, Louisiana, 70112;
5. Harold Salmon, Sr., 4700 Howard Avenue, New Orleans, Louisiana, 70125;
6. Charles A. Beskin, M.D., 3929 Convention Street, Baton Rouge, Louisiana, 70806;
7. John S. Kean, Post Office Box 3677, Baton Rouge, Louisiana, 70821;
8. J.B. Heroman, Jr., 1600 North Riverside, Baton Rouge, Louisiana, 70802.

ARTICLE XI
Liquidation or Sale of All or Substantially All Assets

If for any reason it becomes necessary to liquidate the affairs of this Corporation, the Corporation shall be liquidated by the Commissioner of Insurance of the State of Louisiana in accordance with the provisions of the Louisiana Insurance Code, and in accordance with other applicable law, if any. Further, if the Board of Directors of this Corporation, by a majority vote, feels it is in the best interest of this Corporation to sell or transfer all or substantially all of the assets of this Corporation to another insurance company, the Board of Directors, subject to the approval and supervision of the Commissioner of Insurance for the State of Louisiana and upon obtaining approval of the Voting Members, may make such sale or transfer. The approval of the Voting Members may be obtained by a vote of not less than the holders of two-thirds (2/3) of the voting power of all persons present or represented by proxy who vote thereon (in person or by proxy) at a regular or special meeting of the Voting Members of the Corporation called for that purpose. Not less than thirty (30) days written notice shall be given of such meeting, and the specific purpose of the meeting shall be recited or shall be summarized in the notice, which summary shall at least advise the Voting Members that a meeting is being called for the Voting Membership to discuss and vote on a plan to sell or otherwise transfer all or substantially all of the assets of the Corporation and shall give the name of the potential buyer and/or transferee, and shall state that a more detailed summary of the proposed transaction may be obtained from the Corporation's Secretary.

ARTICLE XII
Method of Amendment

1. These Amended and Restated Articles of Incorporation may be amended by vote of not less than two-thirds (2/3) of the voting power of all Voting Members present or represented by proxy (in person or by proxy) at a regular or special meeting of the Voting Members of the Corporation called for that purpose. Not less than thirty (30) days written notice shall be given of such meeting, and the specific amendment to be considered shall be recited or summarized in the notice.

2. It is further provided that this Corporation may change the location of the Corporation's registered office or may change its registered agent and/or his/her address, or both, without amending these Articles of Incorporation, and such change of the Corporation's registered office, its registered agent, and/or its registered agent's address may be made by a resolution adopted by a vote of two-thirds (2/3) of the total number of the Board of Directors. Thereafter, a copy of said resolution shall be filed with the Commissioner of Insurance for the State of Louisiana.

ARTICLE XIII
Directors' Personal Liability and Indemnification

No Director or officer of this Corporation shall have any personal liability to the Corporation or to its members for monetary damages for breach of fiduciary duty as a Director or officer; provided, however, that this provision shall not eliminate or limit the liability of a Director or officer **(a)** for any breach of the Director's or officer's duty of loyalty or duty of due care to the Corporation or its members; **(b)** for acts or omissions not in good faith or which involve intentional misconduct or knowing violation or law; **(c)** for any liability which would exist for an officer or director of a business corporation under LSA-R.S. 12:92(D); or **(d)** for any transaction from which the director or officer derived an improper personal benefit.

In addition, this Corporation may provide for the indemnification of its Directors, officers, employees, and/or agents as may be determined and provided in the Bylaws of this Corporation or by Board resolution, including procuring insurance for said indemnification.

THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

WITNESSES:

Penny M. Martin

Emmeline Moyd

C. Richard Atkins, D.D.S.

Kathryn M. Sullivan, CPA, CLU

NOTARY PUBLIC

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CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana

I, Michele Stewart Calandro, Assistant Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of the minutes of the Annual Meeting of the Voting Members of Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana, which was held on the 18th day of February, 2003.

Witness my official signature at Baton Rouge, Louisiana, this 19 day of February, 2003.

Michele Stewart Calandro
MICHELE STEWART CALANDRO, Assistant Secretary

Subscribed and sworn to before me, Penny M. Martin, a Notary Public for the Parish of East Baton Rouge, State of Louisiana, on the 19 day of February, 2003.

Penny M. Martin
PENNY M. MARTIN, Notary Public

State of Louisiana

UNION JUSTICE AND CONFIDENCE

JAMES J. DONELON

COMMISSIONER OF INSURANCE

I, the undersigned COMMISSIONER OF INSURANCE *of the State Of Louisiana, do hereby certify that*

The attached are true and correct copies of the Articles of Amendment to the Amended and Restated Articles of Incorporation for LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY *of Baton Rouge, Louisiana on file in my office.*

Given under my signature, authenticated with the impress of my seal of office, at the City of Baton Rouge, this 14th *day of* August *A.D. 2023*

James J. Donelon
Commissioner of Insurance

BCBSLA EX. A

State of Louisiana

James J. Donelon

COMMISSIONER OF INSURANCE

I, THE UNDERSIGNED COMMISSIONER OF INSURANCE OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

A certified copy of the Amended and Restated Articles of Amendment to the Amended and Restated Articles of Incorporation of ***Louisiana Health Service & Indemnity Company,*** *an insurance company organized under the laws of the State of Louisiana, domiciled at* ***Baton Rouge****, Parish of* ***East Baton Rouge****, being by act before Penny M. Martin, Notary in and for the Parish of East Baton Rouge, State of Louisiana, on the 8th day of March, 2007, and recorded in the Original Book of the Clerk of Court of the Parish of East Baton Rouge on the 19th day of April, 2007, was filed in this office at 11:00 A.M. on the 24th day of April, 2007.*

Amendment effective: April 19, 2007

Given Under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this, 24th day of April A.D. 2007.

