

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF INCORPORATION OF "UNITEDHEALTHCARE, INC.", FILED IN THIS OFFICE ON THE THIRTIETH DAY OF OCTOBER, A.D. 1998, AT 2 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2961491 8100

AUTHENTICATION: 9383698

981420239

DATE: 11-02-98

**CERTIFICATE OF INCORPORATION
OF
UNITEDHEALTHCARE, INC.**

FIRST: The name of the corporation is **UnitedHealthcare, Inc.**

SECOND: Its Registered Office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, Wilmington, New Castle County, Delaware. The name of the Registered Agent at that address is The Corporation Trust Company.

THIRD: The total number of shares which the corporation is authorized to issue is one thousand (1,000) shares of common stock, \$.01 par value per share, amounting to \$10.00 in the aggregate.

FOURTH: The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the bylaws of this corporation.

The names and addresses of the first board of directors, which shall be four (4) in number, is as follows:

Jeannine M. Rivet	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
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Stephen J. Hemsley	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
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Robert J. Sheehy	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
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William A. Munsell	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
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FIFTH: The name and address of the sole incorporator is as follows:

Verna Kay Bormann	300 Opus Center, 9900 Bren Road East Minnetonka, MN 55343
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SIXTH: The nature of the business or purposes to be conducted or promoted is:

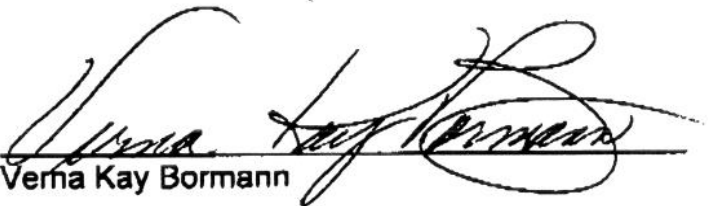
To engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

SEVENTH: The corporation is to have perpetual existence.

EIGHTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

NINTH: A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived any improper personal benefit.

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make and file these articles of incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 29th day of October, 1998.

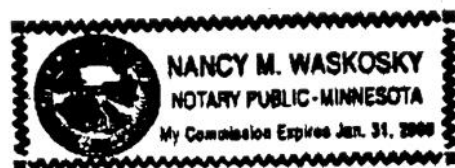

Verna Kay Bormann

STATE OF MINNESOTA

COUNTY OF HENNEPIN

On this 29th day of October, 1998, before me a Notary Public, personally appeared Verna Kay Bormann, who acknowledged that she executed the above instrument.


My commission expires 1-31-2000



DocuSign Envelope ID: 6601C39E-3D5A-4086- 97D5-ED0CC97BCA5B

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
1/24/2020 2:36 PM
Fee Receipt: \$40.00

Print Clearly
File an Original and Two Exact or Conformed Copies

Certificate of Amendment to Certificate of Limited Partnership

To the Kentucky Secretary of State:

For the purpose of amending the Certificate of Limited Partnerships pursuant to the provisions of Chapter 362 Kentucky Revised Statutes, the undersigned hereby affirm(s) under the penalties of perjury the following:

- (1) The name of the limited partnership: UnitedHealthcare of Kentucky, Ltd.
- (2) The date of filing the Certificate of Limited Partnership: June 28, 1991

- (3) The amendments to the Certificate of Limited Partnership:

The Partnership hereby deletes its period of duration, or term, as previously set forth in its Partnership Agreement. The Partnership shall exist perpetually.

*Signed UnitedHealthcare, Inc.

General Partner



Vamesh Sritharan, Assistant Secretary

Dated: January 23, 2020

*Must be signed by at least one general partner and by each other general partner designated in the certificate as a new general partner.

DOCUMENT NO: 500548
RECORDED: January 27, 2020 09:09:00 AM
TOTAL FEES: \$46.00
COUNTY CLERK: JEFF HANCOCK
DEPUTY CLERK: STARLA HAEBERLIN
COUNTY: FRANKLIN
BOOK: A141 PAGES: 143 - 143

BYLAWS
OF
UNITEDHEALTHCARE, INC.

ARTICLE I
OFFICES

Section 1.01 Registered Office. The registered office shall be in the City of Wilmington, County of New Castle, State of Delaware.

Section 1.02 Other Offices. The corporation may also have offices at such other places both within and without the State of Delaware as the board of directors may from time to time determine or the business of the corporation may require.

ARTICLE II
MEETINGS OF SHAREHOLDERS

Section 2.01 Place and Time of Meetings. Meetings of the shareholders may be held at any place, within or without the State of Delaware, designated by the directors and, in the absence of such designation, shall be held at the registered office of the corporation in the State of Delaware. The directors shall designate the time of day for each meeting and, in the absence of such designation, every meeting of shareholders shall be held at ten o'clock a.m.

(a) The first annual meeting of the shareholders shall be held on a day designated by the directors. Each subsequent annual meeting, if any, subject to the power of the shareholders to change the date, shall be held on the same day, or if that day shall fall upon a legal holiday, on the next succeeding business day.

(b) At the annual meeting the shareholders, voting as provided in the Articles of Incorporation, shall designate the number of directors to constitute the Board of Directors (subject to the authority of the Board of Directors thereafter to increase the number of directors as permitted by law), shall elect directors and shall transact such other business as may properly come before them.

Section 2.02 Special Meetings. Special meetings of the shareholders may be held at any time and for any purpose and may be called by the Chairman of the Board, the President, any two (2) directors, or by one (1) or more shareholders holding ten percent (10%) or more of the shares entitled to vote on the matters to be presented at the meeting.

