

IOWA

No: W00792327
Date: 07/20/2012

SECRETARY OF STATE

504RDN-424058
COOPORTUNITY HEALTH

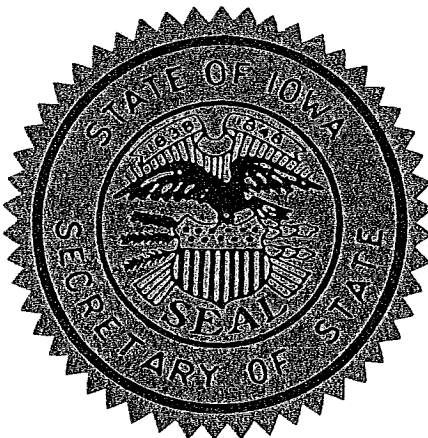
ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Restated Articles

The document was filed on Jul 19 2012 1:20PM, to be effective as of Jul 19 2012 1:20PM.

The amount of \$20.00 was received in full payment of the filing fee.




MATT SCHULTZ SECRETARY OF STATE



424058

FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MIDWEST MEMBERS HEALTH

615501 RART \$20.00 DJC 2 7/18/12

Pursuant to § 504.1002(2), and § 504.1006, *Code of Iowa* (2012) (the "Code"), the Board of Directors of Midwest Members Health (the "Corporation") hereby amend and restate the Articles of Incorporation of the Corporation, with the approval of the United States Center for Medicare & Medicaid Services and the Iowa Commissioner of Insurance as provided by § 508.2, the Code.

Pursuant to § 504.1002(2), the Code, these Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on July 18, 2012.

The Corporation has no members and, accordingly, member approval was not required. This statement is made pursuant to § 504.1005(4) and § 504.1006(4), the Code.

ARTICLE I
Name

The name of the corporation is CoOpportunity Health.

ARTICLE II

Purpose; Nature of Business and Plan Upon Which Business to be Transacted

The Corporation is organized to operate exclusively for the purposes described in this Article II.

Section 1. The Corporation shall be a Life Insurance Company organized upon the mutual plan pursuant to Section 508.9, the Code, and shall not have capital stock.

Section 2. The Corporation may, pursuant to Section 508.29, the Code, insure, either individually or on the group plan, the health of persons and against personal injuries. The Corporation may contract with health care service providers and offer different levels of benefits to policyholders based upon the provider contracts.

Section 3. The Corporation shall operate as a qualified nonprofit health insurance issuer under the provisions of section 1322(c) of the Patient Protection and Affordable Care Act (Public Law 111-148) (the "Act"), for the mutual benefit of the Corporation's members, and substantially all of its activities shall consist of the issuance of qualified health plans, as defined in section 1301(a) of the Act.

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Section 4. Any surplus of the Corporation shall be used to (i) lower the premiums or enhance the benefits of the Corporation's qualified health plans and other health insurance products and services; (ii) improve the quality of health care delivered to the Corporation's members; or (iii) benefit the health of the Corporation's members and the communities in which the Corporation is authorized to issued qualified health plans and other health insurance products and services; all in accordance with the requirements set forth in Section 1322(c)(4) of the Patient protection and Affordable Care Act, 42 U.S.C 18042(c)(4).

Section 5. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

Section 6. No substantial part of the activities of the Corporation shall be for carrying on propaganda or otherwise attempting to influence legislation; or for participating or intervening in (including publishing or distributing statements with respect to) any political campaign , on behalf of or in opposition to any candidate for public office; or for carrying on any activity prohibited for a corporation exempt from federal income taxation under section 501(c)(29) of the Internal Revenue Code, as amended from time to time.

Section 7. The Corporation shall satisfy the requirements to qualify for, obtain and retain exemption from federal income taxation under section 501(c)(29) of the Internal Revenue Code of 1986 as amended or revised from time to time. The Corporation shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income taxation under section 501(c). No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II. No substantial part of the activities of the Corporation shall involve carrying on propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including publishing or distributing statements with respect to) any political campaign on behalf or in opposition to any candidate for public office.

Section 8. The Corporation may transact any other lawful activity in furtherance of those activities described under this Article II.