James J. Donelon
Commissioner of Insurance

ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this the 21st day of February, 2007 before me, Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

VIRGIL ROBINSON, JR. AND GERY J. BARRY

who, after being duly sworn, did declare unto me, Notary, and in the presence of the undersigned competent witnesses, that the former is the Chairman of the Board of Directors and the latter is the President and Chief Executive Officer of Louisiana Health Service & Indemnity Company (the "Corporation") and that they have been duly authorized, pursuant to the action of the Voting Members of the Corporation at its annual meeting of said Voting Members held on February 21, 2007, at the Corporation's headquarters and registered office in Baton Rouge, Louisiana, to execute this authentic act.

Appearers do further declare that the Voting Members were given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to each Voting Member and/or said Voting Member's duly authorized, validly existing, unrevoked proxy (who is also authorized to receive notice), and by a vote of 148,472 Voting Members in favor and 0 Voting Members against, in person and/or by valid proxy, the Voting Members adopted an amendment to the Articles of Incorporation to eliminate the 2:00 p.m. time set for the annual meeting of the Voting Members. By such action, Article VIII – Voting Membership, Section 4, is amended to read as follows:

ARTICLE VII
Voting Membership

4. There shall be an annual meeting of Voting Members at the registered office of the Corporation during the month of February each year, and unless otherwise provided by the Board of Directors, with proper notice of the change in date and time, the annual meeting of Voting Members will be held on the third Tuesday of February of each year, unless such day is a legal holiday, and in such event the meeting will be held on the next business day following said holiday. The Board of Directors is authorized to establish a record date for determination of Voting Members entitled to vote at its annual or special meetings of Voting Members, and for all other legal purposes, which date shall not be more than sixty (60) days nor less than ten (10) days prior to the date of the meeting. Except as otherwise required under applicable law or in these Articles, the quorum requirements for the annual and special meetings of the Voting Members of the Corporation shall be as established by the Board of Directors in the Bylaws of the Corporation.

THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

WITNESSES:

Penny M. Martin

Penny M. Martin

Virgil Robinson, Jr.

Jenniver Lloyd-Captville

Jenniver Lloyd-Captville

Gery J. Barry

Michele S Calandro

MICHELE S. CALANDRO, NOTARY PUBLIC
NOTARY NUMBER # 10143
COMMISSION IS FOR LIFE

APPROVED FOR RECORDATION
Date: 4-1-07
For the Commissioner of Insurance

ORIG 78 BWR 11942
FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.
2007 APR 13 AM 07:
FTL BK FOLIO
DOUG WELDON
CLERK OF COURT & RECORDER
CERTIFIED TRUE COPY
BY
DEPUTY CLERK & RECORDER

CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana

I, Michele Stewart Calandro, Assistant Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of the minutes of the Annual Meeting of the Voting Members of Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana, which was held on the 21st day of February, 2007.

Witness my official signature at Baton Rouge, Louisiana, this 8 day of March, 2007.

Michele Stewart Calandro

MICHELE STEWART CALANDRO, Assistant Secretary

Subscribed and sworn to before me, Penny M. Martin, a Notary Public for the Parish of East Baton Rouge, State of Louisiana, on the 8 day of March, 2007.

Penny M. Martin

PENNY M. MARTIN, Notary Public
Notary Number 42067
Commission is for Life

MINUTES
ANNUAL MEETING OF THE VOTING MEMBERS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

FEBRUARY 21, 2007

The Annual Meeting of the Voting Members of Louisiana Health Service & Indemnity Company (LHSIC) was held in the Company's Customer Center Rooms 2A and 2B at 5525 Reitz Avenue, Baton Rouge, Louisiana on Wednesday, February 21, 2007. The meeting was convened, held, and conducted in the manner provided by the Bylaws of the Corporation.

BOARD MEMBERS PRESENT	Mr. Virgil Robinson, Jr., Chair Dr. C. Richard Atkins Mr. Gery J. Barry Mr. Robert E. Brooks Mr. Michael B. Bruno Mrs. Frances T. Henry Mrs. Ann H. Knapp Mr. Charles B. McCoy Mrs. Sybil H. Morial Mr. Thad D. Minaldi Ms. Kathy Sellers-Johnson
ABSENT:	Mr. H. Claude DeBeaux, Jr. Dr. Carl S. Luikart
OTHERS	Mrs. Michele S. Calandro Mr. Dee Cronk Mr. William Heine, representing ABC of Louisiana Mr. Darrell Langlois Mr. Errol Labat, representing Bayou Federal Credit Union Mr. John Maginnis Ms. Penny M. Martin Mr. Mike Hayes Mr. Mike Reitz

Attached as Exhibit "A" and made a part of these minutes is a copy of the notices of the Annual Meeting of the Voting Members.