Section 2.03 Quorum, Adjourned Meetings. The holders of a majority of the shares outstanding and entitled to vote shall constitute a quorum for the transaction of business at any annual or special meeting. In case a quorum shall not be present at a meeting, those present shall adjourn to such day

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as they shall, by majority vote, agree upon, and a notice of such adjournment shall be mailed to each shareholder entitled to vote at least five (5) days before such adjourned meeting. If a quorum is present, a meeting may be adjourned from time to time without notice other than announcement at the meeting. At adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. If a quorum is present, the shareholders may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 2.04 Voting. At each meeting of the shareholders every shareholder having the right to vote shall be entitled to vote either in person or by proxy. Each shareholder holding more than five percent (5%) of the authorized shares of the corporation, unless the Articles of Incorporation provide otherwise, shall have one (1) vote for each share having voting power registered in his name on the books of the corporation. Upon the demand of any such shareholder, the vote upon any question before the meeting shall be by ballot. All questions shall be decided by a majority vote of the number of shares entitled to vote and represented at the meeting at the time of the vote, except where otherwise required by statute, the Articles of Incorporation or these Bylaws.

Section 2.05 Closing of Books. The Board of Directors may fix a time, not exceeding sixty (60) days preceding the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of, and to vote at, such meeting, notwithstanding any transfer of shares on the books of the corporation after any record date so fixed. The Board of Directors may close the books of the corporation against the transfer of shares during the whole or any part of such period. If the Board of Directors fails to fix a record date for determination of the shareholders entitled to notice of, and to vote at, any meeting of shareholders, the record date shall be the twentieth (20th) day preceding the date of such meeting.

Section 2.06 Notice of Meetings. There shall be mailed to each shareholder holding five percent (5%) or more of the outstanding shares of the corporation, shown by the books of the corporation to be a holder of record of such voting shares, at his address as shown by the books of the corporation, a notice setting out the time and place of each annual meeting and each special meeting, which notice shall be mailed at least five (5) days prior thereto; except that notice of a meeting at which an agreement of merger or consolidation is to be considered shall be mailed to all shareholders of record, whether entitled to vote or not, at least two (2) weeks prior thereto; and except that notice of a meeting at which a proposal to dispose of all, or substantially all, of the property and assets of the corporation is to be considered shall be mailed to all shareholders of record, whether entitled to vote or not, at least ten (10) days prior thereto; and except that notice of a meeting at which a proposal to dissolve the corporation or to amend the Articles of Incorporation is to be considered shall be mailed to all shareholders of record, whether entitled to vote or not, at least ten (10) days prior thereto. Every notice of any special meeting shall state the purpose or purposes for which the meeting has been called, pursuant to Section 2.02, and the business transacted at all special meetings shall be confined to the purpose stated in the call.

Section 2.07 Waiver of Notice. Notice of any annual or special meeting may be waived either before, at or after such meeting in writing signed by each shareholder or representative thereof entitled to vote the shares so represented.

Section 2.08 Written Action. Any action which might be taken at a meeting of the shareholders may be taken without a meeting if done in writing and signed by all the shareholders.

ARTICLE III

DIRECTORS

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Section 3.01 General Powers. The business of the corporation shall be managed by or under the direction of its board of directors which may exercise all such powers of the corporation and do all such lawful acts and things as are not by statute or by the certificate of incorporation or by these bylaws directed or required to be exercised or done by the stockholders.

Section 3.02 Number, Qualification and Term of Office. Initially the number of directors shall be the number named in the Articles of Incorporation. Thereafter, the number of directors shall be established by resolution of the shareholders (subject to the authority of the Board of Directors to increase the number of directors as permitted by law), but shall not be less than the lesser of (i) the number of shareholders of record and beneficially, or (ii) three (3). In the absence of such shareholder resolution, the number of directors shall be the number last fixed by the shareholders or the Board of Directors, or the Articles of Incorporation. Directors need not be shareholders. Each of the directors shall hold office until the annual meeting of shareholders next held after his election and until his successor shall have been elected and shall qualify, or until he shall resign, or shall have been removed as hereinafter provided.

Section 3.03 Annual Meeting. As soon as practicable after each annual election of directors, the Board of Directors shall meet at the registered office of the corporation, or at such other place within or without the State of Delaware as may be designated by the Board of Directors, for the purpose of electing the officers of the corporation and for the transaction of such other business as shall come before the meeting.

Section 3.04 Regular Meetings. Regular meetings of the Board of Directors shall be held from time to time at such time and place within or without the State of Delaware as may be fixed by resolution adopted by a majority of the whole Board of Directors.

Section 3.05 Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or by any two (2) of the directors and shall be held from time to time at such time and place as may be designated in the notice of such meeting.

Section 3.06 Notice of Meetings. No notice need be given of any annual or regular meeting of the Board of Directors. Notice of each special meeting of the Board of Directors shall be given by the Secretary who shall give at least twenty-four (24) hours' notice thereof to each director by mail, telephone, telegram or in person.

Section 3.07 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived either before, at or after such meeting in writing signed by each director. A director, by his attendance and participation in the action taken at any meeting of the Board of Directors, shall be deemed to have waived notice of such meeting.

Section 3.08 Quorum. A majority of the whole Board of Directors shall constitute a quorum for the transaction of business except that when a vacancy or vacancies exist, a majority of the remaining directors (provided such majority consists of not less than the lesser of (i) the number of directors required by Section 3.02, or (ii) two (2) directors) shall constitute a quorum.

Section 3.09 Conference Communications. Directors may participate in any meeting of the Board of Directors, or of any duly constituted committee thereof, by means of a conference telephone conversation or other comparable communication technique whereby all persons participating in the meeting can hear and communicate to each other. For the purposes of establishing a quorum and taking any action at the meeting, such directors participating pursuant to this Section 3.09 shall be deemed present in person at the meeting; and the place of the meeting shall be the place or origination of the conference telephone conversation or other comparable communication technique.

