

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE RESTATED CERTIFICATE OF "THE ACCELERATE LOUISIANA
INITIATIVE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SEVENTH
DAY OF NOVEMBER, A.D. 2023, AT 12:04 O`CLOCK P.M.*



Jeffrey W. Bullock, Secretary of State

7165989 8100
SR# 20234057286

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204663092
Date: 11-27-23

BCBSLA EX. X

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE ACCELERATE LOUISIANA INITIATIVE, INC.

(A Delaware nonprofit, nonstock Corporation)

*(Duly Adopted Pursuant to Sections 242 and 245 of the
Delaware General Corporation Law)*

The Accelerate Louisiana Initiative, Inc., a corporation (the “Corporation”) organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the “DGCL”), DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is The Accelerate Louisiana Initiative, Inc. and that the Corporation was originally incorporated pursuant to the DGCL on December 2, 2022 under the name The Accelerate Louisiana Initiative, Inc.;

SECOND: That the governing body of the Corporation has duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of the Corporation to include the names, addresses, and terms of office of the Corporation’s initial directors, to list the classes of membership of the Corporation together with their rights and powers, and to include Corporation’s taxpayer ID, declaring said amendment and restatement to be advisable and in the best interests of the Corporation; and

THIRD: That the text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE ACCELERATE LOUISIANA INITIATIVE, INC.

- FIRST:** Name. The name of the corporation is The Accelerate Louisiana Initiative, Inc. ("Corporation").
- SECOND:** Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** Purposes. The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as it may be amended ("Code"). In furtherance of such purposes, the Corporation will work to improve the health and lives of the people of Louisiana. In furtherance of these purposes, the Corporation may engage in any lawful act for which corporations may be organized under the DGCL.
- FOURTH:** Nonstock and Members. The Corporation is organized as a nonprofit nonstock corporation as defined in Section 114(d) of the DGCL and shall not have any capital stock. The sole initial member of the Corporation shall be Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana (the "Initial Member"). The Initial Member shall have only those rights and powers reserved to the members under the DGCL together with the additional rights and powers granted to the members of the Corporation under the bylaws of the Corporation from time to time. Upon the resignation of the Initial Member, those individuals who are the members of the Corporation's Board of Directors (the "Board") from time to time shall be the members of the Corporation and shall have the powers and authority reserved to members under the Louisiana Nonprofit Corporation Law, as amended from time to time. For so long as the Initial Member is the sole member of the Corporation, no separate meetings or vote of the members are required or necessary. The Initial Member may at any time resign by delivering a notice of resignation to the Board.

FIFTH: Directors. The Corporation's directors are:

<u>Name</u>	<u>Address</u>
C. Richard Atkins, D.D.S.	5525 Reitz Ave., Baton Rouge, LA 70809
Thomas A. Barfield, Jr.	5525 Reitz Ave., Baton Rouge, LA 70809
Jerome K. Greig	5525 Reitz Ave., Baton Rouge, LA 70809
C. Brent McCoy	5525 Reitz Ave., Baton Rouge, LA 70809

Each of the Corporation's above-listed directors shall serve until his successor is elected and qualified in accordance with the Corporation's bylaws, which shall set forth the formal provisions regarding the number and term of directors. Directors shall be elected at the annual meeting of the Board by the vote of a majority of the directors then in office.

SIXTH: Restrictions. Provisions for the regulation of the activities and affairs of the Corporation, are as follows:

- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
- (b) The Corporation shall be subject to the restrictions that apply to Section 501(c)(3) public charities with respect to influencing legislation and participating in political campaign activity. Accordingly, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The bylaws of the Corporation may set forth additional restrictions regarding lobbying activity by the Corporation. Additionally, the Corporation shall not participate or intervene in (including the publication or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(4) of the Code.

SEVENTH: Dissolution. Upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Code, or to U.S. federal, state or local governments for a public purpose.

EIGHTH: Amendment of Certificate of Incorporation and Bylaws. In furtherance and not in limitation of the powers of the members conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation or the bylaws, the Board is authorized to make, repeal, alter, amend or rescind the bylaws of the

Corporation or to amend this certificate of incorporation; provided, however, that an amendment to section (b) of Article Sixth of this certificate of incorporation shall require a two-thirds (2/3) vote of the total number of directors then in office.

