BYLAWS
OF
LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY

ARTICLE I.
Membership Meetings

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

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

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

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

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

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

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

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

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

ARTICLE II.
Board of Directors

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

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

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE III.
Standing and Special Committees

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

a. Audit Committee

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

b. Compensation Committee

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

c. Finance and Investment Committee

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

d. Governance Committee

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

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

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

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

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

ARTICLE IV.
Officers

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

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

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

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

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

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

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

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

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

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

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

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

ARTICLE V.
Finance

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

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

ARTICLE VI.
Official Signatures

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

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

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

ARTICLE VII.
Indemnification

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

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

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

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

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

ARTICLE VIII.
Amendments

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

Adopted 5/21/19

EXHIBIT B
Amended and Restated Bylaws of BCBSLA

[See attached]

AMENDED AND RESTATED BYLAWS OF [LOUISIANA HEALTH SERVICE & INDEMNITY COMPANY][1]

[Louisiana Health Service & Indemnity Company, d/b/a Blue Cross and Blue Shield of Louisiana] (the "Company") consistent with the Louisiana Insurance Code and the Louisiana Business Corporation Act, as applicable, as from time to time amended (the "Louisiana Laws"), submits the following Bylaws:

ARTICLE I
OFFICES

The Company shall have such offices, either within or outside of the State of Louisiana, as the Board of Directors may designate or as the Company's business may from time to time require.

ARTICLE II
SHAREHOLDERS

2.1 Annual Meetings. The annual shareholders' meeting for the election of Directors and for the transaction of other business that properly may come before that meeting shall be held each year on such date as may be designated by the Board of Directors, and at the time and place, if any, within or outside the State of Louisiana, or may be held solely by means of remote communication, as shall be designated by the Board of Directors.

2.2 Special Meetings. For any proper purpose(s), the Board of Directors or the President may call at any time a special shareholders' meeting. Special shareholders' meetings shall be held on the dates, at the times, and at the places, if any, within or outside of the State of Louisiana, or may be held solely by means of remote communication, as whomever calls such meetings directs. The President shall call a special shareholders' meeting whenever a written request is delivered to the President by a majority of the Board of Directors and upon the written request of one-fourth of the shareholders of the Company. All such written requests must state a proper purpose or purposes for the special meeting.

2.3 Notice of Meeting.

(a) Written notice of every shareholders' meeting stating the date, time, and place of such meeting, the means of remote communication, if any, by which shareholders may be deemed to be present in person and vote at such meeting, and signed by the President, any Vice President, the Secretary, or any Assistant Secretary shall be delivered either personally or by mail or sent by electronic transmission to each shareholder entitled to vote at that meeting. The notice of a special meeting also must state the purpose or purposes for which such meeting is called. The notice of an annual meeting may state the purpose or purposes for which such meeting is called.

(b) Written notices shall be delivered not less than ten (10) nor more than sixty (60) days before the date of a meeting, except as otherwise provided by law.

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[1] To be confirmed.

(c) If mailed, all notices shall be sent to shareholders' addresses as they appear in the Company's stock books, unless a shareholder has filed with the Secretary a written request that notices to that shareholder be mailed to some other address. In such a case, notices shall be mailed to the address designated in the shareholder's written request.

2.4 Waiver of Notice. Whenever the Louisiana Laws, the Company's Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws require any notice to be given to a shareholder, a written waiver of notice shall be deemed equivalent to notice if the waiver is signed by the shareholder entitled to notice (whether before or after the time stated in the waiver) and delivered to the Company for inclusion in the minutes or other corporate records. A shareholder's attendance at a meeting, or participation by remote communication in a meeting in accordance with these Amended and Restated Bylaws, whether in person or by proxy, shall be deemed equivalent to a written waiver of notice of the meeting by the shareholder unless the shareholder at the beginning of the meeting objects to holding the meeting or transacting business or consideration of a particular matter at the meeting.