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Section 3.10 Vacancies; Newly Created Directorships. Vacancies in the Board of Directors of this corporation occurring by reason of death, resignation, increase in the number of directors by the shareholders to the minimum number required by Section 3.02 or otherwise, shall be filled for the unexpired term by a majority of the remaining directors of the Board although less than a quorum; newly created directorships resulting from an increase in the authorized number of directors by action of the Board of Directors as permitted by Section 3.02 may be filled by a two-thirds (2/3) vote of the directors serving at the time of such increase; and each person so elected shall be a director until his successor is elected by the shareholders, who may make such election at their next annual meeting or at any meeting duly called for that purpose.

Section 3.11 Removal. The entire Board of Directors or any individual director may be removed from office, with or without cause, by a vote of the shareholders holding a majority of the shares entitled to vote at an election of directors, except, as otherwise provided by law, where the shareholders have the right to cumulate their votes. In the event that the entire Board or any one (1) or more directors be removed, new directors shall be elected at the same meeting.

Section 3.12 Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors or any duly constituted committee thereof may be taken without a meeting as authorized by law.

Section 3.13 Committees of Directors. The board of directors may designate one or more committees, each committee to consist of one or more of the directors of the corporation. The board 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 such 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 corporation, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the stockholders, any action or matter expressly required by the General Corporation Law of Delaware to be submitted to stockholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the board of directors.

Section 3.14 Compensation. Directors who are not salaried officers of this corporation may receive such fixed sum per meeting attended or such fixed annual sum as shall be determined, from time to time, by resolution of the Board of Directors. All directors may receive their expenses, if any, of attendance at meetings of the Board of Directors or any committee thereof. Nothing herein contained shall be construed to preclude any director from serving this corporation in any other capacity and receiving proper compensation therefor.

ARTICLE IV

OFFICERS

Section 4.01 Number. The officers of the corporation shall consist of a Chairman of the Board (if one is elected by the Board), the President, one or more Vice Presidents (if desired by the Board), a Secretary, a Treasurer and such other officers and agents as may, from time to time, be elected by the Board of Directors.

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Section 4.02 Election, Term of Office and Qualifications. At each annual meeting of the Board of Directors, the Board shall elect, from within or without their number, the President, the Secretary, the Treasurer and such other officers as may be deemed advisable. Such officers shall hold office until the next annual meeting of the directors or until their successors are elected and qualify. The President and all other officers who may be directors shall continue to hold office until the election and qualification of their successors, notwithstanding an earlier termination of their directorship.

Section 4.03 Removal and Vacancies. Any officer may be removed from his office by a majority of the whole Board of Directors, with or without cause. Such removal, however, shall be without prejudice to the contract rights of the person so removed. If there be a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors.

Section 4.04 Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the shareholders and directors and shall have such other duties as may be prescribed, from time to time, by the Board of Directors. In the event that one is not elected, the President of the corporation shall assume the role of the Chairman of the Board and preside at all meetings.

Section 4.05 President. The President shall have general active management of the business of the corporation. In the absence of the Chairman of the Board, he shall preside at all meetings of the shareholders and directors. He shall be the chief executive officer (unless a separate chief executive officer has been elected by the Board) of the corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. He shall be ex officio a member of all standing committees. He may execute and deliver, in the name of the corporation, any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation and, in general, shall perform all duties usually incident to the office of the President. He shall have such other duties as may, from time to time, be prescribed by the Board of Directors.

Section 4.06 Vice President. Each Vice President shall have such powers and shall perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the President. In the event of absence or disability of the President, Vice Presidents shall succeed to his power and duties in the order designated by the Board of Directors.

Section 4.07 Secretary. The Secretary shall be secretary of and shall attend all meetings of the shareholders and Board of Directors and shall record all proceedings of such meetings in the minute book of the corporation. He shall give proper notice of meetings of shareholders and directors. He shall keep the seal of the corporation and shall affix the same to any instrument requiring it and may, when necessary, attest the seal by his signature. He shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

Section 4.08 Treasurer. The Treasurer shall keep accurate accounts of all moneys of the corporation received or disbursed. He shall deposit all moneys, drafts and checks in the name of, and to the credit of, the corporation in such banks and depositories as a majority of the whole Board of Directors shall, from time to time, designate. He shall have power to endorse, for deposit, all notes, checks and drafts received by the corporation. He shall disburse the funds of the corporation, as ordered by the Board of Directors, making proper vouchers therefor. He shall render to the President and the directors, whenever required, an account of all his transactions as Treasurer and of the financial condition of the corporation, and shall perform such other duties as may, from time to time, be prescribed by the Board of Directors or by the President.

ARTICLE V

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SHARES AND THEIR TRANSFER

Section 5.01 Certificate for Shares. Every owner of shares of the corporation shall be entitled to a certificate, to be in such form as shall be prescribed by the Board of Directors, certifying the number of shares of the corporation owned by him. The certificates for such shares shall be numbered in the order in which they shall be issued and shall be signed, in the name of the corporation, by the President or a Vice President and by the Secretary or an Assistant Secretary or by such officers as the Board of Directors may designate. Such signatures may be by facsimile if authorized by the Board of Directors. Every certificate surrendered to the corporation for exchange or transfer shall be cancelled, and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so cancelled, except in cases provided for in Section 5.04.

Section 5.02 Issuance of Shares. The Board of Directors is authorized to cause to be issued shares of the corporation up to the full amount authorized by the Articles of Incorporation in such amounts as may be determined by the Board of Directors and as may be permitted by law. No shares shall be allotted except in consideration of cash or other property, tangible or intangible, received or to be received by the corporation, of services rendered or to be rendered to the corporation, or of an amount transferred from surplus to stated capital upon a share dividend. At the time of such allotment of shares, the Board of Directors making such allotments shall state, by resolution, their determination of the fair value to the corporation in monetary terms of any consideration other than cash for which shares are allotted. The amount of consideration to be received in cash, or otherwise, shall not be less than the par value of the shares so allotted.