NINTH: Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: Taxpayer Identification Number. The federal taxpayer identification number of the Corporation is 92-1569034.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 21st day of November, 2023.

/s/ Thomas A. Barfield, Jr.

Name: Thomas A. Barfield, Jr.

Title: President

Delaware

The First State

Page 1

*I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF CONVERSION OF "THE ACCELERATE
LOUISIANA INITIATIVE, INC.", FILED IN THIS OFFICE ON THE
THIRTIETH DAY OF NOVEMBER, A.D. 2023, AT 10:44 O`CLOCK A.M.*


Jeffrey W. Bullock, Secretary of State

7165989 8100
SR# 20234094370

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204693876
Date: 11-30-23

BCBSLA EX. X

**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE NON-STOCK CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The name of the Delaware corporation is The Accelerate Louisiana Initiative, Inc. (the "Corporation").
2. The date on which the original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State was December 2, 2022.
3. The jurisdiction to which the Corporation shall convert is the State of Louisiana and the name under which the Corporation shall be known is The Accelerate Louisiana Initiative, Inc.
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.
5. The Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Corporation arising while it was a corporation of the State of Delaware, as well as for enforcement of any obligation of such other entity arising from the conversion, including any suit or other proceeding to enforce the right of any members or stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law (to the extent such provisions apply to the Corporation), and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed by the Secretary of State of the State of Delaware is 5525 Reitz Ave., Baton Rouge, Louisiana 70809-3802.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Conversion on the 29 day of November 2023.

THE ACCELERATE LOUISIANA
INITIATIVE, INC.

By: 
Name: Thomas A. Barfield, Jr.
Title: President

[Signature Page to Certificate of Conversion]

BCBSLA EX. X

R. Kyle Ardoin
SECRETARY OF STATE

State of Louisiana
Secretary of State



11/30/2023

COMMERCIAL DIVISION
225.925.4704

Administrative Services
225.932.5317 Fax
Corporations
225.932.5314 Fax
Uniform Commercial Code
225.932.5318 Fax

ONLINE FILING
JAMES.TANKS@WOLTERSKLUWER.COM

THE ACCELERATE LOUISIANA INITIATIVE, INC.

It has been a pleasure to approve and place on file your Change State of Incorporation. The appropriate evidence is attached for your files.

Payment of the filing fee is acknowledged by this letter.

In addition to email and text notifications, business owners now have the option to enroll in our secured business filings (SBF) service. This service is available online, at no charge, by filing a notarized affidavit. Upon enrollment, an amendment cannot be made to your entity without approval using your personal identification number. This is another way to protect your business from fraud and identity theft.

Please note that as of January 1, 2018, business owners in the following parishes will be required to file all available business documents online through **geauxBIZ**: Ascension, Bossier, Caddo, Calcasieu, East Baton Rouge, Jefferson, Lafayette, Livingston, Orleans, Ouachita, Rapides, St. Tammany, Tangipahoa and Terrebonne.

Online filing options are available if changes are necessary to your registration or if you need to file an annual report. Please visit our website at **GeauxBiz.com** for your future business needs.

Sincerely,

The Commercial Division
BS



R. Kyle Ardoin

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that

a copy of the Articles of Domestication to change Jurisdiction of Incorporation from
DELAWARE to LOUISIANA, OF

THE ACCELERATE LOUISIANA INITIATIVE, INC.

Domiciled at BATON ROUGE, LOUISIANA,

Was filed and recorded in this Office on November 30, 2023.

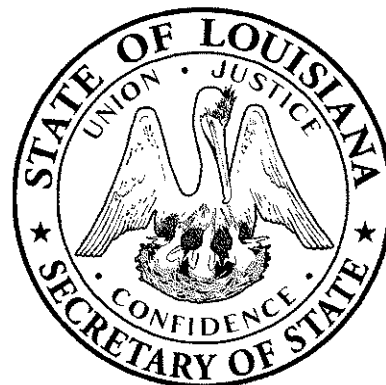
And all fees having been paid as required by law, the corporation is authorized to
transact business in this State, subject to the restrictions imposed by law, including the
provisions of R.S. Title 12, Chapter 1.