2.5 Voting Lists. At least ten (10) days before each shareholders' meeting, the officer or agent responsible for the Company's stock transfer books shall make a complete list of the shareholders entitled to vote at the meeting or any adjournment of the meeting. The list, arranged in alphabetical order, shall identify each eligible shareholder's name, address, and number of shares. For a period of ten (10) days prior to the meeting, the list shall be kept on file at the Company's principal office and shall be subject to inspection by any shareholder at any time during usual business hours. The list also shall be produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder during the whole time of the meeting. If the meeting is held solely by means of remote communication, the list shall be open to examination by any shareholder at any time during the meeting on a reasonably accessible electronic network, and information required to access this list shall be provided with the notice to the meeting. The Company's original stock transfer book shall be prima facie evidence as to which shareholders are entitled to examine shareholders' lists and transfer books or to vote at shareholders' meetings.

2.6 Quorum. Except as otherwise required by law, to transact business at any shareholders' meeting, holders of record of a majority of the then-issued and outstanding shares of capital stock of the Company and who are entitled to vote must be present in person or by proxy.

2.7 Adjournments. In the absence of a quorum, a majority of the shareholders present at the meeting (in person or by proxy) or, if no shareholder entitled to vote is present (in person or by proxy), any officer entitled to preside at or act as secretary of a shareholders' meeting, may adjourn such meeting from time to time until a quorum is present. If an annual or special shareholders' meeting is adjourned to a different date, time or place, notice need not be given of the new date, time or place, if any, if the new date, time or place and the means of remote communication, if any, by which shareholders may be deemed to be present in person and vote at such meeting are announced at the meeting before adjournment, unless a new record date is or must be established for the adjourned meeting.

2.8 Voting. Directors shall be chosen by a plurality of eligible shareholder votes cast in an election, and, except as otherwise provided by law or by the Company's Amended and Restated Articles of Incorporation, all other questions before the shareholders shall be determined by a majority of the eligible votes cast on such question.

2.9 Proxies. Any shareholder entitled to vote may vote by proxy, provided that the instrument authorizing the proxy to act shall have been executed in writing (which shall include telegraphing or cabling or transmitting or authorizing the transmission of an electronic submission) by the shareholder himself or by the shareholder's duly authorized attorney. Shares standing in the name of a

business entity (other than the Company) may be voted by any officer, agent, or proxy as the board of directors or other managers of that entity may appoint or as the governing documents of that entity may prescribe. All proxies must be filed with the Company's Secretary before or at the time of a meeting. A proxy may be revoked at any time by the shareholder upon written notice to the Secretary or the presiding officer at any shareholder meeting.

2.10 Judges of Election. The Board of Directors may appoint judges of election to serve at any election of Directors and at balloting on any other matter that may properly come before a shareholders' meeting. If no such appointment is made or if any of the judges so appointed fail, refuse or are unable to attend, then the presiding officer at a meeting may make such appointments.

2.11 Conduct of Meetings. Shareholders' meetings shall be presided over by the President, and in his or her absence, by a person chosen by the Board of Directors. The Company's Secretary, and in his or her absence, an Assistant Secretary, and if none is present, a person chosen at the meeting by the Board of Directors, shall act as secretary of a shareholders' meeting.

2.12 Participation in Meetings by Remote Communication. The President or the Board of Directors may permit any or all shareholders to participate in an annual or special meeting of shareholders by, or through the use of, any means of remote communication. The Board of Directors, acting in its sole discretion, may establish guidelines and procedures in accordance with applicable provisions of the Louisiana Laws and any other applicable law for the participation by shareholders in a meeting of shareholders by means of remote communication. A shareholder participating in a meeting by such means who complies with such guidelines and procedures and is otherwise entitled to vote at the meeting shall be deemed to be present in person and may vote at the meeting, whether such meeting is held at a designated place or solely by means of remote communication.