Section 5.03 Transfer of Shares. Transfer of shares on the books of the corporation may be authorized only by the shareholder named in the certificate, or the shareholder's legal representative, or the shareholder's duly authorized attorney-in-fact, and upon surrender of the certificate or the certificates for such shares. The corporation may treat, as the absolute owner of shares of the corporation, the person or persons in whose name shares are registered on the books of the corporation.

Section 5.04 Loss of Certificates. Any shareholder claiming a certificate for shares to be lost or destroyed shall make an affidavit of that fact in such form as the Board of Directors shall require and shall, if the Board of Directors so requires, give the corporation a bond of indemnity in form, in an amount, and with one (1) or more sureties satisfactory to the Board of Directors, to indemnify the corporation against any claim which may be made against it on account of the reissue of such certificate, whereupon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to have been destroyed or lost.

ARTICLE VI

DIVIDENDS, SURPLUS, ETC.

Section 6.01 Dividends. Dividends upon the capital stock of the corporation, subject to the provisions of the certificate of incorporation, if any, may be declared by the board of directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the certificate of incorporation.

Section 6.02 Use of Surplus, Reserve. Before payment of any dividend, there may be set aside out of any funds of the corporation available for dividends such sum or sums as the directors from

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time to time, in their absolute discretion, think proper as a reserve or reserves to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the corporation, or for such other purpose as the directors shall think conducive to the interest of the corporation, and the directors may modify or abolish any such reserve in the manner in which it was created.

Section 6.03 Unrealized Appreciation. The Board of Directors, in computing the fair value of the assets of the corporation to determine whether the corporation may pay a dividend or purchase its shares, shall not include unrealized appreciation of assets, except that readily marketable securities of other issuers may be valued at not more than market value.

Section 6.04 Fixing Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders or any adjournment thereof, or to express consent to corporate action in writing without a meeting, or entitled to receive payment of any dividend or other distribution or allotment of any rights, or entitled 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 nor less than ten days before the date of such meeting, nor more than sixty days prior to any other action. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting; provided, however, that the board of directors may fix a new record date for the adjourned meeting.

Section 6.05 Registered Stockholders. The corporation 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 Delaware.

ARTICLE VII

BOOKS AND RECORDS, FISCAL YEAR AND CORPORATE SEAL

Section 7.01 Books and Records. The Board of Directors of the corporation shall cause to be kept:

- (1) a share register, giving the names and addresses of the shareholders, the number and classes held by each, and the dates on which the certificates therefor were issued;
- (2) records of all proceedings of shareholders and directors; and
- (3) such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

Section 7.02 Fiscal Year. The fiscal year of the corporation shall be determined by the Board of Directors.

Section 7.03 Corporate Seal. This corporation shall have no corporate seal.

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ARTICLE VIII

INDEMNIFICATION OF CERTAIN PERSONS

Section 8.01 Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by Delaware General Corporation Law, as now enacted or hereafter amended.

ARTICLE IX

AMENDMENTS

Section 9.01 Amendments. These bylaws may be altered, amended or repealed or new bylaws may be adopted by the stockholders at any regular meeting of the stockholders or at any special meeting of the stockholders if notice of such alteration, amendment, repeal or adoption of new bylaws be contained in the notice of such special meeting.

ARTICLE X

SECURITIES OF OTHER CORPORATIONS

Section 10.01 Voting Securities Held by the Corporation. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation (a) to attend and to vote at any meeting of security holders of other corporations in which the corporation may hold securities; (b) to execute any proxy for such meeting on behalf of the corporation; or (c) to execute a written action in lieu of a meeting of such other corporation on behalf of this corporation. At such meeting, by such proxy or by such writing in lieu of meeting, the President shall possess and may exercise any and all rights and powers incident to the ownership of such securities that the corporation might have possessed and exercised if it had been present. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

Section 10.02 Purchase and Sale of Securities. Unless otherwise ordered by the Board of Directors, the President shall have full power and authority on behalf of the corporation to purchase, sell, transfer or encumber any and all securities of any other corporation owned by the corporation, and may execute and deliver such documents as may be necessary to effectuate such purchase, sale, transfer or encumbrance. The Board of Directors may, from time to time, confer like powers upon any other person or persons.

2m-698

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UHC MANAGEMENT COMPANY, INC.

1. The name of the corporation is UHC Management Company, Inc., Minnesota corporation.
2. The document entitled "Restated Articles of Incorporation of United HealthCare Services, Inc." attached hereto as Exhibit A, contains the full text of amendments to the articles of incorporation of UHC Management Company, Inc.
3. The date of adoption of the amendment by the board of directors and the sole shareholder of such corporation was February 22, 1996.
4. With the exception of the amendment to the change of name provision contained under Article I, and the addition of Articles X and XI denying cumulative voting and pre-emptive rights, respectively, the amendment merely restates the existing articles as amended and correctly sets forth without change the corresponding provisions of the articles as previously amended from time to time.
5. The amendment restates the articles in their entirety and the restated articles supersede the original articles and all amendments to them and the restated articles shall be effective on and after March 1, 1996.
6. The amendment has been adopted pursuant to Chapter 302A of the Minnesota Business Corporation Act.

IN WITNESS WHEREOF, the undersigned, the secretary of UHC Management Company, Inc., being duly authorized on behalf of the corporation has executed this document this 22nd day of February, 1996.

