VIRGIN ISLANDS DEPARTMENT OF JUSTICE
OFFICE OF THE ATTORNEY GENERAL

September 17, 2026

VIA HAND DELIVERY
Honorable Albert Bryan Jr.
Governor of the Virgin Islands
Government House
Nos. 21-22 Kongens Gade
St. Thomas, VI 00802

Attn: Richard T. Evangelista, Esq.
Chief Legal Counsel to the Governor

Re: **Re: Third Amendment to the Agreement for Medical Health Insurance between the Government of the Virgin Islands, through the GESC/Health Insurance Board of Trustees, and UnitedHealthcare Insurance Company**
A.G.O. File No. K-26-0253

Dear Governor Bryan:

Transmitted herewith for your approval is the Third Amendment to the Agreement for Medical Health Insurance between The Government of the Virgin Islands, through the Government Employees Service Commission (GESC) Health Insurance Board of Trustees ("Government"), the University of the Virgin Islands ("UVI"), the Virgin Islands Housing Authority (the "Housing Authority"), (The Authority, UVI and the Government hereinafter collectively referred to as the "Employer") and UnitedHealthcare Insurance Company (hereinafter "UnitedHealthcare") and its affiliates ("Third Amendment").

The Government Employees Service Commission (GESC) Health Insurance Board of Trustees ("Board") acting as the sole body overseeing the operation of the Government employees' and retirees' health and other benefit plans, reports that it has secured a third renewal with UnitedHealthcare or medical health coverage for retirees. Subsequent to completing a Request for Proposals (RFP) for competitive bids for insurance services in 2023 as required by statute which included Medical and Prescription Drug coverage for active employees and retirees, Employee Assistance Program, Dental, Vision, Life and Accidental Death & Dismemberment (AD&D) plans, UnitedHealthcare became the provider for medical health insurance coverage for the Government's retirees. The Agreement between the Government and medical health insurance coverage was approved on September 22, 2023. The Agreement was for a one (1) year term and provides that the parties may renegotiate and renew the Agreement for up to four (4) successive twelve (12) month terms. This is the Third Amendment (Renewal) for medical health coverage pursuant to the terms of the Agreement.

According to the terms of the Third Amendment, UnitedHealthcare will provide medical health coverage to post-65 retirees for an additional twelve (12) month term commencing January 1, 2027, and ending December 31, 2027, and amend the Agreement, as renewed, to provide for new rates defined below.

As noted in the Board's letter dated August 17, 2026 ("Justification Letter"), UnitedHealthcare was the only insurer that responded to the post-65 retirees' coverage and continues to maintain a competitive advantage in the Territory licensed to offer a group Medicare Advantage plan.

The Justification Letter also revisits the Board's history collaborating with UnitedHealthcare, starting in 2013, when UnitedHealthcare began offering its AARP Medicare Supplement plans alongside a custom Medicare Part D Prescription Drug Plan (PDP). The plans offered significant savings to the Government and its retirees. Over the years, the Board has worked with UnitedHealthcare to ensure a long-term and sustainable program for the Government and its retirees.

In 2017, the Board recommended offering the stateside retirees two Medicare Advantage Plans with Prescription Drug Coverage (MAPD) which further reduced costs to the Government and eased administrative burdens while maximizing benefits for stateside retirees. This proved to be extremely successful with a smooth transition and a retiree satisfaction score of 95%.

For 2021, UnitedHealthcare received approval for the Territorial retirees to participate in the group Medicare Advantage plan offered by UnitedHealthcare which covers everything covered by original Medicare with additional benefits including health and wellness, routine vision checks, hearing checks, podiatry, chiropractic, and prescription drugs.

All post-65-year-old retirees are covered by one plan regardless of whether they are Territorial or Stateside residents. Coverage is nationwide and retirees are not required to select a Primary Care Physician (PCP) and referrals are not required to see a Specialist.

At the Board meeting held in July 2026, the Board was able to negotiate a non-increase to the 2026 premiums with no change in plan benefits. To maintain, no increases, the pharmacy plan must be separated from the medical plan in order for UnitedHealthcare to receive more funding from CMS. Essentially, retirees will be covered by two plans, and have two separate ID cards, one for medical and one for prescriptions as they had before the Board merged both plans into a single plan. No copayments or deductibles will be changing in 2027.

Premiums are submitted for regulatory approval to both CMS and the USVI Department of Insurance and the monthly premium has been approved effective January 1, 2027, through December 31, 2027, at a 0% increase. The monthly premium will be $330.24 per person per month combined. Based on current cost-share the Governments portion of the premium would be $17,014,995 and the retirees portion would be $8,765,301 for an overall program cost of $25.8 million.

Medicare Retirees will continue to receive enhanced benefits such a quarterly Grocery Store Benefit which will increase from a $40 credit each quarter to a $50 credit each quarter. Credits are added to a debit card on the first day of each quarter (in January, April, July, and October) and expire at the end of the year.

House Calls will also continue for 2027. This allows our retirees to have a yearly visit with a healthcare practitioner right in the privacy and comfort of their own home and gives members the personal attention they deserve to discuss their health care needs, create a plan for prevention

The Board believes it was able to obtain the overall lowest cost and maintain the benefits for both the Government and its retirees, while maintaining a viable benefit offering.

The following documents are also attached for your review:

1) GESC Letter of Justification (dated August 17, 2026)
   (a) MAPD Renewal Evaluation – FY2026-2027;
   (b) Budget Projections;
2) Third Amendment to the Agreement for Medical Health Insurance;
3) 2026 MA-PD Plan Summary of Changes to plan benefits;
4) 2026 MA-PD Plan Premium Rates for Medical and Prescriptions;
5) Certificate of Authority, UnitedHealthcare;
6) Certificate of Authority, Sierra Health;
7) Assistant Secretary's Certificate;
8) Merger Agreement and Certifications; and
9) Certificate of Amendment to Articles of Incorporation and Certifications.

Thank you for your consideration in this matter. The Third Amendment to the GESC/Health Insurance Board of Trustees and UnitedHealthcare Medical Health Agreement and supporting documents have been reviewed and approved for legal sufficiency. If you have questions, please feel free to contact Assistant Attorney General Sean P. Bailey, Esq. or me at 340-774-5666.

Sincerely,

Pamela R. Tepper, Esq.
Solicitor General

Enclosures: Third Amendment and Supporting Document

cc: Beverly Joseph, Chairperson
GESC Health Insurance Board

Valerie P. Daley, Chief Health Insurance
Division of Personnel

Gordon C. Rhea, Esq., Attorney General
Department of Justice

GOVERNMENT OF
THE VIRGIN ISLANDS OF THE UNITED STATES
GESC/HEALTH INSURANCE
BOARD OF TRUSTEES
P.O. Box 11177
St. Thomas, Virgin Islands 00801

August 17, 2026

Honorable Albert Bryan Jr.
Governor of the Virgin Islands
Government House
Nos. 21-22 Kongens Gade
St. Thomas, VI 00802

RE: Justification Letter – GESC/Health Insurance Board of Trustees UnitedHealthcare Medicare Retirees Renewal effective January 1, 2027, Third Renewal

Dear Governor Bryan:

The Government Employees Service Commission (GESC) Health Insurance Board of Trustees ("Board") acting as the sole body overseeing the operation of the Government employees' health and other benefit plans, has recently secured our second renewal with UnitedHealthcare after completing a Request for Proposals (RFP) for competitive bids as required by statute for insurance services in 2023 which included Medical and Prescription Drug coverage for active employees and retirees, Employee Assistance Program, Dental, Vision, Life and Accidental Death & Dismemberment (AD&D) plans.

UnitedHealthcare was the only insurer who responded to the post-65 retiree coverage and maintains a competitive advantage in the Territory being licensed to offer a group Medicare Advantage plan.

UnitedHealthcare began its partnership with the Government in 2013 offering their AARP Medicare Supplement plans alongside a custom Medicare Part D Prescription Drug Plan (PDP). The plans offered significant savings to the Government and retirees. Over the years we have worked with UnitedHealthcare to ensure a long term and sustainable program for the Government and retirees.

In 2017, the Board recommended to offer the stateside retiree's two Medicare Advantage Plans with Prescription Drug Coverage (MAPD) which further reduced costs to the Government and eased administrative burdens while maximizing benefits for stateside retirees. This proved to be extremely successful with a smooth transition and a retiree satisfaction score of 95%.

For 2021, UnitedHealthcare received approval for the Territorial retirees to participate in the group Medicare Advantage plan offered by UnitedHealthcare which covers everything covered by original

Medicare with additional benefits including health and wellness, routine vision checks, hearing checks, podiatry, chiropractic, and prescription drugs.

All post-65 retirees are covered by one plan regardless of if they are Territorial residents or Stateside residents. Coverage is nationwide and retirees are not required to select a Primary Care Physician (PCP) and referrals are not required to see a Specialist.

At our Board meeting in July, United presented no increases in premiums for the upcoming renewal. To maintain no increases, the pharmacy plan must continue to be carved out from the medical plan in order for United to receive more funding from CMS. Essentially, retirees will continue to be covered by two plans, meaning they will have two ID cards, one for medical and one for prescriptions as they had in the past before the Board merged both plans into a single plan. No copayments or deductibles will be changing in 2027.

