

FILED EFFECTIVE

BLUE CROSS OF IDAHO CARE PLUS, INC.

2014 SEP 18 PM 2:48

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION**

**SECRETARY OF STATE
STATE OF IDAHO**

1. **Name.** The name of the corporation is Blue Cross of Idaho Care Plus, 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 method by which directors are elected.
3. **Date of Adoption.** The amendment was adopted effective July 10, 2014.
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 membership outstanding. The number of votes indisputably voting on the amendment was 1. The total number of votes cast for the amendment was 1, which was sufficient for approval.
5. **Signature.**

BLUE CROSS OF IDAHO CARE PLUS, INC.

Date: 7/10/2014

By: Steve Tobiason

Name: Steve Tobiason

Its: Secretary

IDAHO SECRETARY OF STATE

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BLUE CROSS OF IDAHO CARE PLUS, INC.

CERTIFICATE OF AMENDMENT AND RESTATEMENT OF ARTICLES OF INCORPORATION

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BLUE CROSS OF IDAHO CARE PLUS, INC.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**Article 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 to provide 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 Company's members. [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. To the fullest extent permitted by law, the Company shall indemnify, and advance expenses to, any director, officer, or other person, for Liability to any person 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; (iii) approval of a distribution or dividend in violation of a statutory restriction, or (iv) an intentional violation of criminal law. "Liability" means an obligation to pay a judgment, settlement, penalty, fine, expense including counsel fee or defense cost, or other amount. [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 preceded 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 (i) for charitable or public purposes or (ii) to the Company's members to the extent the board of directors determines that a distribution to the members is not likely to violate any law or result in a tax, penalty, or other sanction. [Idaho Code §§ 30-3-17]