David P. Koppe

David P. Koppe, Vice President

Brigid M. Spicola

Brigid M. Spicola, Secretary

095999

STATE OF MINNESOTA)
) ss.
COUNTY OF HENNEPIN)

Signed and sworn to before me on 2-22-96 by David P. Koppe and Brigid M. Spicola, Vice President and Secretary respectively of UHC Management Company, Inc.



Verna Kay Bormann

Verna Kay Bormann, Notary Public
My Commission Expires January 31, 2000

AR filed 2/23/96 K

**RESTATED ARTICLES OF INCORPORATION
OF
UNITED HEALTHCARE SERVICES, INC.**

ARTICLE I.

The name of this corporation is "United HealthCare Services, Inc." *je*

ARTICLE II.

This corporation has general business purposes. It shall have unlimited power to engage in, and to do any lawful act concerning any and all lawful business for which corporations may be organized under the Minnesota Business Corporation Act.

ARTICLE III.

Its duration shall be perpetual.

ARTICLE IV.

The location and post office address of its registered office is 405 Second Avenue South, c/o C T Corporation System Inc., Minneapolis, Minnesota 55401. ✓

ARTICLE V.

The total authorized number of shares shall be ten thousand (10,000) shares of common voting stock, and the par value of each of such shares shall be One Dollar (\$1.00) for an aggregate amount of Ten Thousand Dollars (\$10,000). ✓

ARTICLE VI.

The amount of stated capital with which the corporation will begin business is One Thousand Dollars (\$1,000).

ARTICLE VII.

In furtherance, and not in limitation of the powers conferred by statute, the board of directors is expressly authorized:

To accept or reject subscriptions for shares and to issue the shares of the capital stock of this corporation to the full amount or number of shares authorized by the articles of incorporation in such amounts and for such considerations as from time to time shall be determined by the board.

To make and alter the by-laws of this corporation, except those fixing their number, qualifications, classifications or terms of office, subject to the power of the shareholders to change or repeal such by-laws.

To fix the amount to be reserved as working capital over and above its capital

stock paid in, to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation.

By unanimous affirmative action of the entire board, to designate two or more of its number to constitute an executive committee, which, to the extent determined by affirmative action of the entire board, shall have and exercise the authority of the board in the management of the business of the corporation.

When and as authorized by the vote of holders of shares entitling them to exercise at least two-thirds of the voting power on such proposal, the board of directors shall have power and authority, by action taken at any meeting of the board, to sell, lease, exchange, or otherwise dispose of all or substantially all of its property and assets, including its good-will, upon such terms and conditions and for such considerations, which may be money, shares, bonds, or other instruments for the payment of money or other property, as the board of directors deems expedient.

Meetings of shareholders may be held outside the State of Minnesota, if the by-laws so provide. The books of this corporation may be kept outside of the State of Minnesota at such places and may be from time to time designated by the board of directors or in the by-laws of the corporation.

Any action required or permitted to be taken at a meeting of the board of directors of this corporation not needing approval by the shareholders, may be taken by written action signed by the number of directors that would be required to take such action at a meeting of the board of directors at which all directors were present.

ARTICLE VIII.

This corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

Any amendment may be adopted by the affirmative vote of the holders of a majority of the voting power of all shareholders entitled under these Articles to vote; provided, that if an amendment would make any substantial change in the purposes for which the corporation is organized, then the holders of each class of shares shall be entitled to vote as a class upon such amendment whether by the terms of these Articles such class is otherwise entitled to vote or not, and the affirmative vote of the holders of two-thirds of the shares of each class shall be necessary to the adoption thereof.

ARTICLE IX.

A director of this corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) under Sections 302A. 559 or 80A.23 of the Minnesota Statutes; (iv) for any transaction from which the director derived an improper personal benefit; or (v) for any act or omission occurring prior to the date when this Article IV became effective.

If the Minnesota Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of the director of the corporation shall be eliminated or limited to the fullest extent permitted by the Minnesota Business Corporation Act, as so amended.

Any repeal or modification of the foregoing provisions of this Article IX by the shareholder of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

ARTICLE X.

There shall be no cumulative voting by the shareholders of the corporation.

ARTICLE XI.

The shareholders of the corporation shall not have any preemptive rights to subscribe for or acquire securities or rights to purchase securities of any class, kind, or series of the corporation.

STATE OF MINNESOTA
DEPARTMENT OF STATE
FILED

FEB 23 1996

James Anderson Stone

Secretary of State

**AMENDED AND RESTATED BYLAWS
OF
UNITED HEALTHCARE SERVICES, INC.**

(Effective as of February 11, 2009)

**ARTICLE I
OFFICES, CORPORATE SEAL**

Section 1.01 Registered Office. The registered office of the corporation in Minnesota shall be that set forth in the Articles of Incorporation or in the most recent amendment of the Articles of Incorporation or resolution of the directors filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02 Other Offices. The corporation may have such other offices, within or without the State of Minnesota, as the directors shall, from time to time, determine.

Section 1.03 Corporate Seal. The corporation shall have no seal.

**ARTICLE II
MEETINGS OF SHAREHOLDERS**

Section 2.01 Place and Time of Meetings. Except as provided otherwise by Minnesota Statutes, Chapter 302A, meetings of the shareholders may be held at any place, within or without the State of Minnesota, or solely by remote communication (as defined in Section 302A.011(61) of the Minnesota Statutes) ("Remote Communication"), as may from time to time be designated by the directors and, in the absence of such designation, shall be held at the principal executive office of the corporation in the State of Minnesota. The directors shall designate the time of day for each meeting and, in the absence of such designation, every meeting of shareholders shall be held at ten o'clock a.m.

Section 2.02 Regular Meetings.

(a) Regular meetings of the shareholders may be held on an annual or other less frequent basis but need not be held unless required by the Minnesota Business Corporation Act.