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

November 30, 2023

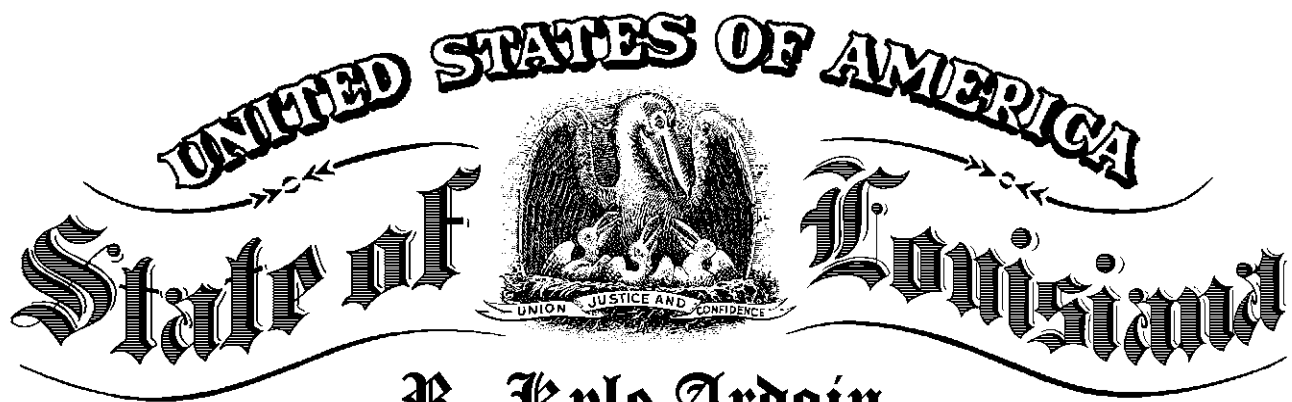
Secretary of State

BS 45242142N



Certificate ID: 11812915#FGG62

To validate this certificate, visit the following web site,
go to **Business Services, Search for Louisiana
Business Filings, Validate a Certificate**, then follow
the instructions displayed.
www.sos.la.gov



R. Kyle Ardoín

SECRETARY OF STATE

As Secretary of State of the State of Louisiana, I do hereby Certify that
the attached document(s) of

THE ACCELERATE LOUISIANA INITIATIVE, INC.

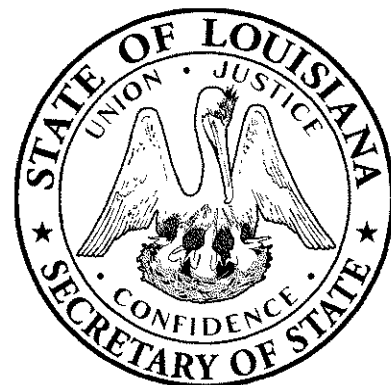
are true and correct and are filed in the Louisiana Secretary of State's Office.
45695745 CHGST 11/30/2023 14 pages

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

November 30, 2023

Secretary of State

BS 45242142N



Certificate ID: 11812916#PKH62

To validate this certificate, visit the following
web site, go to **Business Services, Search**
for **Louisiana Business Filings, Validate a**
Certificate, then follow the instructions
displayed.

www.sos.la.gov

THE ACCELERATE LOUISIANA INITIATIVE, INC.

Application for Incorporation

The undersigned, for the purpose of changing its state of incorporation to Louisiana pursuant to the Nonprofit Corporation Law of the State of Louisiana, hereby certifies:

- FIRST:** Name. The name of the corporation is The Accelerate Louisiana Initiative, Inc. ("Corporation").
- SECOND:** Jurisdiction of Incorporation. The Corporation, originally incorporated under the laws of the State of Delaware, is hereby converting its state of incorporation from Delaware to Louisiana.
- THIRD:** Registered Office, Address, and Agent. The address of the Corporation's registered office in the State of Louisiana is 3867 Plaza Tower Dr Baton Rouge LA 70816-4378. The name of the Corporation's registered agent at such address is C T Corporation System. An agent affidavit of acceptance is attached.
- FOURTH:** Purposes. The Corporation is a nonprofit corporation. The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as it may be amended ("Code"). In furtherance of such purposes, the Corporation will work to improve the health and lives of the people of Louisiana. In furtherance of these purposes, the Corporation may engage in any lawful act for which corporations may be organized under the Louisiana Nonprofit Corporation Law.
- FIFTH:** Nonstock and Members. The Corporation is organized in whole as a nonstock corporation and shall not have any capital stock. The sole initial member of the Corporation shall be Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana (the "Initial Member"). The Initial Member shall have only those rights and powers reserved to the members under the Louisiana Nonprofit Corporation Law together with the additional rights and powers granted to the members of the Corporation under the bylaws of the Corporation from time to time. Upon the resignation of the Initial Member, those individuals who are the members of the Corporation's Board of Directors (the "Board") from time to time shall be the members of the Corporation and shall have the powers and authority reserved to members under the Louisiana Nonprofit Corporation Law, as amended from time to time. For so long as the Initial Member is the sole member of the Corporation, no separate meetings or vote of the members are required or necessary. The Initial Member may at any time resign by delivering a notice of resignation to the Board.

SIXTH: Directors and Terms. The Corporation's directors are:

<u>Name</u>	<u>Address</u>
C. Richard Atkins, D.D.S.	5525 Reitz Ave., Baton Rouge, LA 70809
Thomas A. Barfield, Jr.	5525 Reitz Ave., Baton Rouge, LA 70809
Jerome K. Greig	5525 Reitz Ave., Baton Rouge, LA 70809
C. Brent McCoy	5525 Reitz Ave., Baton Rouge, LA 70809

Each of the Corporation's above-listed directors shall serve until his successor is elected and qualified in accordance with the Corporation's bylaws, which shall set forth the formal provisions regarding the number and term of directors. Directors shall be elected at the annual meeting of the Board by the vote of a majority of the directors then in office.

SEVENTH: Restrictions. Provisions for the regulation of the activities and affairs of the Corporation are as follows:

- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
- (b) The Corporation shall be subject to the restrictions that apply to Section 501(c)(3) public charities with respect to influencing legislation and participating in political campaign activity. Accordingly, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The bylaws of the Corporation may set forth additional restrictions regarding lobbying activity by the Corporation. Additionally, the Corporation shall not participate or intervene in (including the publication or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(4) of the Code.

EIGHTH: Dissolution. Upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for the same, all the remaining assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Code, or to U.S. federal, state or local governments for a public purpose.

NINTH: Amendment of Articles of Incorporation and Bylaws. In furtherance and not in limitation of the powers of the members conferred by law, subject to any

limitations contained elsewhere in this Application for Incorporation or the Corporation's bylaws, the Board is authorized to make, repeal, alter, amend or rescind the bylaws of the Corporation or to amend the Corporation's Application for Incorporation or Articles of Incorporation; provided, however, that an amendment to section (b) of Article Seventh of this Application for Incorporation shall require a two-thirds (2/3) vote of the total number of directors then in office.

TENTH: Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ELEVENTH: Taxpayer Identification Number. The federal taxpayer identification number of the Corporation is 92-1569034.

TWELFTH: Delaware Incorporation Documents. The Corporation's Certificate of Incorporation and all amendments thereto, as filed in the State of Delaware, are attached. The certificate from the appropriate authority of the State of Delaware evidencing that the Corporation has taken all action required under the laws of the State of Delaware to become a corporation under the laws of the State of Louisiana is also attached.

THE ACCELERATE LOUISIANA INITIATIVE, INC.

By: _____

Name: Thomas A. Barfield, Jr.

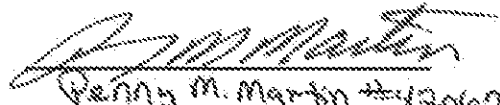
Title: President

Address: 5525 Reitz Ave., Baton Rouge, LA 70809

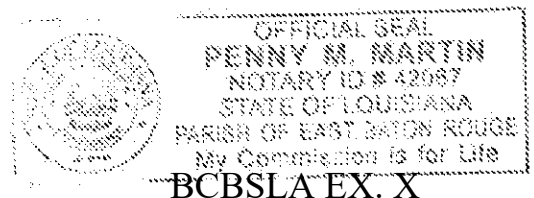
STATE OF LOUISIANA)

PARISH OF East Baton Rouge)

Sworn to and subscribed before me this 29 day of November 2023.