CALL TO ORDER

The meeting was called to order at 2:00 p.m. by Mr. Virgil Robinson, Jr., Chair of the Board of Directors. Mr. Robinson asked Mrs. Ann Knapp, Secretary of the Board of Directors, to confirm that a quorum was present. Mrs. Knapp reported that more than 148,465 Voting Members were present in person or represented by proxy, constituting a quorum.

The Chairman called attention to the minutes of all Board meetings since the last annual meeting, which were on the table at the rear of the room, advising that the minutes were available for inspection. He noted that at the end of the meeting, he would ask for

MOTION: Authorization for Mr. Virgil Robinson, Jr. and Mr. Gery Barry to execute an Authentic Act Setting Forth the Amendment to Articles of Incorporation	Ms. Sellers-Johnson moved that Mr. Virgil Robinson, Jr., as current Chairman of the Board, and Mr. Gery Barry, as President of the Company, be authorized to execute such an act as they in their discretion may deem appropriate to effect the change to the Articles of Incorporation. Mr. Bruno seconded the motion, and Mrs. Knapp cast the 148,465 proxies held by the Board in favor of the motion. Mr. Robinson voted the one proxy held by the group, Robert W. Levy, District Attorney, in favor of the motion. Dr. Atkins voted the five proxies he held in favor of the motion. Mrs. Henry voted the one proxy she held in favor of the amendment to the motion. The motion authorizing Mr. Robinson and Mr. Barry to execute an authentic act setting forth the amendments passed by a vote of 148,472 YEAS and 0 NAYS.
PRESIDENT'S SPEECH	Mr. Robinson then called upon Mr. Gery J. Barry, President & CEO, to deliver a brief statement. Mr. Barry provided brief remarks on the activities of the Company during 2006 and its continued strength and stability. He reported on his strong, personal commitment to Louisiana's recovery and the rebuilding process following hurricanes Katrina and Rita, including his service on the Louisiana Health Care Redesign Collaborative. He also provided information on the Company's activities for 2007, its mission, vision 2010 plan and strategic plan. Following his remarks, he thanked the Board of Directors for their guidance and support of the senior management team who worked so hard to continue the Company's achievements. He also thanked the employees who work hard every day on the frontlines and who make the Company what it is—Louisiana's health insurer of choice.
RESULTS OF ELECTION OF BOARD OF DIRECTORS	At the request of Mr. Robinson, Mrs. Knapp confirmed that the following individuals were elected by a vote of 148,474 in favor and 0 against as members of the Board of Directors: •Dr. C. Richard Atkins •Mr. Gery J. Barry •Mr. Robert E. Brooks •Mr. Michael B. Bruno •Mrs. Frances T. Henry •Mrs. Ann Knapp •Dr. Carl S. Luikart •Mr. Charles B. McCoy •Mr. Thad D. Minaldi •Mrs. Sybil H. Morial •Mr. Virgil Robinson, Jr. •Ms. Kathy E. Sellers-Johnson

Mr. Robinson then asked that the record reflect that the members of the Board of Directors were elected by a majority of the Voting Members present in person or represented by proxy.

RATIFICATION OF OFFICIAL ACTIONS OF THE BOARD OF DIRECTORS

Mr. Robinson then called for a motion to ratify all official actions of the Board since the 2006 Annual Voting Members' Meeting.

MOTION: Ratification of Official Action of the Board of Directors Since the 2006 Annual Voting Members' Meeting

Ms. Sellers-Johnson moved and Mr. Bruno seconded a motion for ratification of the official actions of the Board since the 2006 Annual Voting Members' Meeting. Mrs. Knapp voted the 148,465 proxies held by the Board in favor of the ratification. Mr. Robinson voted the one proxy held by the group, Robert W. Levy, District Attorney, in favor of the motion. Dr. Atkins voted the five proxies he held in favor of the motion. Mrs. Henry voted the one proxy she held in favor of the motion. Mr. Robinson then called for opposing votes. There being none, the motion in favor of said ratification passed by a vote of 148,472 YEAS and 0 NAYS.

MOTION - Adjourn

There being no further business to come before the Board, Ms. Sellers-Johnson moved that the meeting be adjourned. Mr. Bruno seconded the motion. Mrs. Knapp voted the 148,465 proxies held by the Board in favor of the motion. Mr. Robinson voted the one proxy held by the group, Robert W. Levy, District Attorney, in favor of the motion. Dr. Atkins voted the five proxies he held in favor of the motion. Mrs. Henry voted the one proxy he held in favor of the motion. Hearing no objection, Mr. Robinson declared the meeting adjourned.

Respectfully submitted,

_____

ANN H. KNAPP, Secretary

Approved:

_____

VIRGIL ROBINSON, JR.
Chair

State of Louisiana

JAMES J. DONELON

COMMISSIONER OF INSURANCE

I, the undersigned COMMISSIONER OF INSURANCE of the State Of Louisiana, do hereby certify that

The attached are true and correct copies of Second Articles of Amendment to the Amended and Restated Articles of Incorporation for LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY of Baton Rouge, Louisiana on file in my office.