(b) Except as provided otherwise by the Minnesota Business Corporation Act, regular meetings of the shareholders shall be held at such place, within or without the state of Minnesota, on such date and at such time as the board of directors may determine.

(c) At each regular meeting of shareholders, the shareholders shall elect qualified successors for directors who serve for an indefinite term or whose terms have expired or are due to expire within six months after the date of the meeting and shall transact such other business as may properly come before them.

Section 2.03 Special Meetings. Special meetings of the shareholders may be held at any time and for any purpose and may be called by the Chief Executive Officer or any other person specifically authorized under the Minnesota Business Corporation Act to call special

meetings. Except as provided otherwise by the Minnesota Business Corporation Act, special meetings of the shareholders shall be held at such place, within or without the state of Minnesota, on such date and at such time as the person calling such meeting may determine. The person calling such meeting may designate that the special meeting is to be held solely by Remote Communication.

Section 2.04 Quorum, Adjourned Meetings. The holders of a majority of the voting power of the shares entitled to vote at the meeting shall constitute a quorum for the transaction of business at any regular or special meeting. Whether or not a quorum is present at the meeting, those present may adjourn the meeting to such day as they shall, by majority vote, agree upon without notice other than announcement at the time of adjournment of the date, time and place of the adjourned meeting. At adjourned meetings at which a quorum is present, any business may be transacted which might have been transacted at the meeting as originally noticed. If a quorum is present, the shareholders may continue to transact business until adjournment notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

Section 2.05 Voting. At each meeting of the shareholders, every shareholder having the right to vote shall be entitled to vote either in person or by proxy. Each shareholder, unless the Articles of Incorporation provide otherwise, shall have one vote for each share having voting power registered in such shareholder's name on the books of the corporation. All questions shall be decided by the affirmative vote of the holders of a majority of the power of the shares present and entitled to vote on that item of business, except if otherwise required by statute, the Articles of the Incorporation, or these Bylaws.

Section 2.06 Closing of Books. The Board of Directors may fix a time, not exceeding 60 days preceding the date of any meeting of shareholders, as a record date for the determination of the shareholders entitled to notice of, and to vote at, such meeting, notwithstanding any transfer of shares on the books of the corporation after any record date so fixed. The Board of Directors may close the books of the corporation against the transfer of shares during the whole or any part of such period. If the Board of Directors fails to fix a record date for determination of the shareholders entitled to notice of, and to vote at, any meeting of shareholders, the record date shall be the 20th day preceding the date of such meeting.

Section 2.07 Notice of Meetings. Notice of all meetings of shareholders shall be given to each holder of shares entitled to vote at the meeting, except as otherwise provided in Section 2.04 with respect to an adjourned meeting and as otherwise provided by the Minnesota Business Corporation Act or the Articles of Incorporation. Such notice shall be given at least five days before the date of the meeting and shall contain the date, time and place of the meeting (or, if determined by the Board of Directors, the means of any Remote Communication to be used, or permitted to be used, for the meeting). Every notice of any special meeting shall state the purpose or purposes for which the meeting has been called, and the business transacted at all special meetings shall be confined to the purposes stated in the notice. Notice may be given by means of mail, telephone, facsimile, electronic mail, electronic posting, or any other form of electronic communication.

Section 2.08 Waiver of Notice. Notice of any regular or special meeting may be waived by any shareholder either before, at or after such meeting orally, by "authenticated" "electronic

communication” (as defined under Sections 302A.011(62) and 302A.011(60), respectively, of the Minnesota Statutes), or in a writing signed by such shareholder or a representative entitled to vote the shares of such shareholder. A shareholder, by his attendance at any meeting of shareholders or by his participation by means of Remote Communication, shall be deemed to have waived notice of such meeting, except where the shareholder objects at the beginning of the meeting to the transaction of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.09 Written Action. Any action which might be taken at a meeting of the shareholders may be taken without a meeting if done in writing and signed, or consented to by “authenticated” “electronic communication” (as defined under Sections 302A.011(62) and 302A.011(60), respectively, of the Minnesota Statutes) by all of the shareholders entitled to vote on that action.

Section 2.10 Remote Communication. To the extent authorized by the Board, a shareholder, not physically present in person or by means of proxy, may, by any means of Remote Communication, participate in a meeting of shareholders held at a designated place. Participation by a shareholder by that means constitutes presence at the meeting.

ARTICLE III DIRECTORS

Section 3.01 General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, except as otherwise permitted by statute.

Section 3.02 Number, Qualification and Term of Office. The number of directors of the corporation shall be determined from time to time by the Board of Directors. Each of the directors shall hold office until the regular meeting of shareholders next held after such director’s election and until such director’s successor shall have been elected and shall qualify, or until the earlier death, resignation, removal or disqualification of such director.

Section 3.03 Board Meetings. Meetings of the Board of Directors may be held from time to time at such time and place within or without the state of Minnesota or by any means permitted by the Minnesota Business Corporation Act, as may be designated in the notice of such meeting.

Section 3.04 Calling Meetings; Notice. Meetings of the Board of Directors may be called by any director by giving at least twenty-four hours’ notice of the date, time and place or information regarding Remote Communication, if applicable, to each director in person or by mail, telephone, facsimile, electronic mail, electronic posting, or any other form of electronic communication.

Section 3.05 Waiver of Notice. Notice of any meeting of the Board of Directors may be waived by any director either before, at or after such meeting orally or in a writing signed by such director. Attendance by a director at a meeting of the Board of Directors is a waiver of

notice of such meeting, except where the director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 3.06 Quorum. A majority of the directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting.

Section 3.07 Remote Communications. Any or all directors may participate in any meeting of the Board of Directors by any means of Remote Communication through which the directors may participate with each other during such meeting, and such participation constitutes presence in person at the meeting.