ARTICLE III

Location of Principal Place of Business

The principal place of business of the Corporation is located at 400 E. Court Avenue, Des Moines, Iowa 50309-2023.

ARTICLE IV
Registered Office and Registered Agent

Section 1. The Registered Office of the Corporation in the State of Iowa is 2325 Storm Street, Ames, Iowa 50014.

Section 2. The Registered Agent of the Corporation at the above address is Stephen R. Ringlee.

ARTICLE V
Members

Section 1. The Corporation shall have members.

Section 2. The Corporation may issue evidence of membership to the members as may be provided by the Corporation's Bylaws.

Section 3. **Annual Meetings.** An annual meeting of Members for the election of directors, the provision of the report of the Corporation's president and the Corporation's chief financial officer on the activities and financial condition of the Corporation, and for such other business as the Board of Directors shall specify in the notice of the annual Members' meeting shall be held on the third (3rd) Tuesday of the month of May each year.

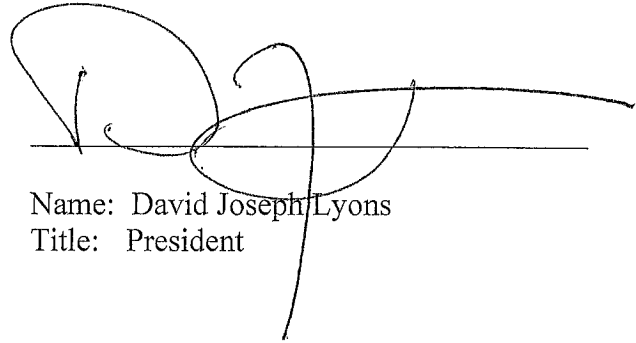
Section 4. **Notice.** The Corporation shall give notice to Members of the date, time, place, and purpose or purposes of the annual Members' meeting and of any special Members' meeting, as established by the Board of Directors in calling the annual Members' meeting or any special Members' meeting, no less than ten (10) days (except if notice is mailed by other than first class or registered mail, then no less than thirty (30) days), but not more than sixty (60) days, before the date established for such meeting. The notice shall include any matter that a Member intends to raise at the meeting, *provided* that the Member delivers a written request to raise such matter at the meeting to the president or secretary of the Corporation at least ten (10) days before the Corporation gives notice to Members of the meeting.

Section 5. **Quorum.** A quorum at any annual or special meeting of Members shall consist of either: (a) two hundred (200) of the Members eligible to vote present in person or by proxy; or (b) that number of Members present in person as shall be equal to the then number of directors constituting the full Board of Directors, as determined from time to time in accordance with the Articles of Incorporation and these Bylaws, plus one (1). If a quorum is not present, a majority of the members present in person or by proxy may adjourn the meeting from time to time without further notice. At an annual or special meeting of Members, the affirmative vote of a majority of the Members, present in person or by proxy, who are eligible to vote at a meeting at which a quorum is present shall constitute the act of the Members.

ARTICLE VI
Dissolution

Upon the dissolution of the Corporation and the settlement of all applicable obligations of the Corporation, the residual assets of the Corporation shall be distributed for one or more exempt purposes consistent with section 501(c) of the Internal Revenue Code of 1986 as amended or supplemented from time to time, and/or any other applicable law.

Dated: July 18, 2012



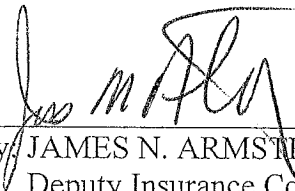
A handwritten signature in black ink, appearing to read "David Joseph Lyons", is written over a horizontal line. The signature is stylized and cursive.

Name: David Joseph Lyons
Title: President

COMMISSION CERTIFICATE OF APPROVAL

Pursuant to the relevant provisions of the Iowa Code, the undersigned approves the First Amended and Restated Articles of Incorporation of **Midwest Members Health** (Adopted June 14, 2012).

SUSAN E. VOSS
Iowa Insurance Commissioner


By JAMES N. ARMSTRONG
Deputy Insurance Commissioner

Date: 07-19-2012

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