Penny M. Martin #42067
Notary Signature

NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #



THE ACCELERATE LOUISIANA INITIATIVE, INC.

AGENT'S AFFIDAVIT AND ACKNOWLEDGEMENT OF ACCEPTANCE

To the State Corporation Department
State of Louisiana

STATE OF DELAWARE
COUNTY OF NEW CASTLE

On this 30th day of November, 2023, before me, a Notary Public in and for the State and Parish aforesaid, personally came and appeared CT Corporations Systems represented herein by Donna Peterson-Riggs, its Assistant Secretary who is to me known to be that person, being duly sworn, acknowledged to me that he does accept appointment as the Registered Agent of THE ACCELERATE LOUISIANA INITIATIVE, INC., which is a nonprofit corporation authorized to transact business in the State of Louisiana pursuant to the provisions of the Title 12, Chapter 2.

CT CORPORATION SYSTEM

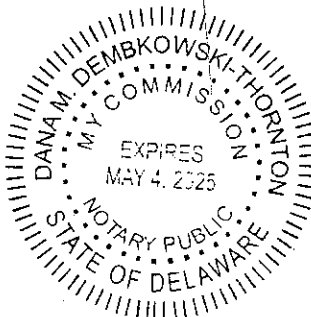
By: Donna Peterson-Riggs

Donna Peterson-Riggs
Assistant Secretary

Dana M. Dembkowski-Thornton

Dana M. Dembkowski-Thornton, Notary

Commission Expires: May 4, 2025



Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED ARE TRUE AND CORRECT COPIES OF ALL DOCUMENTS ON FILE OF "THE ACCELERATE LOUISIANA INITIATIVE, INC." AS RECEIVED AND FILED IN THIS OFFICE.

THE FOLLOWING DOCUMENTS HAVE BEEN CERTIFIED:

CERTIFICATE OF INCORPORATION, FILED THE SECOND DAY OF DECEMBER, A.D. 2022, AT 3:50 O`CLOCK P.M.

RESTATED CERTIFICATE, FILED THE TWENTY-SEVENTH DAY OF NOVEMBER, A.D. 2023, AT 12:04 O`CLOCK P.M.

CERTIFICATE OF CONVERSION, FILED THE THIRTIETH DAY OF NOVEMBER, A.D. 2023, AT 10:44 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CERTIFICATES ARE THE ONLY CERTIFICATES ON RECORD OF THE AFORESAID CORPORATION, "THE ACCELERATE LOUISIANA INITIATIVE, INC.".




Jeffrey W. Bullock, Secretary of State

7165989 8100H
SR# 20234096369

You may verify this certificate online at corp.delaware.gov/authver.shtml

Authentication: 204695479
Date: 11-30-23

BCBSLA EX. X

THE ACCELERATE LOUISIANA INITIATIVE, INC.

Certificate of Incorporation

The undersigned, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware ("DGCL"), hereby certifies:

FIRST: Name. The name of the corporation is The Accelerate Louisiana Initiative, Inc. ("Corporation").

SECOND: Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD: Purposes. The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as it may be amended ("Code"). In furtherance of such purposes, the Corporation will work to improve the health and lives of the people of Louisiana. In furtherance of these purposes, the Corporation may engage in any lawful act for which corporations may be organized under the DGCL.

FOURTH: Nonstock and Members. The Corporation is organized as a nonprofit nonstock corporation as defined in Section 114(d) of the DGCL and shall not have any capital stock. The members of the Corporation shall be, and shall have the rights and duties, as provided in the bylaws.

FIFTH: Directors. The initial directors of the Corporation shall be designated by the incorporator. Each initial director shall serve until his or her successor is elected and qualified in accordance with the Corporation's bylaws.