2.13 Informal Action by Shareholders.

(a) Unless otherwise provided by law, any action required or permitted to be taken at a shareholders' meeting may be taken without a meeting if all the shareholders entitled to vote on the action sign a written consent that describes the action taken and the written consent is delivered to the Company for inclusion in the shareholders' minute book.

(b) The record date for determining which shareholders are entitled to take action without a meeting is the date the first shareholder signs the written consent.

(c) Action taken under this Section is effective when the last shareholder signs the written consent, unless the written consent specifies a prior or subsequent effective date.

(d) A written consent signed under this Section has the effect of a meeting vote and may be described as a meeting vote in any document.

ARTICLE III
BOARD OF DIRECTORS

3.1 Number. The authorized number of Directors which shall constitute the whole Board of Directors shall be fixed from time to time by resolution of the Board of Directors or shareholders (any such resolution of either the Board of Directors or shareholders being subject to any resolution of either of them). The Board of Directors at the effective date of these Amended and Restated Bylaws shall consist of five (5).

3.2 Eligibility of Directors. Requirements as to eligibility shall be determined by the Board of Directors, but in determining the eligibility of persons to become Members of the Board of Directors, consideration shall be given to the individual's knowledge and experience as to general business issues.

3.3 Election and Term of Office. Directors shall be elected at the annual shareholders' meeting, except as provided otherwise in this Article. Each director, before being qualified to act, shall file with the Secretary a written acceptance of his trust. A Director (whether elected at an annual meeting or otherwise) shall continue in office until his or her successor has been elected and qualified or until, if earlier, his or her death, resignation, or removal as provided below.

3.4 Vacancies and Additional Directorships. If any vacancy shall occur in the Board of Directors by reason of death, resignation, disqualification, increase in the number of Directors, or otherwise, a majority of the remaining Directors (whether or not a quorum), may fill the vacancy. A Director selected by the Directors to fill a vacancy shall be elected to hold office until the next annual shareholders' meeting.

3.5 Regular Meetings. A meeting of the Directors shall be held each year immediately following the annual meeting of the shareholders; and in addition thereto, meetings of the Directors shall be held no less than quarterly during the year. Notice of the meetings, giving the time and place thereof, shall be mailed by the Secretary to each of the Directors not less than three (3) days before the date of the meeting.

3.6 Special Meetings. The President or any two (2) Directors may call a special meeting of the Board of Directors. Except as otherwise required by law, special meetings of the Board of Directors must be preceded by at least two (2) days' notice of the date, time, and place of the meeting. The notice need not describe the purpose of the special meeting. Notice may be provided by mail, to each Director's residence or usual place of business, by email, or telephoned or delivered personally. A Director may participate in a special meeting by telephone, video conference call, or any other means of communication by which the Director may simultaneously hear and participate in the meeting, and will be considered present at such meeting unless the Director, at the beginning of the meeting, or promptly upon arrival, object to holding the meeting or transacting business at the meeting.

3.7 Waiver of Notice. Whenever the Louisiana Laws, the Company's Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws require any notice to be given to a Director, a written waiver of notice shall be deemed equivalent to notice if the waiver is signed by the Director entitled to the notice (whether before or after the time stated in the notice) and delivered to the Company for inclusion in the minutes or other Corporate records. A Director's attendance at a meeting shall be deemed equivalent to his or her written waiver of notice of the meeting.

3.8 Quorum. At each Board of Directors' meeting, a majority of the total number of Directors must be present to constitute a quorum to transact business.

3.9 Adjournments. In the absence of a quorum, a majority of those Directors present at a meeting may adjourn the meeting from time to time until a quorum is present, and the meeting may be held as so adjourned without further notice or waiver.

3.10 Voting. A majority of the Directors present at any meeting at which a quorum is present may decide any question brought before the meeting, except as otherwise provided by applicable law, the Company's Amended and Restated Articles of Incorporation, or these Amended and Restated Bylaws.