Premiums are submitted for regulatory approval to both CMS and the USVI Department of Insurance and the monthly premium has been approved effective January 1, 2027, through December 31, 2027, at a 0% increase. The monthly premium will be $330.24 per person per month combined. Based on current cost-share the Governments portion of the premium would be $17,014,995 and the retirees portion would be $8,765,301 for an overall program cost of $25.8 million.

Medicare Retirees will continue to receive a quarterly Grocery Store Benefit. Retirees will receive an enhanced benefit from $40 each quarter to $50 each quarter to spend locally on healthy food and over-the-counter products. They can choose from a variety of approved items like fruits, vegetables, dairy, meat, pain relievers, cold remedies, vitamins and more. Credits are added to a debit card on the first day of each quarter (in January, April, July, and October) and expire at the end of the year. In order to receive this enhancement, the Board chose to eliminate the $200,000 Wellness Incentive Fund which will allow all covered retirees to enjoy an enhanced benefit, versus a limited few.

House Calls will also continue for 2027, which allows our retirees to have a yearly visit with a healthcare practitioner right in the privacy of their own home. It's a great opportunity for members to discuss their health care needs, create a plan for prevention and get the personal attention they deserve. During the visit, the practitioner will confirm medical history, complete a physical exam, review medications, and answer any questions the retiree may have as well as provide any additional health screenings the practitioner deems necessary.

The Board believes it was able to obtain the overall lowest cost and maintain the benefits for both the Government and its retirees, while maintaining a viable benefit offering.

Sincerely,

Beverly A. Joseph

Chairperson, GESC/Health Insurance Board of Trustees

pc: GESC Health Insurance Board Members
Cindy Richardson, Director of Personnel
Valerie Clarke-Daley, Chief, Group Health Insurance
Pamela Tepper, Solicitor General
Gehring Group Consultant

Attachments: 1. MAPD Renewal Evaluation
2. Budget Projection

Government of the United States Virgin Islands
Medicare Advantage Plan Evaluation
Effective Date: January 1, 2027

GEHRING GROUP
BROWN & BROWN PUBLIC SECTOR

	Current		Renewal	
	UnitedHealthcare		UnitedHealthcare	
	Medicare Advantage		Medicare Advantage	
	In Network	Out of Network	In Network	Out of Network
Calendar Year Deductible (CYD)	*Deductibles Co-Accumulate*		*Deductibles Co-Accumulate*	
Individual	$500	$500	$500	$500
Family	N/A	N/A	N/A	N/A
Annual Out-of-Pocket Maximum	*Out of Pocket Maximums Co-Accumulate*		*Out of Pocket Maximums Co-Accumulate*	
Individual	$1,000	$1,000	$1,000	$1,000
Family	N/A	N/A	N/A	N/A
Physician Services				
Primary Care Office Visit	No charge	No charge	No charge	No charge
Specialist Office Visit	No charge	No charge after ded	No charge	No charge after ded
Laboratory & Radiology Services				
X-Rays (Outpatient)	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Diagnostic Radiology (e.g. MRI)	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Lab Work	No charge	No charge after ded	No charge	No charge after ded
Hospital Services				
Inpatient Hospital	$250 /admit after ded *Unlimited days*	$250 /admit after ded *Unlimited days*	$250 /admit after ded *Unlimited days*	$250 /admit after ded *Unlimited days*
Outpatient Surgery	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Emergency Room	$100	$100	$100	$100
Urgently Needed Care	No charge	No charge	No charge	No charge
Ambulance (Medicare covered services)	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Mental Health/Substance Abuse				
Inpatient Mental Health	No charge/admit up to *190 days*	No charge/admit up to *190 days*	No charge/admit up to *190 days*	No charge/admit up to *190 days*
Outpatient Mental Health	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Outpatient Rehabilitation				
PT, OT, ST	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Other Services				
Durable Medical Equipment	No charge after ded	No charge after ded	No charge after ded	No charge after ded
Hearing/Eye Exams	No charge (1 every 12 months)	No charge (1 every 12 months)	No charge (1 every 12 months)	No charge (1 every 12 months)
Hearing Aids	Up to $500 (every 3 years)	Up to $500 (every 3 years)	Up to $500 (every 3 years)	Up to $500 (every 3 years)
Prescription Drugs				
Initial and Coverage Gap Stage	$0 Copay through $2,000		$0 Copay through $2,000	
Generic	$10	Not covered	$10	Not covered
Preferred Brand	$40	Not covered	$40	Not covered
Non-Preferred Brand & Specialty	50% ($95 max)	Not covered	50% ($95 max)	Not covered
Mail Order (90 day supply)	$20/$80/50% ($190 max)	Not covered	$20/$80/50% ($190 max)	Not covered
Catastrophic Coverage	$2,000 and greater		$2,000 and greater	
Generic	$10	Not covered	$10	Not covered
Preferred Brand	$40	Not covered	$40	Not covered
Non-Preferred Brand & Specialty	50% ($95 max)	Not covered	50% ($95 max)	Not covered
Mail Order (90 day supply)	$20/$80/50% ($190 max)	Not covered	$20/$80/50% ($190 max)	Not covered
Monthly Premium - Single Rate 6,505	**$330.24**		**$330.24**	
Monthly Premium Total	**$2,148,211**		**$2,148,211**	
Annual Premium Total	**$25,778,534**		**$25,778,534**	
$ Change	**N/A**		**$0.0**	
% Change	**N/A**		**0%**	

Government of The Virgin Islands of the United States
Central Government & GERS Group Health Projected Budget
Fiscal Year: October 1, 2026 - September 30, 2027

GEHRING GROUP
BROWN & BROWN PUBLIC SECTOR

ASSUMES GOVERNMENT & EMPLOYEES SHARE INCREASE

Plan	Coverage Type	Enrollment	2025-2026 Estimated FY Total Premium	2025-2026 Estimated FY Employer Share	2025-2026 Estimated FY Employee Share	2026-2027 Projected FY Total Premium	2026-2027 Projected FY Employer Share	2026-2027 Projected FY Employee Share
Active Employees								
Medical	Employee	3,316	$ 48,624,119	$ 35,981,848	$ 12,642,271	$ 52,027,585	$ 38,500,355	$ 13,527,230
	Family	3,691	$ 94,634,407	$ 70,029,461	$ 24,604,946	$ 101,258,806	$ 74,931,514	$ 26,327,292
Dental	Employee	3,322	$ 837,913	$ 561,402	$ 276,511	$ 888,140	$ 595,038	$ 293,102
	Family	3,661	$ 2,356,512	$ 1,578,863	$ 777,649	$ 2,497,974	$ 1,673,665	$ 824,308
Life	Basic	7,728	$ 93,663	$ 93,663	$ -	$ 93,663	$ 93,663	$ -
	Voluntary	5,704	$ 2,179,650	$ -	$ 2,179,650	$ 2,179,650	$ -	$ 2,179,650
	Spouse	1,115	$ 113,945	$ -	$ 113,945	$ 113,945	$ -	$ 113,945
	Child(ren)	2,538	$ 20,406	$ -	$ 20,406	$ 20,406	$ -	$ 20,406
Vision	Employee	4,613	$ 219,210	$ -	$ 219,210	$ 231,388	$ -	$ 231,388
	Family	3,659	$ 458,400	$ -	$ 458,400	$ 483,866	$ -	$ 483,866
TOTAL - Active Employees			**$ 149,538,225**	**$ 108,245,238**	**$ 41,292,988**	**$ 159,795,423**	**$ 115,794,236**	**$ 44,001,188**
$ Amount Increase/(Decrease)						**$ 10,257,198**	**$ 7,548,998**	**$ 2,708,200**
% Amount Increase/(Decrease)						**6.9%**	**7.0%**	**6.6%**
Retirees								
Under 65 Medical	Retiree	778	$ 14,792,145	$ 10,946,187	$ 3,845,958	$ 15,827,694	$ 11,712,519	$ 4,115,175
	Retiree Dependents	394	$ 7,493,250	$ 5,545,005	$ 1,948,245	$ 8,017,828	$ 5,933,206	$ 2,084,622
	Family	412	$ 13,985,613	$ 10,349,353	$ 3,636,259	$ 14,964,654	$ 11,073,856	$ 3,890,797
Over 65 Medical	Medicare Advantage	6,505	$ 25,780,296	$ 17,014,995	$ 8,765,301	$ 25,780,296	$ 17,014,995	$ 8,765,301
Dental	Retiree	4,911	$ 1,238,695	$ 829,925	$ 408,769	$ 1,312,946	$ 879,650	$ 433,295
	Family	1,848	$ 1,189,735	$ 797,123	$ 392,613	$ 1,261,155	$ 844,985	$ 416,169
Life	Basic	8,251	$ 331,690	$ 331,690	$ -	$ 331,690	$ 331,690	$ -
	Voluntary	6,503	$ 8,460,829	$ -	$ 8,460,829	$ 8,460,829	$ -	$ 8,460,829
	Spouse	1,413	$ 605,155	$ -	$ 605,155	$ 605,155	$ -	$ 605,155
	Child(ren)	495	$ 3,980	$ -	$ 3,980	$ 3,980	$ -	$ 3,980
Vision	Retiree	929	$ 44,146	$ -	$ 44,146	$ 46,599	$ -	$ 46,599
	Family	257	$ 32,197	$ -	$ 32,197	$ 33,986	$ -	$ 33,986
TOTAL - Retirees			**$ 73,957,731**	**$ 45,814,279**	**$ 28,143,452**	**$ 76,646,811**	**$ 47,790,903**	**$ 28,855,908**
$ Amount Increase/(Decrease)						**$ 2,689,080**	**$ 1,976,623**	**$ 712,457**
% Amount Increase/(Decrease)						**3.6%**	**4.3%**	**2.5%**
TOTAL - Active Employees & Retirees			**$ 223,495,957**	**$ 154,059,517**	**$ 69,436,440**	**$ 236,442,235**	**$ 163,585,138**	**$ 72,857,096**
$ Amount Increase/(Decrease)						**$ 12,946,278**	**$ 9,525,622**	**$ 3,420,656**
% Amount Increase/(Decrease)						**5.8%**	**6.2%**	**4.9%**

Notes:

A. Projected Budget assumes Maximum Premium Rates Negotiated by GESC RFP No. 2023-01, Addendum 1, Addendum 2.

B. Over 65 Medical is 9-months of the fiscal year (effective January 1, 2027).

1. Estimated FY Total Premium may vary based upon actual enrollment for the remainder of current Fiscal Year & proposed Fiscal Year.

