

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

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 70809

**ARTICLE 2
REGISTERED AGENT INFORMATION**

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

CT Corporation System
3867 Plaza Tower Drive
Baton Rouge, LA 70816

**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.

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 100,000,000 shares of stock, at 0.01 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 20,000,000 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 the amount required under Louisiana Law.

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
Jennifer A Dewane	220 Virginia Avenue, Indianapolis, IN 46204
Ronald W. Penczek	220 Virginia Avenue, Indianapolis, IN 46204

Jay H. Wagner

220 Virginia Avenue, Indianapolis, IN 46204

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
Eric (Rick) K. Noble	Assistant Treasurer	220 Virginia Avenue, Indianapolis, IN 46204
Kathleen S. Kiefer	Secretary	220 Virginia Avenue, Indianapolis, IN 46204
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 Bylaws. 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, her or its name on the books of the Corporation. Directors shall be chosen by a plurality of eligible shareholder votes cast in an election at a meeting in which quorum is present or by a written consent executed by a plurality of shareholders. 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.