3.11 Interest of Directors.

(a) A "conflict of interest transaction" is a transaction with the Company in which a Director of the Company has a direct or indirect interest. A conflict of interest transaction is not voidable by the Company solely because of the Director's interest in the transaction if any one of the following is true:

(1) The material facts of the transaction and the Director's interest were disclosed or known to the Board of Directors or to a committee of the Board of Directors, and the Board of Directors or committee authorized, approved, or ratified the transaction;

(2) The material facts of the transaction and the Director's interest were disclosed or known to the shareholders entitled to vote, and they authorized, approved, or ratified the transaction; or

(3) The transaction was fair to the Company.

(b) For purposes of this Section, a Director of the Company has an "indirect interest" in a transaction if:

(1) one party to the transaction is another entity in which the Director has a material financial interest or in which the Director is a general partner; or

(2) one party to the transaction is another entity of which the Director is a Director, officer, or trustee and the transaction is, or is required to be, considered by the Company's Board of Directors.

(c) For purposes of Subsection (a)(1), a conflict of interest transaction is authorized, approved, or ratified if it receives the affirmative vote of a majority of the Directors on the Board of Directors (or on the committee) who have no direct or indirect interest in the transaction ("Disinterested Directors"). However, a transaction may not be authorized, approved, or ratified under this Section by a single Director. If a majority of the Disinterested Directors vote to authorize, approve, or ratify a transaction, a quorum shall be deemed present for the purpose of taking action under this Section. The presence of, or a vote cast by, a Director with a direct or indirect interest in the transaction does not affect the validity of any action taken under Subsection (a)(1), if the transaction is otherwise authorized, approved, or ratified as provided in this Subsection.

(d) For purposes of Subsection (a)(2), shares owned by or voted under the control of a Director who has a direct or indirect interest in the transaction and shares owned by or voted under the control of an entity described in Subsection (b) may be counted in a vote of shareholders to determine whether to authorize, approve, or ratify a conflict of interest transaction.

3.12 Resignation of Directors. Any Director may resign at any time by giving written notice of resignation to the Board of Directors, the President, or the Secretary. Unless otherwise specified in the notice, a resignation shall take effect upon receipt of the notice by the Board of Directors or by any such officer. Acceptance of a resignation is not necessary to make the resignation effective.

3.13 Removal of Directors. A Director may be removed, with or without cause, only at a meeting of the shareholders or Board of 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.

3.14 Compensation of Directors. Directors may receive such reasonable compensation for their services, whether in the form of salary or a fixed fee for attendance at meetings, and for their expenses, if any, as the Board of Directors may determine from time to time. This Section shall not be construed to preclude any Director from serving the Company in any other capacity and receiving compensation for such services.

3.15 Informal Action by Directors.

(a) Unless otherwise provided by law, any action required or permitted to be taken at a Directors' meeting may be taken without a meeting if all the Directors sign a written consent that sets forth the action taken and the written consent is filed in the Directors' minute book.

(b) Action taken under this Section is effective when the last Director signs the written consent, unless the written consent specifies a prior or subsequent effective date.

(c) A written consent signed under this Section has the effect of a meeting vote and may be described as a meeting vote in any document.