Given under my signature, authenticated with the impress of my seal of office, at the City of Baton Rouge, this 11th day of August A.D. 2023

James J. Donelon
Commissioner of Insurance

James J. Donelon

COMMISSIONER OF INSURANCE

I, THE UNDERSIGNED COMMISSIONER OF INSURANCE OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

A certified copy of the Second Articles of Amendment to the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company, domiciled in East Baton Rouge Parish, Louisiana, certified by the East Baton Rouge Parish Clerk of Court and Recorder, as a true and correct copy from the records of his office, was filed in this office at 9:00 a.m. on the 5th Day of April, 2016.

Given Under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this, 5th day of April A.D. 2016

James J. Donelon
Commissioner of Insurance

File Copy

BCBSLA EX. A

SECOND ARTICLES OF AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this the 16 day of February 2016 before me, Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

DANIEL S. BORNÉ AND VIRGIL ROBINSON, JR.

who, after being duly sworn, did declare unto me, Notary, and in the presence of the undersigned competent witnesses, that the former is the Chairman of the Board of Directors and the latter is the Secretary of Louisiana Health Service & Indemnity Company (the "Corporation") and that they have been duly authorized, pursuant to the action of the Voting Members of the Corporation at its annual meeting of said Voting Members held on February 16, 2016, at the Corporation's headquarters and registered office in Baton Rouge, Louisiana, to execute this authentic act.

Appearers do further declare that the Voting Members were given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to each Voting Member and/or said Voting Member's duly authorized, validly existing, unrevoked proxy (who is also authorized to receive notice), and by a vote of 117,301 Voting Members in favor and 0 Voting Members against, in person and/or by valid proxy, the Voting Members amended Article XIII of the Articles of Incorporation relative to director's and officer's personal liability and indemnification. By such action, Article XIII is amended to read as follows:

ARTICLE XIII
Directors and Officers Personal Liability and Indemnification

1. No director or officer shall be liable to the Corporation or to its members for money damages for any action taken, or any failure to take action, as a director or officer, except for one of the following:

   (1) A breach of the director's or officer's duty of loyalty to the Corporation or the members.
   (2) An intentional infliction of harm on the Corporation or the members.
   (3) An unlawful distribution to members.
   (4) An intentional violation of criminal law.

2. The Corporation shall procure insurance against the liability for which a director or officer is personally liable.

3. The Corporation shall indemnify a director or officer who is wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she is a party because he or she was a director or officer of the Corporation, against expenses incurred by the director or officer in connection with the proceeding.

4. The Corporation may indemnify directors, advance expenses incurred, and procure insurance for said indemnification to the fullest extent allowed by law, and may indemnify officers, advance expenses incurred, and procure insurance for said indemnification to the fullest extent allowed by law, the bylaws, resolution of the Board of Directors, or contract.

THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

WITNESSES (2):

Signature of 1st Witness

Debra Adams

Printed Name of 1st Witness

5525 Reitz Avenue, Baton Rouge, LA 70809
Address of 1st Witness

Signature of 2nd Witness

Christe Ducote

Printed Name of 2nd Witness

5525 Reitz Avenue, Baton Rouge, LA 70809
Address of 2nd Witness

Daniel S. Borné

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

Virgil Robinson, Jr.

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

PENNY M. MARTIN, NOTARY PUBLIC
Commissioned for East Baton Rouge Parish, LA
Commission is for Life
Notary No.: 42067

APPROVED FOR RECORDATION
Date: 3-9-2016
Angelia Byrd
For the Commissioner of Insurance

CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana

I, Michele Stewart Calandro, Assistant Secretary of the Board, do hereby certify the following:

1) The foregoing is a true and correct copy of the minutes of the Annual Meeting of the Voting Members of Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana, which was held on the 16th day of February, 2016; and

2) The Second Articles of Amendment to the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana were adopted at the Annual Meeting of Voting Members on February 16, 2016 by a vote of more than two-thirds of those voting at the meeting.

Witness my official signature at Baton Rouge, Louisiana, this 7th day of March, 2016.

Michele Stewart Calandro

MICHELE STEWART CALANDRO, Assistant Secretary

Subscribed and sworn to before me, Penny M. Martin, a Notary Public for the Parish of East Baton Rouge, State of Louisiana, on the 7th day of March, 2016.

PENNY M. MARTIN, Notary Public
Notary Number 42067
Commission is for Life

APPROVED FOR RECORDATION
Date: 3-9-2016
Lamella Byrd
For the Commissioner of Insurance

State of Louisiana

JAMES J. DONELON

COMMISSIONER OF INSURANCE

I, the undersigned **COMMISSIONER OF INSURANCE** *of the State Of Louisiana, do hereby certify that*

The attached are true and correct copies of Third Amendment to the Amended and Restated Articles of Incorporation for **LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY** *of Baton Rouge, Louisiana on file in my office.*

Given under my signature, authenticated with the impress of my seal of office, at the City of Baton Rouge, this 11th *day of* August *A.D. 2023*

James J. Donelon
Commissioner of Insurance

James J. Donelon

COMMISSIONER OF INSURANCE

I, THE UNDERSIGNED COMMISSIONER OF INSURANCE OF THE STATE OF LOUISIANA, DO HEREBY CERTIFY THAT

A certified copy of the Third Amendment to the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company, domiciled in East Baton Rouge Parish, Louisiana, certified by the East Baton Rouge Parish Clerk of Court and Recorder, as a true and correct copy from the records of his office, was filed in this office at 3:00 p.m. on the 26th Day of March, 2019.

