

B0990-3541 04/14/2025 10:01 AM Received by Office of the Idaho Secretary of State

**Delta Dental Plan of Idaho, Inc.
Amended and Restated Articles of Incorporation**

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-FILED-
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Effective 12:01 am April 1, 2025, the articles of incorporation ("Articles") of Delta Dental Plan of Idaho, Inc., an Idaho nonprofit corporation ("Corporation"), are amended and restated in their entirety as follows:

1. **Name.** The Corporation's name is Delta Dental Plan of Idaho, Inc.
2. **Purpose and Powers.**

2.1 **Tax-Exempt Purpose.** The Corporation is organized and shall be operated exclusively to promote social welfare within the meaning of and pursuant to section 501(c)(4) of the Internal Revenue Code of 1986, as amended (or under the corresponding provision of any future United States Internal Revenue law), including for such purposes, but not limited to, providing managed dental service programs and public benefit programs to improve the oral health of all Idahoans. In addition, and notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization which is exempt from federal income taxation under the provisions of section 501(c)(4) of the Code. References in these Articles of Incorporation to the "Code" shall be to the Internal Revenue Code of 1986, as amended from time to time.

2.2 **Powers.** In furtherance of the Corporation's tax-exempt purpose described in Section 2.1, but not otherwise, and within the limitations on the Corporation's purposes and powers described in Section 2.3, the Corporation shall have the power to engage in business as a managed care organization and to otherwise transact any lawful activity.

2.3 **Limitations.** No part of the income or net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director, or officer of the Corporation or any other private shareholder or individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes, and reimbursement may be made for any expenses incurred for the Corporation by any officer, director, agent, employee, or any other person or corporation, pursuant to and upon authorization of the Board of Directors); and provided further that no member, director, or officer of the Corporation, or any other private individual, shall be entitled to share in any distribution of any of the corporate assets on dissolution of the Corporation or otherwise.

3. **Members.** The Corporation has members in lieu of stockholders. Criteria and procedures for admission of members and the relationships between the Corporation and the members shall be established by the Corporation's bylaws ("Bylaws") or by the Corporation's board of directors ("Board").

4. **Board.** 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 on the Board shall be fixed in accordance with the Bylaws. Directors shall be elected or appointed in the manner and for the terms provided in the Bylaws.

5. **Bylaws.** The Bylaws shall provide for the governance and regulation of the Company's internal affairs. The Board has the power to amend or replace the Bylaws.

6. **Limitation of Liability for Directors.** 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: (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 Company or the members; (c) approval of a distribution or dividend in violation of a statutory restriction; or (d) an intentional violation of criminal law.

7. **Limitation of Liability for Officers.** 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: (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.

8. **Indemnification.**

8.1 **Mandatory Indemnification.** 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: (a) the amount of a financial benefit received by the person to which the person is not entitled; (b) an intentional infliction of harm on the Corporation or the members; (c) approval of a distribution in violation of a statutory restriction; or (iv) an intentional violation of criminal law.

8.2 **Additional Indemnification.** In addition to the Corporation's indemnification obligations under Section 8 above, the Bylaws may oblige or permit the Corporation to provide broader indemnification rights to any person.

8.3 **Limitation on Indemnification.** Notwithstanding any other provision of these Articles or the Bylaws, 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.

8.4 **Amendments to Indemnification Rights.** If these Articles or the Bylaws are amended or repealed to restrict indemnification rights, then the broader indemnification the rights that existed before the repeal or amendment will govern claims for indemnification that concern events that occurred before the amendment or repeal.

9. **Dissolution.** If the Corporation dissolves and any assets remain after all liabilities are paid, then the Corporation's board of directors shall distribute the remaining assets to one or more organizations that are exempt from federal income taxation under Code section 501(a), as an organization described in Code sections 501(c)(3) or 501(c)(4).

Delta Dental Plan of Idaho, Inc.

**Certificate of Amendment and Restatement of
Articles of Incorporation**

1. **Name.** The name of the corporation is Delta Dental Plan of Idaho, Inc.
2. **Text of Amendment.** The articles of incorporation are amended and restated in their entirety. The text of the amended and restated articles of incorporation is attached to this Certificate of Amendment and Restatement. The amendment relates to the corporation's purposes and powers.
3. **Date of Adoption.** The amendment was adopted on March 14, 2025.
4. **Manner of Approval.** Under the Idaho Nonprofit Corporation Act, the amendment requires the approval of the corporation's members. The corporation has only 1 class of membership and each membership has the right to 1 vote on the amendment. The corporation has 1,012 membership outstanding. The number of votes indisputably voting on the amendment was 21. The total number of votes cast for the amendment was 21, which was sufficient for approval.
5. **Signature.**

DELTA DENTAL PLAN OF IDAHO, INC.

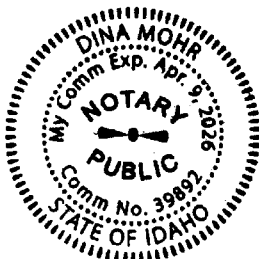
Date: March 15, 2025

By: [Signature]
Name: Michael Fery, Secretary

6. **Notary Verification.**

State of Idaho
County of Ada

This record was signed and sworn before me on Mar. 15, 2025 by Michael Fery (only).




[Signature]
Notary Public

7. **Approval of the Director of the Idaho Department of Insurance.** I, Dean L. Cameron, Director of the Idaho Department of Insurance, having reviewed and found them to comply with the law, do hereby approve of the foregoing Amended and Restated Articles of Incorporation of Delta Dental Plan of Idaho, Inc. ("**Corporation**") under Idaho Code Section 41-3406. Upon the effectiveness of the foregoing Amended and Restated Articles of Incorporation of Delta Dental Plan of Idaho, Inc., the Corporation will cease to be a professional service corporation governed by Chapter 34, Title 41, Idaho Code.

IDAHO DEPARTMENT OF INSURANCE

Date: April 11, 2025

By: 
Name: Dean. L. Cameron, Director

(Seal)