2. Costs account for Senate funded subsidies of member contributions for FY2019-2020; FY2020-2021; FY2021-2022; FY2022-2023; & FY2023-2024

THIRD AMENDMENT TO THE AGREEMENT FOR MEDICAL HEALTH INSURANCE

THIS THIRD AMENDMENT (this "Amendment") is entered into this 1st day of January, 2027 between the Government of the Virgin Islands, through GESC Health Insurance Board of Trustees, (the "Government"), the University of the Virgin Islands ("UVI"), the Virgin Islands Housing Authority (the "Authority"), the Government, UVI, and the Authority hereinafter collectively referred to as the ("Employer" or "Group") and UnitedHealthcare Insurance Company ("United") and its affiliates.

WHEREAS, Employer and United are parties to an Agreement for Medical Health Insurance ("Agreement") approved by the Virgin Islands Legislature on September 22, 2023;

WHEREAS, the Agreement was for a one (1) year term and provides that the parties may renegotiate and renew the Agreement for up to four (4) successive twelve (12) month terms; and

WHEREAS, the Employer and United intend, pursuant to this Third Renewal, to renew the Agreement for an additional twelve (12) month term commencing January 1, 2027 and ending December 31, 2027, and amend the Agreement, as renewed, to provide for new rates defined below.

WHEREAS, United is a Medicare prescription drug plan sponsor certified by the Centers for Medicare & Medicaid Services to offer Medicare Advantage and prescription drug benefits plan; and

WHEREAS, United also provides commercial wrap prescription drug plan coverage also known as a RxSupplement plan that supplements its Medicare Advantage and prescription drug benefits plan. The commercial wrap prescription drug plan is a fully insured state filed insurance product; and

WHEREAS, Pursuant to the Plan, Employer desires to make available for its eligible retirees and their dependents one or more services offered by United, as specified in this Agreement. Pursuant to the Plan; and

WHEREAS, the Employer consists of the Government of the Virgin Islands and its independent instrumentalities.

NOW THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and adequacy of which is hereby acknowledged, the parties agree to amend the Agreement as follows:

The Agreement, pursuant to its terms, is hereby renewed for a twelve (12) month term commencing January 1, 2027 and ending December 31, 2027.

1. Addendum 1 of the Agreement will be replaced in its entirety with Amended Addendum 1, attached hereto, indicating the Premium Rate for the 2027 calendar year.

Contractor's Initials: CM

2. All reference to Medicare Advantage with prescription drug in the Agreement is replaced with Medicare Advantage and prescription drug.

3. This Amendment shall be subject to the availability and appropriation of funds and to the approval of the Governor. In addition, this Amendment is subject to the approval of the Legislature of the United States Virgin Islands ("Legislature").

4. Except as expressly amended, the terms and conditions set forth in the Agreement shall continue in full force and effect. Unless otherwise defined in this Amendment, all capitalized terms contained in this Amendment shall be defined as set forth in the Agreement.

5. This Amendment may be executed in counterparts, each of which shall constitute an original and all of which, when taken together, shall constitute one and the same instrument. The parties agree that documents, including this Amendment, may be transmitted electronically and by facsimile and that executed electronic and facsimile documents, including this Amendment, shall be deemed an original and shall be binding on the party executing said document.

IN WITNESS WHEREOF, the parties have executed this Amendment as of the date and year set forth below.

(Signature page follows)

Contractor's Initials: CM

GESC Health Insurance Board of Trustees

By: Bjoseph

Name: Beverly A. Joseph

Title: Chairperson

Date: ______________________

UnitedHealthcare Insurance Company

By: Carmen Maysonet

Name: Carmen Maysonet

Title: Regional Contract Manager

Date: 8/20/2026

University of the Virgin Islands

By: ______________________

Name: Dr. Safiya George

Title: President

Date: ______________________

Virgin Islands Housing Authority

By: ______________________

Name: Dwayne Alexander

Title: Executive Director

Date: ______________________

Contractor's Initials: CM

GESC Health Insurance Board of Trustees

By: ______________________________
Name: Beverly A. Joseph
Title: Chairperson
Date: ______________________________

University of the Virgin Islands

By: ______________________________
Name: Dr. Safiya George
Title: President
Date: ______________________________

Virgin Islands Housing Authority

By: ______________________________
Name: Dwayne Alexander
Title: Executive Director
Date: 9/14/26

UnitedHealthcare Insurance Company

By: Carmen Maysonet
Name: Carmen Maysonet
Title: Regional Contract Manager
Date: 8/20/2026

Contractor's Initials: CM

GESC Health Insurance Board of Trustees

By: ____________________

Name: Beverly A. Joseph

Title: Chairperson

Date: ____________________

University of the Virgin Islands

By: ____________________

Name: Dr. Safiya George

Title: President

Date: ____________________

Virgin Islands Housing Authority

By: ____________________

Name: Dwayne Alexander

Title: Executive Director

Date: ____________________

UnitedHealthcare Insurance Company

By: ____________________

Name: Carmen Maysonet

Title: Regional Contract Manager

Date: 8/20/2026

Contractor's Initials: CM

Approved for Legal sufficiency

Department of Justice

By: Sean P Bailey, AAG **Date:** 9/17/2026
Assistant Attorney General

Approved:

Date: 9/18/2026
Honorable Albert Bryan Jr.
Governor of the Virgin Islands

Approved:

______________________________ **Date:** ______________
Milton E. Potter
President, 36th Legislature of the Virgin Islands

Contractor's Initials: CH

AMENDED ADDENDUM 1

2027 MA-PD Plan
Premium Rates

The rates set forth in this Addendum 1 include the MA-PD Plan for services agreed to be made available to the Employer under these plans.

MA-PD Plan

The MA-PD Plan premium rate for the 2027 calendar year is **$330.24** per person per month. This rate is guaranteed for the 2027 calendar year.

Contractor's Initials: CY

Company #: 1115849

GOVERNMENT OF THE VIRGIN ISLANDS
OF THE UNITED STATES
OFFICE OF THE LIEUTENANT GOVERNOR
Division of Banking, Insurance, and Financial Regulation

Certificate of Authority

This is to certify that in accordance with the Virgin Islands Code, which provides for the regulation of the business of Insurance in the Virgin Islands,

UnitedHealthcare Insurance Company

185 Asylum Street Hartford CT 06103

having filed all the documents required by law and having otherwise complied with the applicable insurance laws of the U.S. Virgin Islands is hereby authorized to transact the type(s) of insurance listed below:

Life
Disability
Accident
Health

NOW, THEREFORE, I **Tregenza A. Roach Esq.** Lieutenant Governor and Commissioner of Insurance, pursuant to the authority vested in me in Section 209 of the Title 22 Virgin Islands Code, hereby issue this Certificate Of Authority which authorizes said Company to transact the type(s) of insurance set forth above.

This certificate is valid from January 01, 2026 to December 31, 2026. Renewal of this Certificate is required annually upon expiration on the 31st day of December, and it may be suspended or revoked as provided in Section 212 of Title 22 Virgin Islands Code.

Given under the Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas.

TREGENZA A. ROACH ESQ.
Lieutenant Governor / Insurance Commissioner

Company #: 511540187

GOVERNMENT OF THE VIRGIN ISLANDS OF THE UNITED STATES

OFFICE OF THE LIEUTENANT GOVERNOR

Division of Banking, Insurance, and Financial Regulation

Certificate of Authority

This is to certify that in accordance with the Virgin Islands Code, which provides for the regulation of the business of Insurance in the Virgin Islands,

Sierra Health and Life Insurance Company, Inc.

2720 North Tenaya Way Las Vegas NV 89128

having filed all the documents required by law and having otherwise complied with the applicable insurance laws of the U.S. Virgin Islands is hereby authorized to transact the type(s) of insurance listed below:

Accident
Health

NOW, THEREFORE, I **Tregenza A. Roach Esq.** Lieutenant Governor and Commissioner of Insurance, pursuant to the authority vested in me in Section 209 of the Title 22 Virgin Islands Code, hereby issue this Certificate Of Authority which authorizes said Company to transact the type(s) of insurance set forth above.

This certificate is valid from January 01, 2026 to December 31, 2026. Renewal of this Certificate is required annually upon expiration on the 31st day of December, and it may be suspended or revoked as provided in Section 212 of Title 22 Virgin Islands Code.