Given Under my signature, authenticated with the impress of my Seal of office, at the City of Baton Rouge, this, 9th day of April A.D. 2019

James J. Donelon
Commissioner of Insurance

THIRD AMENDMENT
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

BE IT KNOWN, that on this the 19 day of February 2019 before me, Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

I. STEVEN UDVARHELYI, M.D. AND MICHELE S. CALANDRO

who, after being duly sworn, did declare unto me, Notary, and in the presence of the undersigned competent witnesses, that the former is the President and the latter is the Secretary of Louisiana Health Service & Indemnity Company (the "Corporation") and that they have been duly authorized, pursuant to the action of the Voting Members of the Corporation at its annual meeting of said Voting Members held on February 19, 2019, at the Corporation's headquarters and registered office in Baton Rouge, Louisiana, to execute this authentic act.

Appearers do further declare that the Voting Members were given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to each Voting Member and/or said Voting Member's duly authorized, validly existing, unrevoked proxy (who is also authorized to receive notice), and by a vote of 85,739 Voting Members in favor and 0 Voting Members against, in person and/or by valid proxy, the Voting Members amended Article VIII, paragraphs 1 and 2, of the Articles of Incorporation. By such action, Article VIII is amended to read as follows:

ARTICLE VIII
Board of Directors

1. The Directors of this Corporation shall normally be elected by the Voting Members at the Annual Meeting of the Voting Members to be held in February of each year and shall hold office for a term of one (1) year or until their successors are duly elected and qualified. Effective on the date of the 2019 Annual Meeting of the Voting Members, Directors may not serve more than fifteen (15) terms. Directors elected at the 2019 Annual Meeting of the Voting Members shall begin their first term under this maximum tenure. Directors elected after the 2019 Annual Meeting of the Voting Members shall begin their first term upon their election. Failure to elect Directors annually shall not dissolve this Corporation, nor impair its corporate existence or management, but the Directors then in office shall remain in office until their successors shall have been duly elected and qualified. Directors may receive reasonable remuneration for their services as members of the Board of Directors.

2. All of the business affairs, management, and control of this Corporation shall be vested in and exercised by the Board of Directors, acting by a majority vote of the Directors voting, unless some larger number is otherwise required by these Articles, the Bylaws, or by law. The Board may delegate its authority to various committees, officers, employees, and/or agents. The Board of Directors of this Corporation shall consist of not less than nine (9) nor more than twenty-one (21)

individuals, and a majority of the Directors must be policyholders of this Corporation. The Board of Directors at any time may decrease or increase its own membership to not less than nine (9) nor more than twenty-one (21) by a majority vote of the total membership of the then existing Board.

THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

WITNESSES (2):

Signature of 1st Witness

Lisa Nicholson
Printed Name of 1st Witness

5525 Reitz Avenue, Baton Rouge, LA 70809
Address of 1st Witness

Signature of 2nd Witness

Melissa LeMaire
Printed Name of 2nd Witness

5525 Reitz Avenue, Baton Rouge, LA 70809
Address of 2nd Witness

I. Steven Udvarhelyi, M.D.

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

Michele S. Calandro

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

PENNY M. MARTIN, NOTARY PUBLIC
Commissioned for East Baton Rouge Parish, LA
Commission is for Life
Notary No.: 42067

OFFICIAL SEAL
PENNY M. MARTIN
NOTARY ID # 42067
STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE
My Commission is for Life

APPROVED FOR RECORDATION
DATE: 3-18-2019
For the Commissioner of Insurance

BYLAWS
OF
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

ARTICLE I.
Membership Meetings

1. The Annual Meeting of the Voting Members of the Corporation required by La. R.S. 22:119 shall be held at the registered office of the Corporation on the third Tuesday of February of each year, unless such day is a legal holiday, and then on the next business day following said holiday. The Board of Directors, with proper notice, may change the date and time of the Annual Meeting. "Voting Member" shall have such meaning as specified in the Articles of Incorporation.

2. A special meeting of the Voting Members for any purpose or purposes, unless otherwise prescribed by law, or by the Articles of Incorporation, may be called by the Chairman of the Board, and shall be called by the Chairman of the Board at the request in writing of a majority of the members of the Board of Directors. Such request shall state the purpose or purposes of the proposed meeting. Business transacted at such special meeting shall be confined to the subjects stated in the call.

3. Written notice of the Annual Meeting shall be given to each Voting Member by means of the policy of insurance issued to said Voting Member or by other appropriate document. A written notice of the Annual Meeting shall be mailed to each Voting Member who has not appointed a proxy or proxies at such address as appears on the books of the Corporation at least ten (10) days but not more than sixty (60) days prior to the meeting; however, where a Voting Member has in advance appointed a proxy or proxies, such notice may be served upon such proxy or proxies.

