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**Gemstone Holdings, Inc.  
Articles of Incorporation**

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**-FILED-**

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**Article 1. Name of the Corporation**

The name of this corporation ("Corporation") is Gemstone Holdings, Inc.

**Article 2. Purposes of the Corporation**

The Corporation is a nonprofit mutual insurance holding company. The Corporation shall have and exercise all powers and rights conferred upon (a) nonprofit corporations by the Idaho Nonprofit Corporation Act and (b) mutual insurance holding companies by the Idaho Insurance Code.

**Article 3. Members**

Every policyholder of an insurance policy issued by Blue Cross of Idaho Health Service, Inc. is a member of the Corporation during the period of the insurance with all rights and obligations of membership. Each insurance policy issued by Blue Cross of Idaho Health Service, Inc., whether a group or individual policy, has only one policyholder. Upon lapse or termination of the insurance policy from which membership in the Corporation is derived, membership in the Corporation shall automatically terminate without compensation from the Corporation.

**Article 4. Governance**

**4.1 Bylaws.** The Bylaws shall provide for the governance and regulation of the internal affairs of the Corporation, including amendment of the Bylaws.

**4.2 Directors.** All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, the Corporation's Board of Directors as further provided in the Bylaws. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Bylaws.

**Article 5. Limitation of Liability and Indemnification**

**5.1 Directors.** No director of the Corporation will be personally liable to the Corporation or its members for monetary damages for any action taken, or any failure to take any action, as a director except for liability for: (a) the amount of a financial benefit received by a director to which the director is not entitled; (b) an intentional infliction of harm on the Corporation or the members; (c) approval of a distribution or dividend in violation of a statutory restriction, or (d) an intentional violation of criminal law.

**5.2 Officers.** No officer of the Corporation will be personally liable to the Corporation or its members for monetary damages for any action taken, or any failure to take any action, as an officer except for liability for: (a) the amount of a financial benefit received by an officer to which the officer is not entitled; (b) an intentional infliction of harm on the Corporation or the members; or (c) an intentional violation of criminal law.

**5.3 Indemnification.** To the extent set forth in the Bylaws, as they now exist or may hereafter be amended, the Corporation shall indemnify, advance expenses to, and purchase insurance to protect any person. In the event of amendments to the Bylaws that restrict indemnification compared to the indemnification permitted prior to such amendments, then broader indemnification rights that existed prior

to the amendments shall govern any person's claim for indemnification that concerns events that occurred prior to the amendments.

#### **Article 6. Dissolution**

If the Corporation dissolves and any assets remain after the Corporation's liabilities are paid, the Corporation's board of directors shall distribute the remaining assets in a manner not inconsistent with law.

#### **Article 7. Organizational Matters**

7.1 **Initial Directors.** The Corporation's initial directors are Juan Alvarez, Darrel Anderson, Gordon Jones, Cortney Liddiard, Cathy Lyons, Joel Poppen, Sheryl Rickard, Brent Stacey, Glen Storer, Jo Anne Stringfield, Linda Copple Trout, and Paul Zurlo, and have an address of 3000 E. Pine Avenue, Meridian, Idaho 83642.

7.2 **Registered Agent.** The Corporation's initial registered agent is:

Corporation Service Company  
1305 12th Avenue Road  
Nampa, ID 83686

#### **Article 8. Effectiveness**

These Articles of Incorporation are effective and the Corporation is incorporated as of 12:01 am on January 1, 2024.

#### **Article 9. Signature of Incorporator**

Date: 12/8/2023

Signature: \_\_\_\_\_

Name: Mark Kohler

Address: 3000 E. Pine Ave., Meridian, Idaho 83642