

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 128,706 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.

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 February 18, 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:

Economic Principles

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 of 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

Richard Atkins
C. Richard Atkins, D.D.S.

Emmanuel Royce

Kathryn M. Sullivan
Kathryn M. Sullivan, CPA, CLU

Michelle Stewart Calandra
NOTARY PUBLIC

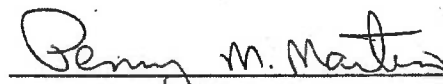
**CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana**

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, 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, Notary Public



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



James J. Donelon

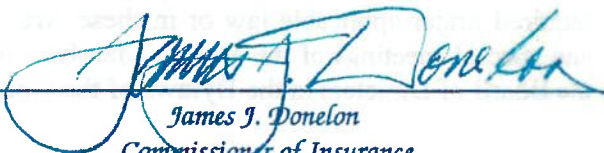
COMMISSIONER OF INSURANCE

*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**

RECEIVED

MAR 15 2007

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

ASSESSMENT & DATA MGMT.
COMMISSIONER OF INSURANCE

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.

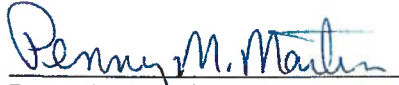
Appearers do further declare that the Voting Members were given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to each Voting Member and/or said Voting Member's duly authorized, validly existing, unrevoked proxy (who is also authorized to receive notice), and by a vote of 148472 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.

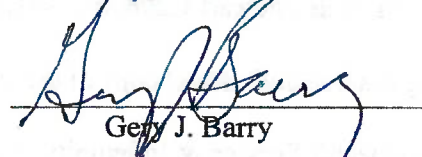
THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.


WITNESSES:

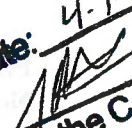

Penny M. Martin


Virgil Robinson, Jr.


Jenniver Lloyd-Capville


Gery J. Barry


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 BHN 11942

FILED AND RECORDED
EAST BATON ROUGE PARISH, LA.

2007 APR 15 AM 07:46:22
FTL BK FSLIO

DOUG WELDON

CLERK OF COURT & RECORDER

CERTIFIED TRUE COPY
BY 

DEPUTY CLERK & RECORDER

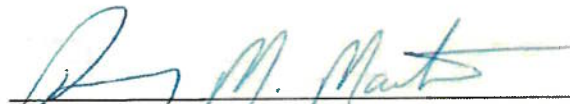
CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana

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, 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, 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



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



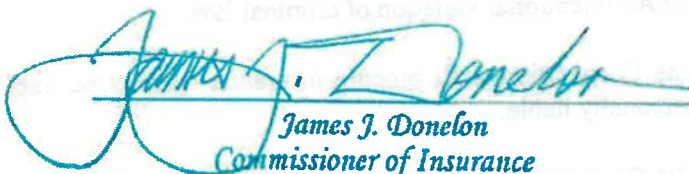
James J. Donelon

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

BCBS 000534

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

ORIG: 32 BND 12720
7/23/2016 4:39:09 PM

NOTARIAL PUBLIC, A
DOUG WELBORN
CLERK OF COURT AND RECORDER

STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE

CUSTOMER PROVIDED COPY FOR
CERTIFIED TRUE COPY

DEPUTY CLERK AND RECORDER

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 117 201 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.

Date: 3-9-2016

Sargela Byrd
For the Commissioner of Insurance

BCBS 000532

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):

Debra Adams
Signature of 1st Witness

Debra Adams
Printed Name of 1st Witness

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

Christe Ducote
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
Signature of Daniel S. Borné

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

Virgil Robinson, Jr.
Signature of Virgil Robinson, Jr.