4. Written notice of a special meeting of the Voting Members stating the time, place and subject thereof, shall be given to such Voting Member, or served upon his duly constituted proxy or proxies at such address as appears on the books of the Corporation, at least ten (10) days but not more than sixty (60) days prior to the meeting.

5. The Corporation shall publish an announcement of the Annual Meeting or special meetings of Voting Members at least ten (10) days prior to each said meeting but not earlier than sixty (60) days prior to each said meeting in the official journals of New Orleans, Baton Rouge, Shreveport, Monroe, Alexandria, Lafayette and Lake Charles.

6. The Chairman of the Board of Directors, or in his absence, the Vice Chairman of the Board of Directors, shall preside over the Annual Meeting and any special meetings of Voting Members. In the absence of both the Chairman and the Vice Chairman, the Board of Directors shall by majority vote elect another member of the Board of Directors to preside over said meetings.

7. A majority of the Voting Members, present in person or represented by proxy, shall be requisite and shall constitute a quorum at all meetings of such members for the transaction of business, except as may be provided by law, by the Articles of Incorporation, or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the Voting Members, such members, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally called.

8. When a quorum is present at any meeting, the vote of a majority of the Voting Members, present in person or represented by proxy, shall decide any question brought before such meeting, unless the question is one upon which, by express provision of law, or the Articles of Incorporation, or of these Bylaws, a different vote is required, in which case such express provision shall govern and control the decision of such question.

9. Each Voting Member of this Corporation may in writing designate a proxy, who shall be a Voting Member or group of Voting Members of this Corporation (such as all or any designated portion of the Board of Directors), to vote on behalf of said Voting Member at any annual or special meeting on any matter on which Voting Members are entitled to vote, and in designating any such proxy, the Voting Member may provide that any notices which would be sent to said Voting Member may be sent to the proxy. The designation of a proxy shall be revocable at any time in the manner prescribed by law.

ARTICLE II.
Board of Directors

1. The corporate powers of this Corporation shall be vested in, and exercised by, the Board of Directors.

2. The Board of Directors shall be constituted and governed by Article VIII of the Amended and Restated Articles of Incorporation adopted by the Voting Members on February 18, 2003, and approved for recordation by the Commissioner of Insurance on March 27, 2003, as amended from time to time, and by these Bylaws.

3. The directors of this Corporation shall normally be elected at the Annual Meeting of the Voting Members to be held in February of each year and shall hold office for a term of one (1) year or until their successors are duly elected and qualified. Effective February 19, 2019, a director may not serve more than fifteen (15) terms, the first of which began on said date.

4. A majority of the members of the Board shall constitute a quorum for the transaction of business. If a quorum is present when the meeting is convened, the directors present may continue to do business, taking action by vote of a majority of a quorum until adjournment, notwithstanding the withdrawal of enough directors to leave less than a quorum; provided, however, that the remaining directors may not take action upon any business that is not on the agenda, as approved at the beginning of the meeting.

5. The Board of Directors shall meet at least six times each year and upon written application of the Voting Members of one-tenth (1/10) of the insurance in force as of the preceding December 31. Such meetings shall be held on such dates and at such times as the directors shall determine. The first of such regular meetings of the Board of Directors shall be held in January of each year. The Board of Directors elected at the Annual Meeting of the Voting Members shall meet as soon as practicable after said Annual Meeting and no notice of such meeting shall be necessary to the newly elected directors in order to legally constitute the meeting, provided a quorum of directors as fixed by these Bylaws is present.

6. Special meetings of the Board of Directors may be held whenever called by the Chairman of the Board, or in his absence the Vice Chairman, or in the absence of both the Chairman and Vice Chairman, by the President. A majority of the members of the Board may also call a special meeting of the Board.

7. Notice of all regular and special meetings of the Board of Directors shall be given at least five days prior to the date of the meeting. The notice may be delivered personally or by mail or may be given by telephone or electronic mail. A director may waive notice of any regular or special meeting by signing a written notice of waiver either before or after the date of the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting except when the director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

8. The place for holding each meeting of the Board of Directors, whether regular or special, shall be at the registered office of the Corporation or at such other place, within the State of Louisiana or elsewhere, as designated in the notice. Regular and special meetings of the Board of Directors may be held by teleconference, and any director may attend any regular or special meeting of the Board by teleconference. Participation in a meeting by teleconference shall constitute presence in person at such meeting, except where a director participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

9. Any action which may be taken at a meeting of the Board of Directors or any committee thereof, may be taken by a consent in writing signed by all of the directors or by all members of any committee of the Board, as the case may be, and filed with the records of proceedings of the Board or committee.

10. Three (3) consecutive absences from regular meetings of the Board of Directors, unless excused by resolution of the Board of Directors, shall automatically constitute removal from the Board, effective when notification of removal is dated and mailed by registered mail by the Secretary of the Board or his authorized designee to the removed director.