3.16 Committees. The Board of Directors may designate one or more committees, and, to the extent required by applicable law, the Board of Directors shall establish (i) a committee that shall have the responsibility for recommending the selection of independent certified public accountants and reviewing the Corporation's financial condition ("Audit Committee"), and (ii) one or more committees that shall have the responsibility for (a) recommending candidates to be nominated by the Board of Directors in addition to any other nominations by shareholders for election as Directors by shareholders, (b) evaluating the performance of officers deemed to be principal officers of the Corporation, and (c) recommending to the Board of Directors the selection and compensation of such principal officers (collectively, the "Nomination and Compensation Committees"). Each committee shall consist of one or more of the Directors, and, to the extent required by law, not less than one-third of such Directors shall be persons who are not officers or employees of the Company or any entity controlling, controlled by or under common control with the Company (each such person, an "Independent Committee Director"); provided, however, to the extent required by applicable law, the Audit Committee and Nomination and Compensation Committees shall be composed solely of persons who are Independent Committee Directors. Except for the Audit Committee and Nomination and Compensation Committees, to the extent any committee is composed of any Independent Committee Directors, at least one Independent Committee Director must be included in any quorum for the transaction of business at any meeting of such committee. The Board of Directors may designate one or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. Any committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Company, and may authorize the seal of the Corporation to be affixed to all papers which may require it; but no such committee shall have the power or authority as to the following:

(a) authorize distributions;

(b) approve or propose to shareholders actions that require shareholder approval;

(c) fill vacancies on the Board of Directors or any of its committee(s); or

(d) adopt, amend or repeal the Bylaws.

3.17 **Duties.** The Board of Directors shall be the governing entity and generally manage the fiscal and business affairs of this Corporation and discharge such duties as are required of it by applicable law. Every Director, when elected, shall take and subscribe an oath that he or she will, insofar as the duty devolves upon such person, faithfully, honestly and diligently administer the affairs of the Corporation, and that he or she will not knowingly violate or willingly permit to be violated any of the provisions of law applicable to the Corporation, all as required by the laws of the State of Louisiana.

3.18 **Additional Duties of Directors.** In addition to such other duties as may be imposed upon the Directors, the Directors shall keep a record of the attendance of Directors at the meetings of the Board and shall make a report, showing the names of the Directors, the number of meetings of the Board, regular and special, the number of meetings attended and the number of meetings from which each Director was absent, which report shall be read at the annual meeting of shareholders and incorporated into the minutes thereof.

ARTICLE IV
OFFICERS

4.1 **Officers.** The officers of the Company shall be a President, a Secretary, a Treasurer, and such other officers as may be appointed in accordance with the provisions of Section 4.3.

4.2 **Election, Term of Office, and Qualifications.** Each officer (except officers appointed in accordance with the provisions of Section 4.3) shall be elected annually by the Board of Directors and shall hold such office until a successor has been elected and qualified or until, if earlier, the officer dies, resigns pursuant to Section 4.4, or is removed pursuant to Section 4.5.

4.3 **Subordinate Officers and Agents.** The Board of Directors from time to time may appoint other officers or agents (including one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers), to hold office for such periods, have such authority, and perform such duties as are provided in these Amended and Restated Bylaws or as may be provided in the resolutions appointing them. The Board of Directors may delegate to any officer or agent the power to appoint such subordinate officers or agents and to prescribe their respective terms of office, authorities, and duties. Any authority to appoint subordinate officers or agents delegated by the Board of Directors to any officer or agent includes the authority to remove any subordinate officer or agent appointed.

4.4 **Resignations.** An officer may resign at any time by giving written notice of resignation to the Board of Directors, the President, or the Secretary. Unless otherwise specified in such notice, a resignation shall take effect upon receipt of the notice by the Board of Directors or by any such officer. Acceptance of a resignation is not necessary to make the resignation effective. An officer's resignation does not affect the Company's contract rights, if any, with that officer.

4.5 **Removal.**

(a) An officer specifically designated in Section 4.1 may be removed, with or without cause, at any Board of Directors' meeting by an affirmative vote of a majority of the Directors then in office.

(b) An officer or agent appointed in accordance with the provisions of Section 4.3 may be removed, with or without cause, at any Board of Directors' meeting by an affirmative

vote of a majority of the Directors present at such meeting or at any time by a superior officer or agent upon whom the Board of Directors or these Amended and Restated Bylaws have conferred such removal power.

(c) The removal of an officer does not affect that officer's contract rights, if any, with the Company.

