

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
DELTA DENTAL PLAN OF IDAHO, INC.

FILED EFFECTIVE

2014 JUL -9 AM 8:34

SECRETARY OF STATE
STATE OF IDAHO

The following Amended and Restated Articles of Incorporation of Delta Dental Plan of Idaho, Inc. have been adopted by the Board of Directors of Delta Dental Plan of Idaho, Inc. ("Corporation") and approved by the members of the Corporation and the Director of the Idaho Department of Insurance ("Director") in accordance with the Idaho Nonprofit Corporation Act, Idaho Code Sections 30-3-1 *et seq.*, "Nonprofit Corporation Act") and the Idaho Hospital and Professional Service Corporations Act (Idaho Code Sections 41-3401 *et seq.*, the "Service Corporations Act").

FIRST: The name of the Corporation is Delta Dental Plan of Idaho, Inc.

SECOND: The Corporation is a nonprofit, nonstock corporation, formed as a nonprofit professional service corporation pursuant to the Service Corporations Act and the Nonprofit Corporation Act. The Corporation currently holds Certificate of Authority No. 1901 reissued by the Director on March 13, 2012, authorizing the Corporation to transact business as a service corporation pursuant to the Service Corporations Act.

THIRD: The Corporation has perpetual duration and succession in its corporate name.

FOURTH: The Corporation is organized for the following purposes:

(a) Principally to provide dentistry services and ancillary health care services for its subscribers through service agreements with participant licensees who are duly licensed dentists or other duly licensed health care service providers, consistent with the applicable requirements of the Service Corporations Act as now or hereafter in effect; and

(b) To engage in any other lawful activity incidental to the Corporation's principle purpose, subject only to applicable limitations in the Service Corporations Act.

FIFTH: The Corporation has members. Criteria and procedures governing admission of members and the relationships between the Corporation and the members shall be established by or in accordance with the By-Laws of the Corporation and/or resolutions adopted by the Board and shall be consistent with the requirements of the Service Corporations Act.

SIXTH: The Corporation is managed by the Board. As further provided in the By-Laws, all corporate powers shall be exercised by or under the authority of, and the business and affairs of the Company managed under the direction of, the Board. The number of directors serving on the Board shall be specified in or fixed in accordance with the By-Laws, provided that the Board shall consist of not less than three directors. The directors shall be elected or appointed in the manner and for the terms provided in the By-Laws.

SEVENTH: The By-Laws shall provide for the governance and regulation of the internal affairs of the Company. The Board has the power to alter, amend or repeal the By-Laws or to adopt new By-Laws.

EIGHTH: Limitation of Liability.

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

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

NINTH: Indemnification.

(a) The Corporation shall indemnify and advance expenses to any director, officer or other person to the fullest extent of the law for any action taken, or any failure to take any action, as a director, officer or agent of the Corporation, except liability for: (i) the amount of a financial benefit received by the person to which the person is not entitled; (ii) an intentional infliction of harm on the Corporation or the members; (iii) approval of a distribution in violation of a statutory restriction, or (iv) an intentional violation of criminal law.

(b) In addition to the Corporation's indemnification obligations under paragraph (a) of this Article Tenth, the By-Laws may oblige or permit the Corporation to provide broader indemnification rights to any person.

(c) Notwithstanding any other provision of these Articles of Incorporation or the By-Laws, the Corporation shall not indemnify or advance expenses to any person if the Board determines that the indemnification or advancement of expenses is likely to violate, or result in a tax, penalty, or other sanction under, any tax law, regulation, or rule. If these Articles of Incorporation or the By-Laws are amended or repealed to restrict indemnification rights, then the broader indemnification rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

TENTH: The names and addresses of the Corporation's initial incorporators and initial directors are omitted pursuant to Sections 30-3-89 and 30-3-91 of the Nonprofit Corporation Act. The name of the Corporation's commercial registered agent or, if the Corporation does not have a commercial registered agent, either (i) the name and street address of the Corporation's noncommercial registered agent or (ii) the title of an office or other position with the Corporation if process is to be served on the holder of such office or position and the street address of the business office of that person are set forth on the Corporation's current annual report on file with the Idaho Secretary of State in accordance with Idaho Code Section 30-405(1).


ELEVENTH: Upon dissolution of the Corporation, all assets of the Corporation will be applied first to discharge or to make provisions for discharge of the Corporation's liabilities and obligations (including, without limitation, reserving of funds to pay the Corporation's obligations to subscribers and members); and the Corporation shall dispose of its remaining assets in accordance with the applicable laws and/or regulations.


TWELFTH: These Amended Articles of Incorporation replace the original Articles of Incorporation of the Corporation filed June 21, 1971, the Articles of Amendment filed July 31, 1989, and the Articles of Amendment filed November 23, 1992.

THIRTEENTH: These Amended and Restated Articles of Incorporation were duly approved by the Corporation's Board of Directors by resolutions adopted March 29, 2014 and approved by the members of the Corporation at the Annual [a Special] Meeting on March 28, 2014 pursuant to Sections 30-3-91 and 30-3-94 of the Nonprofit Corporation Act. A quorum was present at such meeting of the Corporation's members; and these Amended and Restated Articles of Incorporation were approved by affirmative vote of [the lesser of a majority of the votes of the members entitled to vote at the meeting or two-thirds of the votes cast by of the members present and voting at the meeting in person or by proxy]. These Amended and Restated Articles of Incorporation were approved by the Director pursuant to Section 41-3406(3) of the Service Corporations Act as evidenced by the attached indorsement dated March 28, 2014.

DATED: This 29th day of March 2014.

DELTA DENTAL PLAN OF IDAHO, INC.

By: 
Michael N. Feay
Chairman of the Board

By: 
Jean DeLuca
President

IDAHO SECRETARY OF STATE

07/09/2014 05:00

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INDORSEMENT OF APPROVAL
BY THE DIRECTOR OF THE IDAHO DEPARTMENT OF INSURANCE

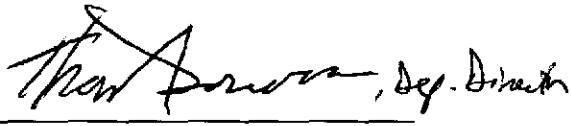
(Attached)

APPROVAL

The foregoing *Amended and Restated Articles of Incorporation* of Delta Dental Plan of Idaho, Inc., to which this Approval is attached and the same having been submitted to the Director of the Idaho Department of Insurance for his review pursuant section 41-3404(3), Idaho Code, and the Director having found the form and content of said *Amended and Restated Articles of Incorporation* to have been lawfully adopted and in conformance with the law; I, William W. Deal, Director of the Idaho Department of Insurance, do hereby execute this approval as set forth below.

Dated this 31st day of May, 2014.

IDAHO DEPARTMENT OF INSURANCE

By , Dep. Director
for William W. Deal, Director

(Seal)