Given under the Seal of the Government of the Virgin Islands of the United States, at Charlotte Amalie, St. Thomas.

TREGENZA A. ROACH ESQ.
Lieutenant Governor / Insurance Commissioner

FILED 10/30/2002 08:43 AM PAGE 03190
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that the Certificate of Merger dated May 13, 2002 and the Agreement and Plan of Merger dated April 23, 2002 between United HealthCare Insurance Company, a Connecticut corporation, MetraHealth Care Management Corporation, a Delaware corporation, and The MetraHealth Employee Benefits Company, Inc., a Connecticut corporation, whereby MetraHealth Care Management Corporation and The MetraHealth Employee Benefits Company, Inc. will merge with and into United HealthCare Insurance Company, with United HealthCare Insurance Company being the surviving corporation, is approved.

Witness my hand and official seal, at HARTFORD,

this 30th day of September, 2002

Susan F. Cogswell

Insurance Commissioner

ASSISTANT SECRETARY'S CERTIFICATE

I, Heather Lang, the undersigned, hereby certify as follows:

1. That I am an Assistant Secretary of Sierra Health and Life Insurance Company, Inc., a Nevada corporation (hereinafter the "Corporation").

2. That effective September 30, 2022, the Board of Directors of the Corporation, by unanimous Written Consent, adopted Sierra Health Services, Inc.'s Schedule to the Delegation of Authority Policy (the "Policy") and that true, correct, and a complete copy of those resolutions are attached as Exhibit A to this Certificate, which resolutions have not been amended, repealed, or rescinded, and remain in full force and effect.

3. That the Board of Directors of the Corporation has, and at the time of the adoption of resolutions had, full power and lawful authority to adopt the resolutions and to confer the powers thereby granted to the titles therein named, who have full power and lawful authority to exercise the same.

4. That Carmen Maysonet, Regional Contract Manager, has been authorized to sign customer agreements under the Policy.

IN WITNESS WHEREOF, I have hereunto set my hand this 9th day of September, 2025.

Heather A. Lang
Assistant Secretary

EXHIBIT A

ADOPTION OF SIERRA HEALTH SERVICES INC.'S SCHEDULE TO THE DELEGATION OF AUTHORITY POLICY

WHEREAS, Sierra Health Services, Inc., a Nevada corporation (hereinafter "SHS") is the parent company of the Corporation.

WHEREAS, on January 1, 2009 the SHS Board of Directors adopted the UnitedHealth Group Incorporated's Delegation of Authority Policy and associated guidelines, schedules and supplemental materials (the "UHG Policy").

WHEREAS, on December 18, 2009 the SHS Board adopted the Sierra Health Services, Inc's Schedule to the UHG Policy (the "Schedule"), as it may be amended and supplemented from time to time, which is applicable to the Corporation and its subsidiaries, to ensure compliance with the UHG Policy.

WHEREAS, on December 31, 2009 the Corporation adopted the Schedule for SHS and its subsidiaries, to ensure compliance with the UHG Policy.

WHEREAS, an updated version of the Schedule, as set forth on the attached Exhibit A (the "Updated Schedule"), was adopted by the SHS Board on September 29, 2022 to be effective as of July 19, 2021.

WHEREAS, it has been recommended by management of the Board to also adopt the Updated Schedule, as forth on the attached Exhibit A and the Board hereby agrees that adopting the Updated Schedule is appropriate and in the best interest of the Corporation to be effective as of July 19, 2021.

NOW, THEREFORE, BE IT RESOLVED, that the Updated Schedule, as presented to the Board is hereby adopted by the Corporation effective as of July 19, 2021, and the Updated Schedule shall replace the Schedule as the controlling document for all applicable matters as of July 19, 2021.

FURTHER RESOLVED, that the Secretary, any Assistant Secretary, or any other officer of the Corporation is authorized to certify to the adoption of these resolutions and the authority of persons authorized hereby to act on behalf of the Corporation.

FURTHER RESOLVED, that all actions heretofore taken by the officers or employees of the Corporation or any of its subsidiaries or affiliates in connection with the above resolutions are hereby ratified, approved and made the acts and deeds of the Corporation.

Sierra Health Services, Inc.
Delegation of Authority Policy

STATEMENT OF PURPOSE

The following Financial Compliance Controls DQG Delegation of Authority Protocol (the “Policy”) shall be implemented for Sierra Health Services, Inc. and its subsidiaries (“Sierra”).

The purpose of this Policy is to ensure that Sierra complies with UnitedHealth Group Incorporated’s (“UHG” or the “Company”) policies and procedures relating to compliance with the Sarbanes-Oxley Act, Delegation of Authority principles and other applicable laws and regulations.

This Policy is in place to ensure that all employees follow certain standards and rules when making decisions about binding UHG to a specific course of action, and when making payments on behalf of the Company. The Policy has two components:

- **Binding Authority:** Binding authority is the authority to approve a transaction committing the Company, including any of its businesses, to a current or future action with potential legal, financial, compliance, strategic, or operational implications. This includes, among other things, contracts, contract amendments, contract addendums, master services agreements, binding requests for proposal, and any other agreement creating a commitment for UHG.

- **Payment Authority:** Payment authority is the ability to approve invoices or otherwise pay third parties (e.g., check or wire transfer) with Company funds.

DELEGATED AUTHORITY LEVELS

Corporate and Segment management have the authority to act, enter into agreements and bind the Company for routine transactions relevant to their business. Authority is formally delegated down through the organization, starting with the CEO of UHG, then to the CEO’s direct reports, and then through leadership into the Segments, and Functional Areas. Authority is delegated through the organization based on titles, roles or positions. Sierra Health Services, Inc. and its subsidiaries (“Sierra”) have binding authority as follows:

Category	Class	Authority
Administration	Community Giving Commitments	Authorized
	Human Capital	Authorized
	Political Contributions	Authorized
Compliance	Legal Agreements	Authorized
	Litigation	Authorized
	Provider Settlements (non-litigation)	Authorized
	Regulatory	Authorized
Finance	Capital Structure	No Authorization
	Financial Arrangements/ Transactions	Authorized
	Insurance	Authorized
	Investments	Authorized
	Real Estate & Facilities Services	Authorized
	Reinsurance	No Authorization
	Securities/Dividends	Authorized
	Tax	Authorized
Governance	Independent External Auditor Services (includes non-audit)	No Authorization
	Internal Auditor Services	No Authorization
Operations*	Customer Agreements	Authorized
	InterSegment Agreements	Authorized
	Management Agreements	Authorized
	Provider Network	Authorized
	Purchasing/Supplier Management Agreements	Authorized
Strategic	External Relationships	Authorized
	M&A	Authorized
	New Lines of Business Not Affecting Any Licensed/Regulated Entity	Authorized
	New Lines of Business Affecting Any Licensed/Regulated Entity	No Authorization
	New Lines of Business Not Affecting Any Licensed/Regulated Entity	________________

* Vendor agreements at any dollar amount that include PHI, PCI, PI or other data security risk components, must be managed by Enterprise Sourcing and Procurement (ES&P) and follow existing standard Delegation of Binding Authority approval schedules, which include review and sign-off by ES&P (UHG Corporate Procurement).

The binding approval levels delegated to Sierra for Customer Agreements are as follows:

Type of Customer Agreement	Approval Limits	Approver
State-Related Health Agency RFPs, Bids and Agreements, Other Business Exceptions	<$300 Million	Sierra CEO or COO
State-Related Health Agency RFPs, Bids and Agreements, Other Business Exceptions	>$300 Million	Sierra Board of Directors
Commercial Customer Binding RFPs and Customer Agreements	<$250 Million	Sierra CEO or COO
Commercial Customer Binding RFPs and Customer Agreements	>$250 Million	Sierra Board of Directors
Medicare & CMS Agreements and Business Plan Exceptions	<$300 Million	Sierra CEO or COO
Medicare & CMS Agreements and Business Plan Exceptions	>$300 Million	Sierra Board of Directors

The table below sets forth, for all types of transactions other than the Customer Agreements described above, the binding approval levels delegated to Sierra. The table below also sets forth the payment approval levels for all transactions undertaken by Sierra.

Title (all titles are for the UHC Nevada Market)	Approval Limit
Sierra Health Services, Inc. Board of Directors	>5,000,000
President/CEO	5,000,000
Sr Vice President & COO	2,000,000
Sr Executive Vice President, Legal	1,000,000
Sr Vice President, Information Systems & CIO	250,000
Sr. Vice President, Provider Relations	250,000
Sr Vice President, Clinical Operations	250,000
Chief Medical Officer & Pharmacy Director	250,000
Sr. Vice President, Sales & Marketing	250,000
Vice President, Operations	250,000
Vice President, Vice President, Medical Affairs	250,000
Assistant General Counsel, Legal	250,000
Chief Financial Officer, Finance	250,000

Vice President, Client Services	125,000
Sr Vice President, Human Resources Operations	125,000
Sr. Vice President, Public & Community Relations	125,000
Chief Actuary, Actuarial Services	100,000
Assistant Vice President, Tax Services	100,000

All other employees Grade 29 and above will follow UHG's approval limits for payment authority. Any approval limit changes will follow the sub-delegation procedures.

Binding approval is limited to authorized categories and classes listed in the table on page 2 of this policy. For binding authority, these approval limits are for annual dollar amounts of the binding document.