4.6 Vacancies. A vacancy in any office by reason of death, resignation, removal, disqualification, or otherwise shall be filled for the unexpired portion of the term in the manner prescribed by these Amended and Restated Bylaws for the regular election or appointment to such office.

4.7 The President. The President is the chief executive officer of the Company, subject to the direction of the Board of Directors. The President shall, unless the Board of Directors provides otherwise in a specific instance or generally, preside at all meetings of the shareholders and the Board of Directors, have general and active management of the business of the Company and see that all orders and resolutions of the Board of Directors are carried into effect. The President shall execute bonds, mortgages, and other contracts requiring a seal, under the seal of the Company, if adopted, except where required or permitted by law to be otherwise signed and executed and except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Company.

4.8 The Vice Presidents. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President, or if there be more than one Vice President, the Vice Presidents in the order designated by the Board of Directors or the President (or in the absence of any designation, then in order determined by their tenure in office) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

4.9 The Secretary. The Secretary shall have such powers and perform such duties as are incident to the office of Secretary. Unless the Amended and Restated Articles of Incorporation or these Amended and Restated Bylaws designate another officer, the Secretary shall have authority to certify these Amended and Restated Bylaws, resolutions of the Board and the shareholders and committees thereof, and other documents of the Company as true and correct copies thereof. The Secretary shall maintain a stock ledger and prepare lists of shareholders and their addresses as required and shall be the custodian of corporate records. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the Company and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be from time to time prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. If the Board of Directors adopts a corporate seal for the Company, the Secretary shall have custody of the corporate seal of the Company and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by the signature of the Secretary or by the signature of such assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Company and to attest the affixing by the signature of the Secretary.

4.10 The Treasurer. The Treasurer shall perform such duties and shall have such powers as may be assigned to the Treasurer by the Board of Directors or the President. In addition, the Treasurer shall perform such duties and have such powers as are incident to the office of Treasurer. The Treasurer

shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Company and shall deposit all moneys and other valuable effects in the name and to the credit of the Company in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Company as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, when the President or Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Company.

4.11 Salaries. The salaries of the Company's officers shall be fixed from time to time by the Board of Directors. The Board of Directors, though, may delegate to any person the power to fix the salaries or other compensation of any officers or agents appointed in accordance with the provisions of Section 4.3. No officer shall be prevented from receiving a salary by reason of the fact that such officer is also a Director of the Company.

ARTICLE V
EXECUTION OF INSTRUMENTS AND DEPOSIT OF CORPORATE FUNDS

5.1 Execution of Instruments Generally. Subject to the Board of Directors' approval, the President, any Vice President, the Secretary, or the Treasurer may enter into any contract or execute and deliver any instrument in the name and on behalf of the Company. The Board of Directors may authorize any officer, officers, agent, or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Company, and such authorization may be general or confined to specific instances.

5.2 Borrowing. No loans or advances shall be obtained or contracted for, by, or on behalf of the Company, and no negotiable paper shall be issued in the Company's name, unless and except as authorized by the Board of Directors. Such authorization by the Board of Directors may be general or confined to specific instances. Any officer or agent of the Company so authorized may obtain loans and advances for the Company, and for such loans and advances, the authorized officer or agent may make, execute, and deliver promissory notes, bonds, or other evidences of indebtedness of the Company. Any officer or agent of the Company so authorized also may pledge, hypothecate, or transfer as security for the payment of any and all loans, advances, indebtedness, and liabilities of the Company any and all stocks, bonds, other securities, and other personal property at any time held by the Company and, to that end, may endorse, assign, and deliver the same and do every act and thing necessary or proper in connection therewith.

5.3 Deposits. All funds of the Company not otherwise employed shall be deposited from time to time to the Company's credit in such banks or trust companies or with such bankers or other depositories as the Board of Directors may select or as may be selected by any officer, officers, agent, or agents authorized to do so by the Board of Directors. Endorsements for deposit to the credit of the Company in any of its duly authorized depositories shall be made in such manner as the Board of Directors may determine from time to time.