Section 3.08 Vacancies; Newly Created Directorships. Vacancies in the Board of Directors of this corporation occurring by reason of death, resignation, removal or disqualification shall be filled for the unexpired term by a majority of the remaining directors of the Board although less than a quorum; newly created directorships resulting from an increase in the authorized number of directors by action of the Board of Directors as permitted by Section 3.02 may be filled by the affirmative vote of a majority of directors present at a duly held meeting at the time the action is taken.

Section 3.09 Removal. Any or all of the directors may be removed from office at any time, with or without cause, in accordance with Section 302A.223 of the Minnesota Statutes.

Section 3.10 Written Action. Any action which might be taken at a meeting of the Board of Directors, or any duly constituted committee thereof, may be taken without a meeting if done in writing and signed or consented to by “authenticated” “electronic communication” (as defined under Sections 302A.011(62) and 302A.011(60), respectively, of the Minnesota Statutes) by all of the directors or committee members, or, if the Articles provide for less than unanimous written action, such lesser number of directors or committee members consistent with the Articles.

Section 3.11 Compensation. The Board of Directors shall from time to time determine the amount and type of compensation to be paid to directors for their service on the Board of Directors and its committees.

ARTICLE IV OFFICERS

Section 4.01 Offices Created; Qualifications; Election. The corporation shall have one or more natural persons exercising the functions of the offices of Chief Executive Officer and Chief Financial Officer, and such other officers, if any, as the Board of Directors from time to time may elect. Any number of offices or functions of those offices may be held or exercised by the same person. The Board of Directors may elect officers at any time.

Section 4.02 Term of Office. Each officer shall hold office until his or her successor has been elected, unless a different term is specified in the resolution electing the officer, or until his or her earlier death, resignation or removal.

Section 4.03 Removal of Officers. Any officer may be removed from office at any time, with or without cause, by the Board of Directors.

Section 4.04 Resignation. An officer may resign at any time by giving written notice to the corporation. A resignation will be effective upon its receipt by the corporation unless the resignation specifies that it is to be effective at some later time or upon the occurrence of some specified later event.

Section 4.05 Vacancies. A vacancy in any office may, or in the case of a vacancy in the office of Chief Executive Officer or Chief Financial Officer shall, be filled by the Board of Directors.

Section 4.06 Powers. Unless otherwise specified by the Board of Directors, each officer shall have those powers and shall perform those duties that are (i) set forth in these bylaws (if any are so set forth), (ii) set forth in the resolution of the Board of Directors electing that officer or any subsequent resolution of the Board of Directors with respect to that officer's duties or (iii) commonly incident to the office held. An officer elected or appointed by the Board of Directors may, without the approval of the board, delegate some or all of the duties and powers of an office to other persons.

Section 4.07 Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Executive Officer: (a) shall have general active management of the business of the corporation; (b) shall, when present, preside at all meetings of the stockholders; (c) shall see that all orders and resolutions of the Board of Directors are carried into effect; (d) shall sign and deliver in the name of the corporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by these Bylaws or the Board of Directors to some other officer or agent of the corporation; and (e) shall perform such other duties as from time to time may be assigned by the Board of Directors.

Section 4.08 Chief Financial Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Financial Officer: (a) shall cause to be kept accurate financial records for the corporation; (b) shall cause to be deposited all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time; (c) shall cause to be endorsed for deposit all notes, checks and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers therefor; (d) shall cause to be disbursed corporate funds and shall cause to be issued checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) shall render to the Chief Executive Officer and the Board of Directors, whenever requested, an account of all the transactions as Chief Financial Officer and of the financial condition of the corporation; and (f) shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer from time to time.

Section 4.09 President. The President, if any, shall be subject to the direction and control of the Chief Executive Officer and the Board of Directors and shall have such powers and duties as the Board of Directors, or the Chief Executive Officer may assign to the President.

If the Chief Executive Officer is absent, disqualified from acting, unable to act or refuses to act, then the President shall have the powers of, and shall perform the duties of, the Chief Executive Officer.

Section 4.10 Vice Presidents. The Vice Presidents, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer and the President and shall have such powers and duties as the Board of Directors, the Chief Executive Officer or the President may assign to them..

Section 4.11 Treasurer. The Treasurer, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer, and shall have such powers and duties as the Board of Directors, the Chief Executive Officer or the Chief Financial Officer may assign to the Treasurer.

Section 4.12 Secretary. The Secretary, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer, and shall have such powers and duties as the Board of Directors, the Chief Executive Officer or the Chief Financial Officer may assign to the Secretary.

ARTICLE V CAPITAL STOCK

Section 5.01 Certificate for Shares. The corporation may issue stock either in certificated or uncertificated form. If shares are issued in uncertificated form, each stockholder shall be entitled upon written request to a stock certificate or certificates, representing and certifying the number and kind of full shares held, signed as provided in this Section 5.01. Certificates for shares of stock shall be in such form as the Board of Directors may from time to time prescribe. The certificates for such shares shall be numbered in the order in which they shall be issued and shall be signed, in the name of the corporation, by the Chief Executive Officer or the President and by the Secretary or an Assistant Secretary or by such officers as the Board of Directors may designate. If the certificate is signed by a transfer agent or registrar, such signatures of the corporate officers may be by facsimile if authorized by the Board of Directors. A certificate representing shares of this corporation shall contain on its face the information required by Minnesota Statutes, Section 302A.417, Subd. 4. A certificate representing shares issued by this corporation, if it is authorized to issue shares of more than one class or series, shall set forth upon the face or back of the certificate, or shall state that the corporation will furnish to any shareholder upon request and without charge, a full statement of the designations, preferences, limitations, and relative rights of the shares of each class or series authorized to be issued so far as they have been determined, and the authority of the Board of Directors to determine relative rights and preferences of subsequent classes or series. Every certificate surrendered to the corporation for exchange or transfer shall be canceled, and no new certificate or certificates shall be issued in exchange for any existing certificate until such existing certificate shall have been so canceled, except in cases provided for in Section 5.04.