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

Penny M. Martin
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

Jangela Synd
For the Commission of Louisiana

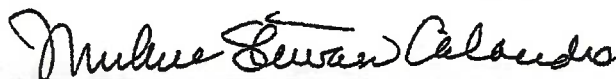
**CERTIFICATION
BY THE ASSISTANT SECRETARY OF THE
BOARD OF DIRECTORS
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY
d/b/a Blue Cross and Blue Shield of Louisiana**

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

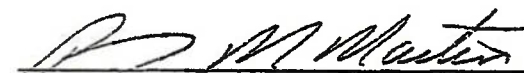
2) The Second Articles of Amendment to the Amended and Restated Articles of Incorporation of Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana were adopted at the Annual Meeting of Voting Members on February 16, 2016 by a vote of more than two-thirds of those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

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



MICHELE STEWART CALANDRO, 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


For the Commissioner of Insurance



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

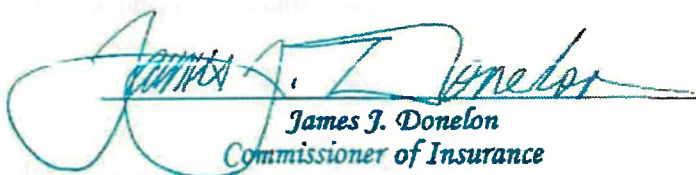
*I, THE UNDERSIGNED COMMISSIONER OF INSURANCE OF THE STATE OF LOUISIANA, DO
HEREBY CERTIFY THAT*

*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)

APPROVED FOR RECORDATION

DATE: 3-18-2019

Tangela Byrd
For the Commissioner of Insurance

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):

Lisa Nicholson
Signature of 1st Witness

Lisa Nicholson
Printed Name of 1st Witness

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

Melissa LeMaire
Signature of 2nd Witness

Melissa LeMaire
Printed Name of 2nd Witness

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

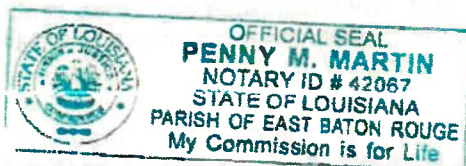
I. Steven Udvarhelyi
I. Steven Udvarhelyi, M.D.

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

Michele S. Calandro
Michele S. Calandro

5525 Reitz Avenue, Baton Rouge, LA 70809
Address

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



APPROVED FOR RECORDATION

DATE: 3-18-2019

Tamela Byrd
For the Commissioner of Insurance

EXHIBIT A
Third Amended and Restated Articles of Incorporation of BCBSLA

[See attached]

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
[LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY]¹**

Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana (hereinafter referred to as the "Corporation"), duly existing under the Louisiana Insurance Code and desiring to amend and restate its Articles of Incorporation in connection with its conversion from a mutual insurance company to a stock insurance company pursuant to LSA-R.S. 22:72, LSA-R.S. 22:236 *et seq.* and the other applicable provisions of the Louisiana Insurance Code (collectively, the "Louisiana Demutualization Law") submits the following Amended and Restated Articles of Incorporation:

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

Section 1.01. Name. The name of the corporation is [Louisiana Health Service & Indemnity Company].

Section 1.02. Address. The principal address of the Corporation's principal office at the time of the effectiveness of these Amended and Restated Articles of Incorporation is:

5525 Reitz Avenue
Baton Rouge, LA 70809²

**ARTICLE 2
REGISTERED AGENT INFORMATION**

Section 2.01. Registered Agent. The name and address of the Corporation's registered agent at the time of effectiveness of these Amended and Restated Articles of Incorporation is:

Louis Patalano, IV
5525 Reitz Avenue
Baton Rouge, LA 70809³

**ARTICLE 3
PURPOSES AND POWERS**

Section 3.01. Purposes. The purpose or purposes for which the Corporation has been formed are as follows: to make or write all or any one or more of the kinds of insurance set forth in La. Stat. Ann. § 22:47 of the Louisiana Insurance Code, including, but not limited to, insurance of human beings against bodily injury, disablement, or death by accident or accidental means, or the expense thereof, or against disablement, or expense resulting from sickness or old age, as identified in La. Stat. Ann. § 22:47(2) of the Louisiana Insurance Code, and to do all things necessary and appropriate for carrying on the business of such an insurance company. The Corporation shall have and may exercise all of the rights, privileges and powers set forth in the Louisiana Insurance Code and the Louisiana Business Corporation Act, as applicable, and shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.