INTER-COMPANY TRANSACTIONS

For purposes of this policy, transactions with another Segment or business unit within UHG should be treated the same as any other transaction. Consequently, an employee who does not have authority to enter into an agreement with a third party does not have authority to enter into an agreement with another Segment or business unit, unless the policy specifically provides otherwise.

> **Important Note:** In many cases, state insurance regulations require an entity to obtain approval from State Insurance departments for any inter-company agreements or amendments and material transactions between UnitedHealth Group subsidiaries when one of the subsidiaries is an HMO, insurance company or other licensed entity, in advance of the effective date of any such transaction. Contact your Legal Department for assistance with any arrangements that may fall into this category.

SUB-DELEGATION

When a Transaction Approver (as described above or in the UHG Delegation of Authority Schedule) will be unavailable or determines that a subordinate should have binding authority capacity given that individual's position and the need to execute business efficiently, the Transaction Approver with binding authority may sub-delegate his or her authority to another person within their reporting structure. All sub-delegations must be to an individual, and submitted for approval to the Office of Ethics and Integrity using the submission process through the Delegation of Binding Authority website. A sub-delegation is not effective until a sub-delegation request submitted via the website has been:

1. Completed by a proposed grantor, proposed grantee, or other person acting on behalf of the proposed grantor or grantee; and
2. Submitted to and approved by the Ethics & Integrity Office.

The Sub-Delegation approval will be stored in the Delegation of Binding Authority application on the website as a matter of record. No other sub-delegations will be considered effective.

APPROVAL CONSIDERATIONS

In addition to the requirements set forth in this policy, there may be other functional or business unit or departmental policies, procedures or operational directives that apply to a given transaction and that require additional reviewers or signoffs, and Transaction Approvers may also have individual formal or informal processes or procedures required to be met prior to such Transaction Approver's approval of a transaction.

This policy applies both to domestic and international activities and transactions. For determining approval amount thresholds for binding authority in non-U.S. countries, please refer to the currency conversion table on the UHG Delegation of Binding Authority website.

This policy applies to master agreements and statements of work with suppliers for approved enterprise programs, which include, but are not limited to purchasing transactions such as office supplies, contract labor, software, hardware, telecommunications and maintenance renewals. Approval for these agreements and statements of work should be based on the expected levels of spend during the term of the agreement or statement of work.

Individual transactions procured under these approved procurement programs do not require separate delegation of authority approvals. These transactions should follow established Sierra or UHG business processes and policies. Approval of purchase orders and non-purchase order invoices for these transactions will be subject to the delegation of payment authority policy before payment is released to the supplier.

All renewals of contracts and commitments (other than auto-renewing contracts or commitments) require approval by the same Transaction Approvers who would be required to approve the contract or commitment if it were a new contract or commitment. In addition, significant amendments to contracts or commitments (such as term, cost, spend, revenue or other amendments that change UnitedHealth Group's risk) require approval by the same Transaction Approvers who would be required to approve the contract or commitment if it were a new contract or commitment.

APPROVAL EVIDENCE AND RETENTION

Transaction Approvals must be documented in writing and retained by a Transaction Approver or his/her designee. Written approval is required, which approval may be documented via an e-mail, memo, letter, the *Transaction Approval Form (Optional) (Appendix B),* the *Binding Authority Approval Forms* for Enterprise Sourcing & Procurement transactions *(Appendices C-1 and C-2),* or other written documentation.

All employees are expected to be familiar with the Delegation of Authority requirements applicable to their area. Periodic reviews and audits to determine compliance with the Delegation of Authority Policy will be conducted or overseen by the Office of Ethics & Integrity. Review findings or other issues related to compliance will be escalated to the appropriate senior management and communicated to the impacted business area for remediation.

OTHER

Consistent with UHG's Sarbanes-Oxley, Delegation of Binding Authority and related compliance policies and procedures, the foregoing policy is intended to give UHG's approval authority with respect to transactions or actions committing Sierra to a current or future action with potential legal, compliance or material financial implications. This authority, except as required for compliance with policies and procedures related to compliance with laws and regulations, shall not be utilized to unduly influence, direct or control the management of Sierra with regard to any aspect of its operations, and shall be implemented so as to ensure that the management of Sierra acts to maintain its current marketplace approach, including but not limited to, claims payment and claims adjudication practices and providing services to Nevada's underserved communities, including Medicare and Medicaid markets, and the offering and renewing of individual and small group products.

Position	Name	Amount	Entity
Sierra Health Services, Inc. Board of Directors	Refer to Officer/Directors List	$ 5,000,000	HPN and SHL
President, CEO	Donald J. Giancursio	$ 5,000,000	HPN and SHL
Sr Vice President & COO	Vacant	$ 2,000,000	HPN and SHL
Sr Executive Vice President, Legal	Closed Position	$ 1,000,000	HPN and SHL
Sr Vice President, Information Systems & CIO	Michael A. Ehlman	$ 250,000	HPN and SHL
Sr Vice President, Provider Relations	Jean McFarlane	$ 250,000	HPN and SHL
Sr Vice President, Clinical Operations	Closed Position	$ 250,000	HPN and SHL
Chief Medical Officer & Pharmacy Director	Dr. Laurine Tibaldi	$ 250,000	HPN and SHL
Vice President, Sales and Account Management	Shaun Schoener	$ 250,000	HPN and SHL
Sr Vice President, Operations	Kyle E. Clingo	$ 250,000	HPN and SHL
Vice President, Medical Affairs	Closed Position	$ 250,000	HPN and SHL
Senior Associate General Counsel, Legal	Glen W. Stevens	$ 250,000	HPN and SHL
Chief Financial Officer, Finance	David John Myers	$ 250,000	SHL
Chief Financial Officer, Finance	Susan Vogel	$ 250,000	HPN
Vice President, Client Services	Closed Position	$ 125,000	HPN and SHL
Sr. Vice President, Human Resources Operations	Closed Position	$ 125,000	HPN and SHL
Sr. Vice President, Public & Community Relations	Closed Position	$ 125,000	HPN and SHL
Chief Actuary, Actuarial Services	Greg L. Peters	$ 100,000	HPN and SHL
Assistant Vice President, Tax Services	Closed Position	$ 100,000	HPN and SHL

CERTIFICATE OF AMENDMENT
STOCK CORPORATION
Office of the Secretary of the State

MAILING ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
P.O. Box 150470
Hartford, CT 06115-0470
860-509-6003

DELIVERY ADDRESS:
Commercial Recording Division
Connecticut Secretary of the State
30 Trinity Street
Hartford, CT 06106
860-509-6003

Space For Office Use Only

FILING #0003824275 PG 01 OF 03 VOL B-01230
FILED 12/04/2008 04:00 PM PAGE 01202
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

1. NAME OF CORPORATION

United HealthCare Insurance Company

2. THE CERTIFICATE OF INCORPORATION IS (check A, B or C)

_x_ A. AMENDED

___ B. RESTATED

___ C. AMENDED AND RESTATED

The restated certificate consolidates all amendments into a single document.

3. TEXT OF EACH AMENDMENT / RESTATEMENT

Article 1. The name of the corporation is UnitedHealthcare Insurance Company
This Certificate of Amendment for amending the Articles of Incorporation shall be effective December 31, 2008.

(Please reference an 8 1/2 X 11 attachment if additional space is needed)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

4. VOTE INFORMATION (check A, B or C)

x A. The amendment was approved by shareholders in the manner required by sections 33-600 to 33-998 of the Connecticut General Statutes, and by the Certificate of Incorporation.

____ B. The amendment was approved by the incorporators. No shareholder approval was required.

____ C. The amendment was approved by the board of directors. No shareholder approval was required.

5. EXECUTION

Dated this 29th day of October, 20 08.

Allen J. Sorbo	President and CEO	
Print or type name of signatory	Capacity of signatory	Signature

Revised 1/2008

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FILED 12/04/2008 04:00 PM PAGE 01204
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that the Amendment to the Articles of Incorporation amending the Corporation's name as adopted by the Board of Directors on September 15, 2008, whereby the Corporate name United HealthCare Insurance Company is changed to UnitedHealthcare Insurance Company, effective December 31, 2008, is approved.

Witness my hand and official seal, at HARTFORD,

this 21st day of November, 2008

Insurance Commissioner

FILING #0004557077 PG 01 OF 07 VOL B-01627
FILED 03/27/2012 03:00 PM PAGE 02093
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER

OF

AT LEAST 90% OWNED SUBSIDIARY

1. The name of the parent corporation is UnitedHealthcare Insurance Company, a corporation organized and existing under the laws of the State of Connecticut and the name of the subsidiary corporation is UnitedHealthcare Insurance Company of Ohio, a corporation organized and existing under the laws of the State of Ohio.

2. The name of the surviving corporation in the merger is UnitedHealthcare Insurance Company, a corporation organized and existing under the laws of the State of Connecticut.

3. The date the merger will be effective is 4/2/2012.

4. The Plan of Merger was approved by resolution adopted by the board of directors of UnitedHealthcare Insurance Company
(Name of Parent Corporation)

5. The approval of the shareholders of the merging corporations was not required.

6. No amendment is made to the charter of the surviving corporation as part of the merger.*

(Include the following for each foreign constituent corporation)

7. UnitedHealthcare Insurance Company of Ohio has duly authorized the Plan of Merger and the performance of its terms by all action required by the law of the State Ohio under which it is organized and by its certificate of incorporation.