Section 5.02 Issuance of Shares. The Board of Directors is authorized to cause to be issued shares of the corporation up to the full amount authorized by the Articles of Incorporation in such amounts as may be determined by the Board of Directors and as may be permitted by

law. No shares shall be allotted except in consideration of cash or other property, tangible or intangible, received or to be received by the corporation under a written agreement, of services rendered or to be rendered to the corporation under a written agreement, or of an amount transferred from surplus to stated capital upon a share dividend. At the time of such allotment of shares, the Board of Directors making such allotments shall state, by resolution, their determination of the fair value to the corporation in monetary terms of any consideration other than cash for which shares are allotted.

Section 5.03 Transfer of Shares. The shares of stock of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his or her attorney upon surrender for cancellation of a certificate or certificates for the same number of shares, or other evidence of ownership if no certificates shall have been issued, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the validity of the signature as the corporation or its agents may reasonably require. The corporation may treat as the absolute owner of shares of the corporation, the person or persons in whose name shares are registered on the books of the corporation. The Board of Directors may appoint one or more transfer agents and registrars to maintain the share records of the corporation and to effect share transfers on its behalf.

Section 5.04 Loss of Certificates. Except as otherwise provided by Minnesota Statutes, Section 302A.419, any shareholder claiming a certificate for shares to be lost, stolen or destroyed shall make an affidavit of that fact in such form as the Board of Directors shall require and shall, if the Board of Directors so requires, give the corporation a bond of indemnity in form, in an amount, and with one or more sureties satisfactory to the Board of Directors, to indemnify the corporation against any claim which may be made against it on account of the reissue of such certificate, whereupon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to have been lost, stolen or destroyed.

ARTICLE VI DIVIDENDS

Section 6.01. Subject to the provisions of the Articles of Incorporation, of these Bylaws, and of law, the Board of Directors may declare dividends whenever, and in such amounts as, in its opinion, are deemed advisable.

ARTICLE VII LOANS, GUARANTEES, SURETYSHIP

Section 7.01.

- (a) The corporation may lend money to, guarantee an obligation of, become a surety for, or otherwise financially assist a person if the transaction, or a class of transactions to which the transaction belongs, is approved by the affirmative vote of a majority of the directors present and:

- (1) is in the usual and regular course of business of the corporation;

(2) is with, or for the benefit of, a related corporation, an organization in which the corporation has a financial interest, an organization with which the corporation has a business relationship, or an organization to which the corporation has the power to make donations;

(3) is with, or for the benefit of, an officer or other employee of the corporation or a subsidiary, including an officer or employee who is a director of the corporation or a subsidiary, and may reasonably be expected, in the judgment of the board, to benefit the corporation; or

(4) whether or not any separate consideration has been paid or promised to the corporation, has been approved by (a) the holders of two-thirds of the voting power of the shares entitled to vote that are owned by persons other than the interested person or persons, or (b) the unanimous affirmative vote of the holders of all outstanding shares, whether or not entitled to vote.

- (b) The loan, guarantee, surety contract or other financial assistance may be with or without interest, and may be unsecured, or may be secured in the manner as a majority of the directors approve, including, without limitation, a pledge of or other security interest in shares of the corporation. Nothing in this Section 7.01 shall be deemed to deny, limit, or restrict the powers of guaranty or warranty of the corporation at common law or under a statute of the State of Minnesota.

ARTICLE VIII INDEMNIFICATION

Section 8.01. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as required or permitted by the Minnesota Business Corporation Act, as now enacted or hereafter amended.

ARTICLE IX AMENDMENTS

Section 9.01. These Bylaws may be amended or repealed by the Board of Directors. Such authority in the Board of Directors is subject to the power of the shareholders to change or repeal such Bylaws by the affirmative vote of the holders of a majority of the voting power of the shares present and entitled to vote at any regular or special meeting of shareholders called for such purpose, and the Board of Directors shall not make or alter any Bylaws fixing a quorum for meetings of shareholders, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, except that the Board of Directors may adopt or amend any Bylaw to increase their number.

ARTICLE X
SECURITIES OF OTHER CORPORATIONS

Section 10.01. Voting Securities Held by the Corporation. Unless otherwise ordered by the Board of Directors, and subject to any limitations imposed by the Chief Executive Officer of the corporation, any elected or appointed officer of the corporation shall have full power and authority on behalf of this corporation (a) to attend any meeting of security holders of other corporations or legal entities in which this corporation may hold securities and to vote such securities on behalf of this corporation; (b) to execute any proxy for such meeting on behalf of this corporation; or (c) to execute a written action in lieu of a meeting of such other corporation or legal entity on behalf of this corporation. At such meeting, the elected or appointed officer acting on behalf of this corporation shall possess and may exercise any and all rights and powers incident to the ownership of such securities that this corporation possesses. The Board of Directors or the Chief Executive Officer may, from time to time, grant such power and authority to one or more other persons.

Section 10.02. Purchase and Sale of Securities. Unless otherwise ordered by the Board of Directors, and subject to any limitations imposed by the Chief Executive Officer of the corporation, any elected or appointed officer of the corporation shall have full power and authority on behalf of this corporation to purchase, sell, transfer or encumber any and all securities of any other corporation or legal entity owned by this corporation, and may execute and deliver such documents as may be necessary to effectuate such purchase, sale, transfer or encumbrance. The Board of Directors or the Chief Executive Officer may, from time to time, confer like powers upon any other person or persons.