























**ARTICLE XII**

**AUDITS**

Audits of the Corporation's books of accounts shall be included in the consolidated audit process of Humana Inc., the Corporation's ultimate controlling entity.

**ARTICLE XIII**

**AMENDMENTS**

The shareholders may alter, amend or rescind the Bylaws at any annual or special meeting of shareholders at which a quorum is present, by the vote of a majority of the stock represented at such meeting, provided that the notice of such meeting shall have included notice of such proposed amendment. The Board of Directors shall have the power and authority to alter, amend or rescind Bylaws of the Corporation at any regular or special meeting at which a quorum is present by the vote of a majority of the entire Board of Directors, subject always to the power of the shareholders to change such action of the directors.

**ARTICLE XIV**

**GENDER AND NUMBER REFERENCES**

In this document the singular means the plural and the plural the singular, as appropriate, and the proper gender- male, female, or neuter- shall be deemed substituted as appropriate.