Dated: 3/22/2012

UnitedHealthcare Insurance Company

(Parent Corporation)

BY [signature]
(Authorized Officer)
Jeffrey Alter, President

UnitedHealthcare Insurance Company of Ohio

(Subsidiary Corporation)

BY
(Authorized Officer)
Robert Falkenberg, President and Chief Executive Officer

(*The only allowable amendments are those which directors are authorized to make without shareholder approval, as listed in Sec. 33-796.)

[illegible]

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FILED 03/27/2012 03:00 PM PAGE 02094
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER

OF

AT LEAST 90% OWNED SUBSIDIARY

1. The name of the parent corporation is UnitedHealthcare Insurance Company, a corporation organized and existing under the laws of the State of Connecticut and the name of the subsidiary corporation is UnitedHealthcare Insurance Company of Ohio, a corporation organized and existing under the laws of the State of Ohio.

2. The name of the surviving corporation in the merger is UnitedHealthcare Insurance Company, a corporation organized and existing under the laws of the State of Connecticut.

3. The date the merger will be effective is 4/2/2012.

4. This Plan of Merger was approved by resolution adopted by the board of directors of
UnitedHealthcare Insurance Company
(Name of Parent Corporation)

5. The approval of the shareholders of the merging corporations was not required.

6. No amendment is made to the charter of the surviving corporation as part of the merger.*

(Include the following for each foreign constituent corporation)

7. UnitedHealthcare Insurance Company of Ohio has duly authorized the Plan of Merger and the performance of its terms by all action required by the law of the State Ohio under which it is organized and by its certificate of incorporation.

Dated: 3/22/2012

UnitedHealthcare Insurance Company
(Parent Corporation)

BY ______________________
(Authorized Officer)
Jeffrey Alter, President

UnitedHealthcare Insurance Company of Ohio
(Subsidiary Corporation)

BY Robert Falkenberg
(Authorized Officer)
Robert Falkenberg, President and Chief Executive Officer

(*The only allowable amendments are those which directors are authorized to make without shareholder approval, as listed in Sec. 33-796.)

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Exhibit A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Agreement") is entered into as of June 15, 2011, by and between UnitedHealthcare Insurance Company of Ohio, an Ohio corporation ("UHICOH") and UnitedHealthcare Insurance Company, a Connecticut corporation ("UHIC").

WHEREAS, UHIC and UHICOH desire to merge into a single corporation as hereinafter specified.

NOW THEREFORE, the parties to the Agreement, in consideration of the mutual covenants, agreements, and provisions hereinafter contained do hereby prescribe the terms and conditions of said merger and the mode of carrying the same into effect as follows:

FIRST, at the Effective Time (as defined below), UHICOH will be merged with and into UHIC, and UHIC shall continue as the surviving corporation, pursuant to the terms and conditions of this Agreement and in accordance with applicable provisions of law.

SECOND, the Articles of Incorporation of UHIC, which is the surviving corporation, as heretofore amended and as in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

THIRD, the manner and basis of converting the outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

(a) At the Effective Time, the outstanding shares of UHICOH, all of which are owned by UHIC, shall be cancelled (along with the certificates representing same) and all rights in respect of shall thereupon cease to exist.

(b) At the Effective Time, each share of UHIC which is outstanding immediately prior to the merger shall continue to be outstanding and shall be one share of the capital stock of the surviving corporation.

FOURTH, the terms and conditions of the merger are as follows:

(a) The bylaws of UHIC as they shall exist on the effective date of this Merger shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended or repealed as therein provided.

(b) The directors and officers of UHIC shall continue in office as the directors and officers of the surviving corporation until the next annual meeting of shareholders and until their successors shall have been elected and qualified.

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SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

Exhibit A

(c) The merger shall become effective (the "Effective Time") on July 31, 2011 or such later date as certificates of merger (or their equivalents) are filed with the Secretaries of State (or their equivalents) of each of Connecticut and Ohio.

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the date and year first above written.

UNITEDHEALTHCARE INSURANCE COMPANY

By: ______________________
Name: Allen J. Sorbo
Title: Chief Executive Officer and President

UNITEDHEALTHCARE INSURANCE COMPANY OF OHIO

By: ______________________
Name: Robert C. Falkenberg
Title: Chief Executive Officer and President

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FILED 03/27/2012 03:00 PM PAGE 02098
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the parties to this Agreement have caused this Agreement to be duly executed as of the date and year first above written.

UNITEDHEALTHCARE INSURANCE COMPANY

By:____________________
Name: Allen J. Sorbo
Title: Chief Executive Officer and President

UNITEDHEALTHCARE INSURANCE COMPANY OF OHIO

By: Robert C. Falkenberg
Name: Robert C. Falkenberg
Title: Chief Executive Officer and President

FILING #0004557077 PG 07 OF 07 VOL B-01627
FILED 03/27/2012 03:00 PM PAGE 02099
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that the Plan of Merger dated June 15, 2011 between UnitedHealthcare Insurance Company of Ohio, an Ohio domiciled Company, and UnitedHealthcare Insurance Company, a Connecticut domiciled Company, whereby UnitedHealthcare Insurance Company of Ohio will merge with and into UnitedHealthcare Insurance Company with UnitedHealthcare Insurance Company being the surviving corporation is approved.

Witness my hand and official seal, at HARTFORD,

this 21st day of March, 2012

Insurance Commissioner

EXHIBIT B

BYLAWS
OF
UNITEDHEALTHCARE INSURANCE COMPANY

ARTICLE I
OFFICES, CORPORATE SEAL

Section 1.01. Registered Office. The registered office of the corporation in Connecticut shall be that set forth in the Certificate of Incorporation or in the most recent amendment of the Certificate of Incorporation or in a statement of change filed with the Secretary of State of Connecticut changing the registered office.

Section 1.02. Other Offices. The corporation may have such other offices, within or without the State of Connecticut, as the directors shall, from time to time, determine.

Section 1.03. Corporate Seal. The corporation shall have no seal.

ARTICLE II
MEETINGS OF STOCKHOLDERS

Section 2.01. Place and Time of Meetings. All meetings of the stockholders shall be held at such place as may be designated from time to time by the Board of Directors and, in the absence of such designation, shall be held at the principal executive office of the corporation. The directors shall designate the time of day for each meeting of the stockholders and, in the absence of such designation, every meeting of stockholders shall be held at ten o'clock a.m. local time at the place of such meeting. Notwithstanding the foregoing, the Board of Directors may authorize that stockholders of any class or series may participate in any meeting of the stockholders by means of remote communication.

Section 2.02. Annual Meetings. Unless directors are elected by written consent in lieu of an annual meeting, the corporation shall hold annual meetings of stockholders on such date and at such time as shall be designated from time to time by the Board of Directors. If an annual meeting is held, then at such meeting the stockholders shall elect a Board of Directors and transact such other business as may properly be brought before the meeting.

Section 2.03. Special Meetings. Special meetings of the stockholders, called by the Board of Directors, the Chief Executive Officer, or the stockholders as permitted under the Connecticut Business Corporation Act, may be held at any time and for any purpose or purposes, unless otherwise prescribed by statute. Business transacted at any special meeting of stockholders shall be limited to the purposes stated in the notice thereof (except to the extent that such notice is waived or is not required as provided in the Connecticut Business Corporation Act).

Section 2.04. Quorum; Adjourned Meetings. Stockholders may take action on a matter at a meeting only if a quorum exists with respect to that matter. Except as otherwise provided by statute or by the Certificate of Incorporation, the holders of a majority of the shares entitled to vote at the meeting, and who are present in person or represented by proxy, shall constitute a quorum at all meetings of the stockholders for the transaction of business. Where a separate vote by a class or series or classes or series is required, a majority of the outstanding shares of such class or series or classes or series, present in person or represented by proxy, shall constitute a quorum entitled to take action with respect to that vote on that matter. Once a share is represented for any purpose at a meeting (other than solely to object (1) to holding the meeting or transacting business at the meeting, or (2) (if it is a special meeting) to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice), it is deemed present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date is or must be set for the adjourned meeting. The holders of a majority of the voting shares represented at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Section 2.05. Voting. Unless otherwise provided in the Connecticut Business Corporation Act or in the corporation's Certificate of Incorporation, and subject to the other provisions of these Bylaws, each stockholder shall be entitled to one vote on each matter, in person or by proxy, for each share of the corporation's capital stock that has voting power and that is held by such stockholder. Cumulative voting shall not be allowed in the election of directors or for any other reason. No proxy shall be voted or acted upon after eleven months from its date, unless the proxy provides for a longer period. A duly executed appointment of proxy shall be irrevocable if the appointment form states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

Section 2.06. Required Vote. When a quorum is present at any meeting of stockholders, all matters shall be determined, adopted and approved by the affirmative vote (which need not be by ballot) of the holders of a majority of the shares present in person or represented by proxy at the meeting and entitled to vote with respect to the matter, unless the proposed action is one upon which, by express provision of statutes or of the Certificate of Incorporation, a different vote is specified and required, in which case such express provision shall govern and control with respect to that vote on that matter. If the Certificate of Incorporation provides for more or less than one vote for any share, on any matter, every reference in these Bylaws to a majority or other proportion of stock, voting stock or shares shall refer to a majority or other proportion of the votes of such stock, voting stock or shares. Where a separate vote by a class or classes is required, the affirmative vote of the holders of a majority of the shares of such class or classes present in person or represented by proxy at the meeting shall be the act of such class. Notwithstanding the foregoing, directors shall be elected by a plurality of the votes of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Section 2.07. Record Date. In order that the corporation may determine the stockholders entitled to notice of or to vote at any meeting of stockholders, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty days nor less than ten days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining stockholders entitled to notice of or to vote at a meeting of stockholders shall be the close of business on the second business day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of stockholders of record entitled to notice of or to vote at a meeting of stockholders shall apply to any adjournment of the meeting, unless the Board of Directors fixes a new record date for the adjourned meeting, which it must do if the meeting is adjourned to a date more than one hundred twenty days after the date fixed for the original meeting.