11. The Chairman of the Board, or in his absence, the Vice Chairman, or in the absence of both the Chairman and the Vice Chairman, the President, shall promptly notify the remaining members of the Board of Directors of the death, resignation, removal or other termination of services of a member of the Board of Directors, and state whether or not the minimum number of directors required by Article VIII, Section 2 of the Articles of Incorporation is satisfied without replacing such director. The Board of Directors may decide whether or not to replace the former

director if the minimum number of directors is otherwise satisfied. Any such vacancy may be filled for the unexpired term by a majority vote of the remaining directors, even though not constituting a quorum, at any regular meeting or special meeting of the Board of Directors.

12. Any vacancy resulting from an increase in the authorized number of directors may be filled by a majority vote of the directors; provided that the Voting Members shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the directors. The term of office of any such director so elected shall expire at the same time as the terms of the incumbent directors, and such director shall be subject to election by the Voting Members at the next Annual Meeting of Voting Members.

13. The Board shall have oversight of all matters related to cybersecurity and may delegate this oversight to a standing or a special committee of the Board by majority vote of the Board of Directors then in office.

ARTICLE III.
Standing and Special Committees

1. The Board of Directors shall establish the following standing committees, which generally shall have the responsibilities specified for each below:

a. Audit Committee

The Audit Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the quality and integrity of the Corporation's financial reporting processes and accounting practices; the adequacy and effectiveness of its systems of internal controls regarding finance, accounting, and legal and regulatory compliance; oversight of enterprise risk management; and the performance, qualifications, and independence of its independent auditors.

b. Compensation Committee

The Compensation Committee shall periodically review the Corporation's director and executive compensation program, as well as the Corporation's employee benefits and incentive programs, and shall review executive performance evaluations. It shall make recommendations for adjustments to compensation levels and for benefits and incentive program designs to the Board of Directors.

c. Finance and Investment Committee

The Finance and Investment Committee shall assist the Board of Directors in fulfilling its oversight responsibilities relating to the annual budget process by reviewing and recommending the annual budget and capital expenditures_for approval by the Board of Directors. The Committee monitors the Corporation's investment policies and the performance of invested funds, and oversees long-range financial objectives.

d. Governance Committee

The Governance Committee shall advise the Board on issues relating to quality of Board and director performance and that of any special and standing committee of the Board. The Governance Committee shall make recommendations regarding membership on the Board of Directors to the Board of Directors. The Governance Committee shall be responsible for review of matters of ethical concern involving members of the Board of Directors and shall make recommendations for resolution of such matters to the Board. The Governance Committee shall also nominate persons from membership of the Board for election as Chairman, Vice Chairman and Secretary. The Governance Committee also shall nominate to the Board of Directors from the membership of the Board members of standing committees and special committees.

2. The members of each standing committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board. However, a director who is also an employee of the Corporation may not serve as a member of the Audit, Compensation or Governance Committee. A director who is not independent as defined by law, regulation or the Corporation's definition may serve on only those committees for which membership is not prohibited by the law, regulation or definition. The Chair of each standing committee shall be elected by the members of the standing committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

3. Each standing committee shall establish and be governed by a charter setting forth its mission, scope of authority, responsibilities, and functions, which charter shall be presented for approval by the Board. In addition, from time to time the Board of Directors by resolution may assign or refer to a standing committee specific issues which are not otherwise specified in the committee's charter. Meetings of each standing committee shall be held and conducted in the manner specified in the committee's charter, provided that a majority of the members of each committee shall be necessary to constitute a quorum for transacting the business of the committee.

4. The Board of Directors by majority vote of all directors then in office may establish additional standing committees, as it in its discretion deems fit, each of which shall be subject to the provisions of this Article. The members of each additional standing committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board of Directors. The Chair of each additional standing committee shall be elected by the members of the additional standing committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

5. The Board of Directors by majority vote of all directors then in office may establish special committees from time to time, as it in its discretion deems fit, the purpose, composition and duration of which shall be as specified by the Board. The members of each special committee shall be nominated by the Governance Committee to the Board of Directors from the membership of the Board of Directors. The Chair of each special committee shall be elected by the members of the special committee. The President shall designate one or more employees of the Corporation to serve as support staff for each standing committee.

ARTICLE IV.
Officers

1. The officers of the Corporation shall be a Chairman and Vice Chairman of the Board of Directors, a President, a Treasurer, a Secretary and an Assistant Secretary. These officers shall be elected by the directors at a meeting of the directors following each annual election of directors or at any meeting of the directors thereafter during the first quarter of the year. The officers shall serve for a term of one (1) year and shall hold office until their successors are duly elected and qualified. Any officer elected by the directors may be removed at any time by the vote of a majority of the Board of Directors. A person shall not be eligible to hold the office of Chairman or the office of Vice Chairman for more than three (3) consecutive one-year terms. The President may appoint one or more Vice Presidents, who shall also be officers of the Corporation, and may remove such officers at any time.

2. The Chairman and Vice Chairman shall be elected from the membership of the Board of Directors, provided that a director who is also an employee of the Corporation may not serve as Chairman of the Board. Other officers shall be chosen from within or outside the Board of Directors as the Board may determine.