SIXTH: Restrictions. Provisions for the regulation of the activities and affairs of the Corporation, are as follows:

- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
- (b) The Corporation shall be subject to the restrictions that apply to Section 501(c)(3) public charities with respect to influencing legislation and participating in political campaign activity. Accordingly, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The bylaws of the Corporation may set forth additional restrictions regarding lobbying activity by the Corporation. Additionally, the Corporation shall not participate or intervene in (including the publication or distribution of

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

- (c) Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(4) of the Code.

SEVENTH: Dissolution. Upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Code, or to U.S. federal, state or local governments for a public purpose.

EIGHTH: Amendment of Certificate of Incorporation and Bylaws. In furtherance and not in limitation of the powers of the members conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation or the bylaws, the board of directors is authorized to make, repeal, alter, amend or rescind the bylaws of the Corporation or to amend this certificate of incorporation; provided, however, that an amendment to section (b) of Article Sixth of this certificate of incorporation shall require a two-thirds (2/3) vote of the total number of directors then in office.

NINTH: Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

IN WITNESS WHEREOF, this certificate of incorporation has been executed by the incorporator on this 2nd day of December 2022.

/s/ Celia Roady
Name: Celia Roady
Title: Incorporator
Address: 1701 Market St.
Philadelphia, PA 19103

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE ACCELERATE LOUISIANA INITIATIVE, INC.

(A Delaware nonprofit, nonstock Corporation)

*(Duly Adopted Pursuant to Sections 242 and 245 of the
Delaware General Corporation Law)*

The Accelerate Louisiana Initiative, Inc., a corporation (the "Corporation") organized and existing under and by virtue of the provisions of the Delaware General Corporation Law (the "DGCL"), DOES HEREBY CERTIFY:

FIRST: That the name of the Corporation is The Accelerate Louisiana Initiative, Inc. and that the Corporation was originally incorporated pursuant to the DGCL on December 2, 2022 under the name The Accelerate Louisiana Initiative, Inc.;

SECOND: That the governing body of the Corporation has duly adopted resolutions proposing to amend and restate the Certificate of Incorporation of the Corporation to include the names, addresses, and terms of office of the Corporation's initial directors, to list the classes of membership of the Corporation together with their rights and powers, and to include Corporation's taxpayer ID, declaring said amendment and restatement to be advisable and in the best interests of the Corporation; and

THIRD: That the text of the Certificate of Incorporation of the Corporation is hereby amended and restated to read in its entirety as follows:

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
THE ACCELERATE LOUISIANA INITIATIVE, INC.

- FIRST:** Name. The name of the corporation is The Accelerate Louisiana Initiative, Inc. ("Corporation").
- SECOND:** Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street, Wilmington, County of New Castle, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** Purposes. The Corporation is organized and shall be operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, as it may be amended ("Code"). In furtherance of such purposes, the Corporation will work to improve the health and lives of the people of Louisiana. In furtherance of these purposes, the Corporation may engage in any lawful act for which corporations may be organized under the DGCL.
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FIFTH: Directors. The Corporation's directors are:

<u>Name</u>	<u>Address</u>
C. Richard Atkins, D.D.S.	5525 Reitz Ave., Baton Rouge, LA 70809
Thomas A. Barfield, Jr.	5525 Reitz Ave., Baton Rouge, LA 70809
Jerome K. Greig	5525 Reitz Ave., Baton Rouge, LA 70809
C. Brent McCoy	5525 Reitz Ave., Baton Rouge, LA 70809

Each of the Corporation's above-listed directors shall serve until his successor is elected and qualified in accordance with the Corporation's bylaws, which shall set forth the formal provisions regarding the number and term of directors. Directors shall be elected at the annual meeting of the Board by the vote of a majority of the directors then in office.