¹ To be confirmed.
² To be confirmed.
³ To be confirmed.

Section 3.02. Powers. In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the rights, powers and privileges that are necessary or convenient to carry out its business and affairs.

ARTICLE 4 **PERIOD OF EXISTENCE**

Section 4.01. Period. The period during which the Corporation will continue as a corporation shall be perpetual.

ARTICLE 5 **STOCK**

Section 5.01. Authorized Shares. Upon the effectiveness of these Amended and Restated Articles of Incorporation, the Corporation shall have the authority to issue [1,000] shares of stock, at [0.01]⁴ par value per share, all of which shall be designated as Common Stock. Upon the effectiveness of these Amended and Restated Articles of Incorporation, and the Corporation's conversion from a mutual insurance company to a stock insurance company under the Louisiana Demutualization Law, the Corporation has issued and outstanding a total of [#] shares of its Common Stock and has additional paid-in capital or additional paid-in surplus in respect of that issued and outstanding Common Stock of not less than [\$]⁵.

Section 5.02. Terms. All shares of Common Stock are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties and restrictions. Shares of Common Stock may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors.

ARTICLE 6 **INCORPORATOR, OFFICERS AND DIRECTORS**

Section 6.01. Original Incorporators and Directors. The name and address of each of the incorporators and Directors at the time of the original incorporation of the Corporation is included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

Section 6.02. Current Directors. The name and address of each Director of the Corporation as of the effectiveness of these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
I. Steven Udvarhelyi, M.D.	5525 Reitz Avenue, Baton Rouge, LA 70809
Kathleen S. Kiefer	220 Virginia Avenue, Indianapolis, IN 46204
Heather C. Steinmeyer	220 Virginia Avenue, Indianapolis, IN 46204
Ronald W. Penczek	220 Virginia Avenue, Indianapolis, IN 46204
Jay H. Wagner	220 Virginia Avenue, Indianapolis, IN 46204

⁴ To be confirmed.

⁵ To be confirmed.

Section 6.03. Current Officers. The name, title and address of each officer of the Corporation as of the effectiveness of these Amended and Restated Articles of Incorporation are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
I. Steven Udvarhelyi, M.D.	President & CEO	5525 Reitz Avenue, Baton Rouge, LA 70809
Vincent E. Scher	Treasurer	220 Virginia Avenue, Indianapolis, IN 46204
Adam Short	Assistant Treasurer	5525 Reitz Avenue, Baton Rouge, LA 70809
Eric (Rick) K. Noble	Assistant Treasurer	220 Virginia Avenue, Indianapolis, IN 46204
Kathleen S. Kiefer	Secretary	220 Virginia Avenue, Indianapolis, IN 46204
Louis Patalano, IV	Assistant Secretary	5525 Reitz Avenue, Baton Rouge, LA 70809
Korey Harvey	Assistant Secretary	5525 Reitz Avenue, Baton Rouge, LA 70809

ARTICLE 7

BYLAWS

Section 7.01. Bylaws. The Board of Directors shall have the power to adopt, amend or repeal the Bylaws of the Corporation or adopt new Bylaws.

ARTICLE 8

BOARD OF DIRECTORS

Section 8.01. Management. A Board of Directors shall manage the Corporation's business. The Directors shall have all of the qualifications, powers and authority and shall be subject to all applicable limitations as set forth in the Louisiana Insurance Code and the Louisiana Business Corporation Act, as applicable. The number of Directors of the Corporation shall not be less than five (5) nor more than twelve (12), the exact number to be specified from time to time in the manner provided by the Corporation's By-Laws. The number of Directors at the time of effectiveness of these Amended and Restated Articles of Incorporation is five (5).

Section 8.02. Vacancy. Any vacancy on the Board of Directors caused by death, resignation, disqualification, increase in the number of Directors, or otherwise may be, at the discretion of the Board, filled by a majority vote of the remaining Directors (whether or not such Directors constitute a quorum) or left unfilled until the next annual meeting of shareholders. If the Directors fill such a vacancy, the new Director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the Corporation or from directing its business and affairs.