3. The President of the Corporation shall be a member of the Board of Directors.

4. A former President of the Corporation shall not be eligible for election to the Board of Directors.

5. The Chairman of the Board of Directors shall preside at meetings of the Board of Directors and meetings of Voting Members and shall have and exercise such other duties and functions as the Board of Directors may from time to time determine.

6. The Vice Chairman of the Board of Directors shall in the absence of the Chairman have and exercise the duties and functions of the Chairman; and shall have and exercise such other duties and functions as the Board of Directors may from time to time determine.

7. The President shall be the chief executive officer of the Corporation. He shall be responsible and have authority for the general supervision, direction, administration, and operation of the Corporation, subject only to such policies which are established by the Board of Directors. He shall direct the activities and functions of all subordinate officers and personnel; shall in the absence of both the Chairman and Vice Chairman of the Board of Directors preside at meetings of the Board of Directors; and shall have and exercise all other duties and functions incident to the office of the President.

8. Each corporate officer other than the President shall have and exercise such duties and functions as the President shall from time to time prescribe and assign to him. In the absence of the President, a Vice President (in the order designated by the Board if there be more than one) shall succeed to and perform the duties and functions of the President.

9. The Chairman of the Board shall issue notices of all meetings of the Board of Directors and meetings of Voting Members (except where the person or persons calling a meeting

may issue the notice thereof). The Secretary shall keep the minutes of all such meetings and shall have and exercise such other functions and duties as the Board may from time to time determine. The Assistant Secretary shall have charge of all corporate books, records and papers; shall be custodian of the corporate seal and all written contracts of the Corporation; and shall have such other duties and functions as may be assigned to him by the President or the Secretary from time to time. In the absence of the Secretary, his duties may be performed by the President, a Vice President, the Treasurer or the Assistant Secretary.

10. The Treasurer shall be the chief financial officer of the Corporation. He shall have charge of and be responsible for all funds and securities of the Corporation; shall keep and maintain appropriate and accurate books and records of account; shall make reports to the Board of Directors on the financial affairs of the Corporation in such form and as often as said Board may require; shall have such other duties and functions as may be assigned to him by the President from time to time; and shall perform all other duties incident to the office of Treasurer. In the absence of the Treasurer, his duties and functions shall be performed by such other officer of the Corporation as the President may from time to time designate for the purpose. Such person shall for the time being carry the title of "Acting Treasurer" in addition to such other title as he may have.

11. Notwithstanding the foregoing general statements of duties and functions of officers, the Board of Directors may at any time by resolution duly adopted and entered upon its minutes clarify or supplement the duties and functions of any officer; and may establish new official positions, prescribe the duties and functions thereof and elect persons to serve therein.

ARTICLE V.
Finance

1. The funds of the Corporation shall be deposited in commercial banks and/or trust companies and shall be withdrawn only in a manner prescribed by the Board of Directors in actions taken pursuant to Article VI of these Bylaws.

2. The funds of the Corporation may be invested as authorized by the State of Louisiana.

ARTICLE VI.
Official Signatures

1. Subscriber contracts issued by the Corporation shall be signed by the President or Secretary, or both, provided such signature or signatures may be affixed by a signature machine or otherwise.

2. All checks, drafts and other orders for payment of money shall be signed on behalf of the Corporation by such officer or officers as the Board of Directors may by resolution duly adopted and spread upon its minutes from time to time designate and empower. Provided, whenever so provided by a signatory resolution, any signature to a check, draft or other order for the payment of money may be affixed by signature machine or otherwise.

3. All contracts and other documents in writing to be executed by the Corporation shall be signed on its behalf by the President, a Vice President, or by other management personnel as authorized by policies approved by the President. The Board of Directors may in specific instances authorize any officer or officers to sign on behalf of the Corporation documents of any sort which it has approved for execution by the Corporation.

ARTICLE VII.
Indemnification

1. To the extent that a director, officer, employee or agent of the Corporation has been wholly successful on the merits or otherwise in defense of any action, suit or proceeding to which he is a party because he was a director or officer of the Corporation, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

2. The Corporation shall indemnify any person who was or is party or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, foreign or nonprofit corporation, partnership, joint venture other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith, with due care, and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or with due care, and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful. The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a vote of a quorum consisting of directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable or a quorum of disinterested directors so directs, by independent legal counsel, or (3) by the Voting Members.

3. The expenses incurred in defending an action, suit or proceeding for which indemnification is available shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner in Paragraph (2) above, upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation.

4. The indemnification provided in this Article shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

5. The Corporation shall procure insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, and may procure such insurance for any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise, against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether the Corporation would have the power to indemnify him against such liability under this Article VII.

ARTICLE VIII.
Amendments

Amendments or modifications to these Bylaws may be adopted by vote of at least two-thirds (2/3) of the Voting Members present in person or by proxy and voting at any annual or special meeting of the Voting Members of the Corporation, or by the Board of Directors at any regular or special meeting of the Board of Directors by vote of at least two-thirds (2/3) of the total number of directors. Any amendment or modification to the Bylaws by the Board of Directors shall be approved in its substantial final form prior to its adoption by a majority of the total number of directors and may not be adopted until the next regular meeting of the directors of the Board following the meeting at which the amendment or modification was so approved.

Adopted 5/21/19