

BLUE CROSS OF IDAHO CARE PLUS, INC.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE
STATE OF IDAHOArticle 1
NAME AND PURPOSE

1.1 Name. The Company's name is "Blue Cross of Idaho Care Plus, Inc." [Idaho Code §§ 30-3-17, 30-3-27]

1.2 Purpose. The Company is a non-profit corporation formed exclusively to promote public welfare by providing managed care programs that lower the costs and improve the outcomes of government health programs such as Medicare and Medicaid. In furtherance of this purpose, the Company is empowered to engage in business as a managed care organization. [Idaho Code §§ 30-3-17, 30-3-24, 41-3905].

Article 2
GOVERNANCE

2.1 Members. The Company has members. The Bylaws shall establish the criteria for membership. [Idaho Code §§ 30-3-17, 30-3-35]

2.2 Bylaws. The Bylaws shall provide for the governance and regulation of Company's internal affairs, including amendment of the Bylaws. [Idaho Code §§ 30-3-17, 30-3-21]

2.3 Directors. As further provided in the Bylaws, 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 Company's Board of Directors ("**Board**"). The number of directors serving on the Board shall be fixed in accordance with the Bylaws. The directors shall be elected by the existing directors of the Company in the manner and for the terms provided in the Bylaws. The majority of the Board shall be employees of Blue Cross of Idaho Health Service, Inc. ("**BCI**"). [Idaho Code §§ 30-3-17, 30-3-21, 30-3-63, 30-3-65]

Article 3
LIMITATION OF LIABILITY AND INDEMNIFICATION**3.1 Limitation of Liability.**

3.1.1 Directors. No director of the Company will be personally liable to the Company 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. [Idaho Code §§ 30-1-202, 30-1-833, 30-3-17, 30-3-108]

3.1.2 Officers. No officer of the Company will be personally liable to the Company 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 Company or the members; or (iii) an intentional violation of criminal law. [Idaho Code §§ 30-3-17, 30-3-108]

3.2 Indemnification.

3.2.1 Mandatory Indemnification. The Company 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 Company, 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 Company or the members, if any; (iii) approval of a distribution or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law. [Idaho Code §§ 30-1-202, 30-1-833, 30-3-17, 30-3-88, 30-3-108]

3.2.2 Additional Indemnification. In addition to the Company's indemnification obligations under Section 3.2.1, the Bylaws may oblige or permit the Company to provide broader indemnification rights to any person.

3.2.3 Interpretation. Notwithstanding any other provision of these Articles of Incorporation or the Bylaws, the Company shall not indemnify or advance expenses to any person if the board of directors determines that the indemnification or advancement of expenses is likely to violate any law or result in a tax, penalty, or other sanction. If these Articles of Incorporation or the Bylaws 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. [Idaho Code § 30-3-88]

Article 4 AMENDMENTS AND DISSOLUTION

4.1 Amendments. These Articles of Incorporation may be amended only with the affirmative vote of a majority of the Members. [Idaho Code §§ 30-3-90, 30-3-99]

4.2 Dissolution. If the Company dissolves and any assets remain after the Company's liabilities are paid, the Company's board of directors shall distribute the remaining assets either (i) for charitable or public purposes or (ii) to the Company's members. [Idaho Code §§ 30-3-17]

Article 5 ORGANIZATIONAL MATTERS

5.1 Initial Directors. The Company's initial directors are Zelda Geyer-Sylvia, Jack Myers, and Steve Tobiason, and have an address of 3000 E Pine Ave, Meridian, ID 83642.

5.2 Registered Agent. The Company's initial registered agent is:

Steve Tobiason
General Counsel
Blue Cross of Idaho Health Service, Inc.
3000 E Pine Ave
Meridian, ID 83642

5.3 Incorporator.

Date: 2/19/13

Signature: Gabriel Hamilton
Name: Gabriel Hamilton
Address: Hawley Troxell Ennis & Hawley LLP
877 Main St. Ste 1000
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