SIXTH: Restrictions. Provisions for the regulation of the activities and affairs of the Corporation, are as follows:

- (a) No part of the net earnings of the Corporation shall be distributed to or inure to the benefit of its members, directors, officers, or other private persons, except that the Corporation may pay reasonable compensation for services rendered to or for the Corporation and make payments and distributions in furtherance of the purposes of the Corporation.
- (b) The Corporation shall be subject to the restrictions that apply to Section 501(c)(3) public charities with respect to influencing legislation and participating in political campaign activity. Accordingly, no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The bylaws of the Corporation may set forth additional restrictions regarding lobbying activity by the Corporation. Additionally, the Corporation shall not participate or intervene in (including the publication or distribution of statements concerning) any political campaign on behalf of or in opposition to any candidate for public office.
- (c) Notwithstanding any other provision of this certificate of incorporation, the Corporation shall not carry on any activity that is not permitted to be carried on by an organization described in Section 501(c)(4) of the Code.

SEVENTH: Dissolution. Upon dissolution, after payment of all valid debts of the Corporation and necessary expenses thereof, or provision for same, all the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) or 501(c)(4) of the Code, or to U.S. federal, state or local governments for a public purpose.

EIGHTH: Amendment of Certificate of Incorporation and Bylaws. In furtherance and not in limitation of the powers of the members conferred by law, subject to any limitations contained elsewhere in this certificate of incorporation or the bylaws, the Board is authorized to make, repeal, alter, amend or rescind the bylaws of the

Corporation or to amend this certificate of incorporation; provided, however, that an amendment to section (b) of Article Sixth of this certificate of incorporation shall require a two-thirds (2/3) vote of the total number of directors then in office.

NINTH: Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its members for monetary damages for breach of fiduciary duty as a director. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

TENTH: Taxpayer Identification Number. The federal taxpayer identification number of the Corporation is 92-1569034.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on this 21st day of November, 2023.

/s/ Thomas A. Barfield, Jr.

Name: Thomas A. Barfield, Jr.

Title: President

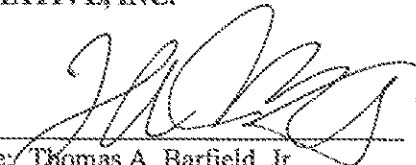
**STATE OF DELAWARE
CERTIFICATE OF CONVERSION
FROM A DELAWARE NON-STOCK CORPORATION
TO A NON-DELAWARE ENTITY
PURSUANT TO SECTION 266 OF
THE DELAWARE GENERAL CORPORATION LAW**

1. The name of the Delaware corporation is The Accelerate Louisiana Initiative, Inc. (the "Corporation").
2. The date on which the original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State was December 2, 2022.
3. The jurisdiction to which the Corporation shall convert is the State of Louisiana and the name under which the Corporation shall be known is The Accelerate Louisiana Initiative, Inc..
4. The conversion has been approved in accordance with Section 266 of the Delaware General Corporation Law.
5. The Corporation agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of the Corporation arising while it was a corporation of the State of Delaware, as well as for enforcement of any obligation of such other entity arising from the conversion, including any suit or other proceeding to enforce the right of any members or stockholders as determined in appraisal proceedings pursuant to Section 262 of the Delaware General Corporation Law (to the extent such provisions apply to the Corporation), and irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding.
6. The address to which a copy of the process shall be mailed by the Secretary of State of the State of Delaware is 5525 Reitz Ave., Baton Rouge, Louisiana 70809-3802.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed this Certificate of Conversion on the 29 day of November 2023.

THE ACCELERATE LOUISIANA
INITIATIVE, INC.

By: 
Name: Thomas A. Barfield, Jr.
Title: President

[Signature Page to Certificate of Conversion]

BCBSLA EX. X

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THAT THE CERTIFICATE OF CONVERSION OF "THE ACCELERATE LOUISIANA INITIATIVE, INC.", A DELAWARE CORPORATION CONVERTING ITS RESIDENCY TO LOUISIANA, WAS FILED IN THIS OFFICE ON THE THIRTIETH DAY OF NOVEMBER, A.D. 2023, AT 10:44 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE AFORESAID CORPORATION CEASED TO EXIST AS A CORPORATION OF THIS STATE AT THE EFFECTIVE DATE AND TIME OF THE FILING OF THE CERTIFICATE OF CONVERSION.



7165989 8317T
SR# 20234096368

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Jeffrey W. Bullock, Secretary of State

Authentication: 204695579
Date: 11-30-23

BCBSLA EX. X