5.4 Checks, Drafts, etc. All checks, drafts, or other orders for the payment of money and all notes or other evidences of indebtedness issued in the Company's name shall be signed by such officer, officers, agent, or agents of the Company and in such manner as determined by the Board of Directors from time to time.

5.5 Shares of Other Corporations; Proxies. Whenever the Company holds shares of any other corporation, any and all rights and powers of the Company as shareholder (including the attendance, acting, and voting at shareholders' meetings and execution of waivers, consents, and proxies) may be exercised on behalf of the Company by the President, any Vice President, the Secretary or by such other person as the Board of Directors may authorize.

ARTICLE VI
CAPITAL STOCK

6.1 Certificates of Stock. The shares of stock of the Company may be represented by certificates or may be issued in uncertificated form pursuant to the customary arrangements for issuing shares in such form. The Secretary of the Company shall ensure that records of issuance of all uncertificated shares, and the transfer, exchange, conversion, surrender or redemption thereof, shall be maintained at all times by agents of the Company, through a direct registration system or other book-entry record keeping system as the Secretary may approve. Any shares issued in uncertificated form shall not affect shares already represented by certificates until they are surrendered to the Company. Certificates for shares of the capital stock of the Company, if any, shall be signed by, or in the name of the Company by, (i) the President or a Vice President, and (ii) the Treasurer or the Secretary of the Company, certifying the number of shares owned by such shareholder in the Company. Any or all of the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Company with the same effect as if such officer, transfer agent or registrar were such officer, transfer agent or registrar at the date of issue.

6.2 Lost Certificates. The Board of Directors may direct a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Company alleged to have been lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Board of Directors may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen or destroyed certificate or certificates, or such owner's legal representative, to give reasonable evidence of such loss, theft or destruction, to advertise the same in such manner as it shall require and/or to give the Company a bond in such sum as it may direct as indemnity against any claim that may be made against the Company with respect to the certificate alleged to have been lost, stolen or destroyed or the issuance of such new certificate.

6.3 Transfer of Stock. Upon surrender to the Company or the transfer agent of the Company of a certificate for shares, duly endorsed or accompanied by proper evidence of succession, assignment or authority to transfer, and proper evidence of compliance with other conditions to rightful transfer, it shall be the duty of the Company to cancel the old certificate, register such transfer through the book-entry record keeping system of the Company or issue a new certificate to the person entitled thereto and record the transaction upon its books.

6.4 Registered Shareholders. The Company shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, and to vote as such owner, and to hold liable for calls and assessments a person registered on its books as the owner of shares, and shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise provided by the laws of the State of Louisiana.

ARTICLE VII
RECORD DATES

In order that the Company may determine the shareholders entitled: (1) to notice of or to vote at any shareholders' meeting or any adjournment thereof, (2) to express consent to corporate action in writing without a meeting, (3) to receive payment of any dividend or other distribution or allotment of any rights, or (4) to exercise any rights in respect of any change, conversion, or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix, in advance, a record date, which shall not be more than sixty (60) nor less than ten (10) days before the date of such meeting nor more than sixty (60) days prior to any other action. Only those shareholders of record on the date so fixed shall be entitled to any of the foregoing rights, notwithstanding the transfer of any such stock on the Company's books after any such record date fixed by the Board of Directors.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Company shall be the calendar year.

ARTICLE IX
CORPORATE SEAL

The Board of Directors may adopt a corporate seal for the Company. Absent adoption of a corporate seal by the Board of Directors, there shall be no corporate seal.

ARTICLE X
AMENDMENT OF BYLAWS

At any meeting of the Board of Directors, the Board of Directors may amend or repeal the Company's Bylaws or approve Amended and Restated Bylaws by an affirmative vote of a majority of all of the Directors.