In order that the corporation may determine the stockholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than ten days after the date upon which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by the Connecticut Business Corporation Act, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the corporation in the manner prescribed by Section 33-603 of the Connecticut Business Corporation Act. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by the Connecticut Business Corporation Act, the record date for determining stockholders entitled to consent to corporate action in writing without a meeting shall be at the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

Section 2.08. List of Stockholders. After the record date for a meeting of stockholders has been fixed, the officer who has charge of the stock ledger of the corporation shall make a list of all stockholders entitled to notice of the meeting and entitled to vote at the meeting, arranged in alphabetical order and showing the address of each stockholder (but not the electronic mail address or other electronic contact information, unless the Board of Directors so directs) and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder for any purpose germane to the meeting beginning two business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, during ordinary business hours, at the principal place of business of the corporation. Such list shall also, for the duration of the meeting, be produced and kept open to the examination of any stockholder who is present at the time and place of the meeting. If any stockholders are authorized to attend the meeting by means of remote communication, then such list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting.

Section 2.09. Notice of Meetings. Notice of any meeting of stockholders, stating the place, if any, date and hour of the meeting, the means of remote communication, if any, by which stockholders and proxyholders may be deemed to be present in person and vote at such meeting, and (if it is a special meeting) the purpose or purposes for which the meeting is called, shall be given to each stockholder entitled to vote at such meeting not less than ten nor more than sixty days before the date of the meeting (except to the extent that such notice is waived or is not required as provided in the Connecticut Business Corporation Act). Such notice shall be given in accordance with, and shall be deemed effective as set forth in, Section 33-603 (or any successor section or sections) of the Connecticut Business Corporation Act.

Section 2.10. Waiver of Notice. Whenever the giving of any notice is required by statute, the Certificate of Incorporation or these Bylaws, a written waiver thereof signed by the person or persons entitled to said notice, or a waiver thereof by electronic transmission by the person entitled to said notice, delivered to the corporation, whether before or after the event as to which such notice is required, shall be deemed equivalent to notice. Attendance of a stockholder at a meeting shall constitute a waiver of notice (1) of such meeting, except when the stockholder at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (2) (if it is a special meeting) of consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the stockholder objects to considering the matter at the beginning of the meeting.

Section 2.11. Written Action. Any action required or permitted to be taken at a stockholders' meeting may be taken without a meeting, without prior notice and without a vote, if the action is taken by all stockholders entitled to vote on the action. The action must be evidenced by one or more written consents bearing the date of signature and describing the action taken, signed by the stockholders entitled to take action without a meeting, and delivered to the corporation for inclusion in the minute book. A telegram, cablegram or other electronic transmission, including e-mail, consenting to such action and transmitted by a stockholder or proxyholder, or by a person or persons authorized to act for a stockholder or proxyholder, shall be deemed to be written, signed and dated for the purposes of this Section 2.11, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the corporation can determine (1) that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxyholder or by a person or persons authorized to act for the stockholder or proxyholder and (2) the date on which such stockholder or proxyholder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is delivered to the corporation in accordance with Section 33-603 of the Connecticut Business Corporation Act.

Section 2.12. Remote Communication. If authorized by the Board of Directors, and subject to such guidelines as the Board of Directors may adopt, stockholders and proxyholders not physically present at a meeting of stockholders may, by means of remote communication, participate in a meeting of stockholders and be deemed present in person and vote at such meeting whether such meeting is held at a designated place or solely by means of remote communication, provided that (1) the corporation implements reasonable measures to verify that each person deemed present and permitted to vote at the meeting by means of remote communication is a stockholder or proxyholder, (2) the corporation implements reasonable measures to provide such stockholders and proxyholders a reasonable opportunity to participate in the meeting and to vote on matters submitted to the stockholders, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with such proceedings, and (3) if any stockholder or proxyholder votes or takes other action at the meeting by means of remote communication, a record of such vote or other action is maintained by the corporation.

ARTICLE III
DIRECTORS

Section 3.01. General Powers. The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, subject to any limitation set forth in the Certificate of Incorporation or as otherwise may be provided in the Connecticut Business Corporation Act.

Section 3.02. Number. The number of directors of the corporation shall be determined from time to time by the Board of Directors but in no case shall the number of directors be less than one.

Section 3.03. Nomination and Term of Office. The Board of Directors shall nominate candidates to stand for election as directors; and other candidates also may be nominated by any corporation stockholder, provided such other nomination(s) are submitted in writing to the Secretary of the corporation, or such other officer of the corporation as may be designated by the Board of Directors, no later than ninety days prior to the meeting of stockholders at which such directors are to be elected, together with the identity of the nominator and the number of shares of the corporation's stock owned, directly or indirectly, by the nominator. The directors shall be elected at the annual meeting of the stockholders, except as provided in Section 3.08 hereof, and each director elected shall hold office until such director's successor is elected and qualified or until the director's earlier death, resignation or removal. Directors need not be stockholders.

Section 3.04. Board Meetings. Regular meetings of the Board of Directors may be held without notice at such time and at such place as shall from time to time be determined by the Board of Directors. Special meetings of the Board of Directors may be called by any director on one day's notice to each other director, either personally or by telephone, express delivery service (so that the scheduled delivery date of the notice is at least one day in advance of the meeting), telegram, facsimile transmission, electronic mail (effective when directed to an electronic mail address of the director), or other electronic transmission, as defined in Section 33-603 (or any successor section) of the Connecticut Business Corporation Act (effective when directed to the director), and on five days' notice by mail (effective upon deposit of such notice in the mail). The notice need not describe the purpose of a special meeting.

Section 3.05. Waiver of Notice. A director may waive any notice required by statute, the Certificate of Incorporation or these Bylaws before or after the date and time stated in the notice. Except as set forth below, the waiver must be in writing, signed by the director entitled to the notice, or made by electronic transmission by the director entitled to the notice, and delivered to the corporation for inclusion in the minute book. Notwithstanding the foregoing, a director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director, at the beginning of the meeting, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Section 3.06. Quorum. A majority of the directors holding office immediately prior to a meeting of the Board of Directors shall constitute a quorum for the transaction of business at such meeting. The vote of a majority of the directors present at any meeting at which there is a quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by statute or by the Certificate of Incorporation or by these Bylaws.

Section 3.07. Remote Communications. Members of the Board of Directors may participate in a meeting of the Board of Directors by any communication by means of which all participating directors can simultaneously hear each other during the meeting. A director participating in a meeting by this means is deemed to be present in person at the meeting.

Section 3.08. Vacancies; Newly Created Directorships. Vacancies and newly created directorships resulting from any increase in the authorized number of directors may be filled by (i) the stockholders, (ii) the affirmative vote of a majority of the directors then in office, although fewer than a quorum, or (iii) by a sole remaining director. The previous sentence notwithstanding, whenever the holders of any class or classes of stock or series thereof are entitled to elect one or more directors by the provisions of the Certificate of Incorporation, vacancies and newly created directorships of such class or classes or series may be filled by (i) the holders of such class or classes of stock or series thereof, (ii) the affirmative vote of a majority of the directors elected by such class or classes or series thereof then in office, or (iii) by a sole remaining director so elected. Each director so chosen shall hold office until the next election of directors of the class to which such director was appointed, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal. In the event that one or more directors resign from the Board of Directors, effective at a future date, the stockholders or a majority of the directors then in office, including those who have so resigned, shall have power to fill such vacancy or vacancies, the vote thereon to take effect when such resignation or resignations shall become effective, and each director so chosen shall hold office until the next election of directors, and until such director's successor is elected and qualified, or until the director's earlier death, resignation or removal.

Section 3.09. Removal. Any or all of the directors may be removed from office at any time, with or without cause, in accordance with Section 33-742 of the Connecticut Business Corporation Act.

Section 3.10. Written Action. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors. The action must be evidenced by one or more consents in writing or by electronic transmission describing the action taken, signed by each director, and delivered to the corporation for inclusion in the minute book.

Section 3.11. Committees. The Board of Directors may designate one or more committees, each committee to consist of one or more directors. The Board of Directors may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present and not disqualified from voting, whether or not such member or members constitute a quorum, may, by unanimous vote, appoint another member of the Board of Directors to act at the meeting in the place of such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the corporation; but no such committee shall have the power or authority in reference to approving or adopting, or recommending to the stockholders, any action or matter expressly required by the Connecticut Business Corporation Act to be submitted to stockholders for approval or adopting, amending or repealing any Bylaw of the corporation; fill any vacancies on the board of directors or on any of its committees except as described above; and unless the resolution designating the committee so provides according to a formula or method, no such committee shall have the power or authority to declare a dividend, to authorize the issuance of stock, or to adopt a certificate of ownership and merger. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. Each committee shall keep regular minutes of its meetings and report the same to the Board of Directors, when required. Unless otherwise specified in the resolution of the Board of Directors appointing the committee, all provisions of the Connecticut Business Corporation Act and these Bylaws relating to meetings, action without meetings, notice (and waiver thereof), and quorum and voting requirements of the Board of Directors apply, as well, to such committees and their members. Unless otherwise provided in the Certificate of Incorporation, these Bylaws, or the resolution of the Board of Directors designating the committee, a committee may create one or more subcommittees, each subcommittee to consist of one or more members of the committee, and delegate to a subcommittee any or all of the powers and authority of the committee.