Section 8.03. Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Directors called expressly for that purpose. Removal by the shareholders requires an affirmative vote of the shareholders representing at least a majority of all the votes then entitled to be cast at an election of Directors. Removal by the Board of Directors requires an affirmative vote of at least one-half of all Directors. No Director may be removed except as provided in this Section.

ARTICLE 9

SHAREHOLDER MEETINGS

Section 9.01. Shareholder Meetings. All meetings of shareholders shall be held at any place within or outside of the State of Louisiana, or may be held solely by means of remote communication, as

may be specified in the Bylaws of the Corporation, as from time to time in effect, or as may be designated by the Board of Directors or the Officer of the Corporation calling the meeting.

Section 9.02. Voting Rights. Every shareholder of the Corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the Corporation. Voting for Directors shall not be cumulative.

Section 9.03. Action Without Meeting. Any action required or permitted to be taken at any meeting of the shareholders may be taken without a meeting, if the action is taken by all shareholders entitled to vote on the action. The action must be evidenced by one or more written consents describing the action taken, signed by each shareholder and delivered to the Corporation for inclusion in the minutes for filing with the corporate records. The record date for determining the shareholders entitled to take action without a meeting is the date the first shareholder signs the consent. Action taken under this section is effective when the last shareholder signs the consent, unless the consent specifies a different prior or subsequent effective date, in which case the action is effective on or as of the specified date. Such consent shall have the same effect as a unanimous vote of all shareholders and may be described as such in any document.

ARTICLE 10

INDEMNIFICATION

Section 10.01. Indemnification. To the maximum extent permitted by law, the Company shall indemnify every Eligible Person (certain capitalized terms used in this Article are defined in Section 10.02) against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the Louisiana Insurance Code and the Louisiana Business Corporation Act, as applicable, or otherwise consistent with the public policy of the State of Louisiana. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the Company against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the Company or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in this Section. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the Company or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

Section 10.02. Definitions.

- (a) The term “Claim” as used in this Article shall include every pending, threatened or completed claim, action, suit or proceeding and all related appeals (whether brought by or in the right of this Company or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in that capacity at the time the Liability or Expense shall have been incurred.
- (b) The term “Eligible Person” as used in this Article shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a Director, Officer or employee of the Company or who, while a Director, Officer or employee of the Company, is or was serving at the request of the Company as a Director, Officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a Director, Officer, trustee, employee, agent or fiduciary of an employee benefit plan at the request of the Company if his or her duties to the Company also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.
- (c) The terms “Liability” and “Expense” as used in this Article shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term “Wholly Successful” as used in this Article shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.
- (e) As used in this Article, the term “Company” includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a Director, Officer or employee of such a constituent entity or is or was serving at the request of such constituent entity as a Director, Officer, partner, trustee, employee, member, manager, agent or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he would if he had served the new or surviving corporation in the same capacity.

Section 10.03. Advancement of Expenses.

- (a) Expenses incurred by an Eligible Person who is a Director or Officer of the Company in defending any Claim shall be paid by the Company in advance of the final disposition of that Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.
- (b) Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the Company (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to its final disposition upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 10.04. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in Article 10 shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of Louisiana, whether on account of past or future transactions, and
- (b) authorize the Company to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the Company would have the power to indemnify him or her against such Liability or Expense.

Section 10.05. Contract. The provisions of this Article shall be deemed to be a contract between the Company and each Eligible Person, and an Eligible Person's rights under this Article shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to that person becoming an Eligible Person.

If the Louisiana Insurance Code or the Louisiana Business Corporation Act, as applicable, is amended after the effective date of these Amended and Restated Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of an Eligible Person, then the liability of an Eligible Person of the Company automatically shall be eliminated or limited to the fullest extent permitted by the Louisiana Insurance Code or the Louisiana Business Corporation Act as so amended.

ARTICLE 11
AMENDMENT OF ARTICLES

Section 11.01. Amendment. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by the provisions of the Louisiana Insurance Code or the Louisiana Business Corporation Act, as applicable, as from time to time in effect or by the provisions of any other applicable statute of the State of Louisiana; and all rights

conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.