Section 3.12. Compensation. The Board of Directors shall from time to time determine the amount and type of compensation to be paid to directors for their service on the Board of Directors and its committees. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore.

ARTICLE IV
OFFICERS

Section 4.01. Offices Created; Election. The corporation shall have such officers as the Board of Directors, the Chief Executive Officer, if any, or the President, if any, from time to time may elect; provided, however, that the Chief Executive Officer and the President shall be elected by the Board of Directors. Any number of offices or functions of those offices may be held or exercised by the same person. The Board of Directors, the Chief Executive Officer or the President may elect officers at any time.

Section 4.02. Term of Office. Each officer shall hold office until his or her successor has been elected and qualified, unless a different term is specified at the time such officer is elected, or until his or her earlier death, resignation or removal.

Section 4.03. Removal of Officers. Any officer may be removed from office at any time, with or without cause, by the Board of Directors, the Chief Executive Officer or the President; provided, however, that the Chief Executive Officer or the President shall be removed only by the Board of Directors.

Section 4.04. Resignation. An officer may resign at any time by giving written notice to the corporation. A resignation will be effective upon its receipt by the corporation unless the resignation specifies that it is to be effective at some later time or upon the occurrence of some specified later event.

Section 4.05. Vacancies. A vacancy in any office may be filled by the Board of Directors, the Chief Executive Officer or the President; provided, however, that any vacancy in the office of Chief Executive Officer shall be filled, if at all, by the Board of Directors.

Section 4.06. Powers. Unless otherwise specified by the Board of Directors, each officer shall have those powers and shall perform those duties that are (i) set forth in these Bylaws (if any are so set forth), (ii) specified at the time such officer is elected or in any subsequent resolution or document with respect to such officer's duties authorized by the Board of Directors, the Chief Executive Officer or the President or (iii) commonly incident to the office held. An officer elected or appointed pursuant to Section 4.01 may, without the approval of the Board of Directors, the Chief Executive Officer or the President, as applicable, delegate some or all of the duties and powers of an office to other persons.

Section 4.07. Chief Executive Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Executive Officer, if any: (i) shall have general active management of the business of the corporation; (ii) shall see that all orders and resolutions of the Board of Directors are carried into effect; and (iii) shall perform such other duties as from time to time may be assigned by the Board of Directors. If at any time the corporation does not have a President, or the President is absent, disqualified from acting, unable to act or refuses to act, then the Chief Executive Officer shall have the powers and authority of the President under the Connecticut Business Corporation Act and these Bylaws.

Section 4.08. Chief Financial Officer. Unless provided otherwise by a resolution adopted by the Board of Directors, the Chief Financial Officer, if any: (i) shall cause to be kept accurate financial records for the corporation; (ii) shall render to the Chief Executive Officer, the President and the Board of Directors, whenever requested, an account of all the transactions and of the financial condition of the corporation; and (iii) shall perform such other duties as may be prescribed by the Board of Directors, the Chief Executive Officer or the President from time to time.

Section 4.09. President. The President, if any, shall be subject to the direction and control of the Chief Executive Officer and the Board of Directors and shall have such powers and duties as the Board of Directors or the Chief Executive Officer may assign to the President. If the Chief Executive Officer is absent, disqualified from acting, unable to act or refuses to act, then the President shall have the powers of, and shall perform the duties of, the Chief Executive Officer.

Section 4.10. Vice Presidents. The Vice Presidents, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer and the President and shall have such powers and duties as the Board of Directors, the Chief Executive Officer or the President may assign to them.

Section 4.11. Treasurer. The Treasurer, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the President, and shall have such powers and duties as the Board of Directors, the Chief Executive Officer, the Chief Financial Officer or the President may assign to the Treasurer.

Section 4.12. Secretary. The Secretary, if any, shall be subject to the direction and control of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer and the President, and shall have such powers and duties as the Board of Directors, the Chief Executive Officer, the Chief Financial Officer or the President may assign to the Secretary.

Section 4.13. Other Officers. Any other officer elected by the Board of Directors, the Chief Executive Officer or the President shall have those powers and shall perform those duties that are (a) specified at the time such officer is elected or in any subsequent resolution or document with respect to such officer's duties authorized by the Board of Directors, the Chief Executive Officer or the President and (b) commonly incident to the office held.

Section 4.14. Compensation. The compensation of officers of the corporation shall be fixed by the Board of Directors or by any officer or officers authorized by the Board of Directors to prescribe the compensation of such other officers.

Section 4.15. Fidelity Bonds. The corporation may secure the fidelity of any or all of its officers or agents by bond or otherwise.

ARTICLE V
CAPITAL STOCK

Section 5.01. Certificate for Shares. The shares of the corporation shall be represented by certificates, provided that the Board of Directors may provide by resolution that some or all of any or all classes or series of the corporation's stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the corporation. Every holder of stock represented by certificates, and, if stock is issued in uncertificated form, each holder thereof, shall be entitled upon request to have a certificate (representing the number of shares registered in certificate form) signed in the name of the corporation by the Chairperson or Vice-Chairperson of the Board of Directors, or the President or Vice-President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the corporation. Any or all the signatures on the certificate may be a facsimile. In case any officer, transfer agent or registrar whose signature or facsimile signature appears on a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the corporation with the same effect as if such person were such officer, transfer agent or registrar at the date of issue.

Section 5.02. Issuance of Shares. The Board of Directors is authorized to cause to be issued shares of the corporation up to the full amount authorized by the Certificate of Incorporation in such amounts as may be determined by the Board of Directors and as may be permitted by law. No shares shall be allotted except in consideration of cash or other property, tangible or intangible, received or to be received by the corporation under a written agreement, of services rendered, or of other consideration as may be allowed under Section 33-672 of the Connecticut Business Corporation Act.

Section 5.03. Transfer of Shares. The shares of stock of the corporation shall be transferable on the books of the corporation by the holder thereof in person or by his or her attorney upon surrender for cancellation of a certificate or certificates for the same number of shares, or other evidence of ownership if no certificates shall have been issued, with an assignment and power of transfer endorsed thereon or attached thereto, duly executed, and with such proof of the validity of the signature as the corporation or its agents may reasonably require. The Board of Directors may appoint one or more transfer agents and registrars to maintain the share records of the corporation and to effect share transfers on its behalf.

Section 5.04. Stockholders of Record. The corporation shall be entitled to recognize the exclusive right of a person registered on its books as the owner of shares to receive dividends, to receive notifications, to vote as such owner, and to exercise all the rights and powers of an owner. The corporation shall not be bound to recognize any equitable or other claim to or interest in such share or shares on the part of any other person, whether or not it shall have express or other notice thereof, except as otherwise may be provided by the Connecticut Business Corporation Act.

Section 5.05. Loss of Certificates. Any stockholder claiming a certificate for shares to be lost, stolen or destroyed shall make an affidavit of that fact in such form as the Board of Directors shall require and shall, if the Board of Directors so requires, give the corporation a bond of indemnity in form, in an amount, and with one or more sureties satisfactory to the Board of Directors, to indemnify the corporation against any claim which may be made against it on account of the certificate alleged to have been lost, stolen or destroyed or on account of the reissue of such certificate, whereupon a new certificate may be issued in the same tenor and for the same number of shares as the one alleged to have been lost, stolen or destroyed.

ARTICLE VI
DIVIDENDS

Section 6.01. Declaration of Dividends. Subject to the provisions of the Certificate of Incorporation, of these Bylaws, and of law, the Board of Directors may declare dividends whenever, and in such amounts as, in its opinion, are deemed advisable.

Section 6.02. Entitled Stockholders. In order that the corporation may determine the stockholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the stockholders entitled to exercise any rights in respect of any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty days prior to such action. If no record date is fixed, the record date for determining stockholders for any such purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

ARTICLE VII
INDEMNIFICATION AND INSURANCE

Section 7.01. Authorization of Indemnification. Each person who was or is a party or is threatened to be made a party to or is involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative and whether by or in the right of the corporation or otherwise (a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, including service with respect to an employee benefit plan, shall be (and shall be deemed to have a contractual right to be) indemnified and held harmless by the corporation (and any successor to the corporation by merger or otherwise) to the fullest extent authorized by, and subject to the conditions and procedures set forth in, the Connecticut Business Corporation Act, as the same exists or may hereafter be amended (but any such amendment shall not be deemed to limit or prohibit the rights of indemnification hereunder for past acts or omissions of any such person insofar as such amendment limits or prohibits the indemnification rights that said law permitted the corporation to provide prior to such amendment), against all expenses, liabilities and losses (including attorneys' fees, judgments, fines, ERISA taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith; provided, however, that the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person (except for a suit or action pursuant to Section 7.02 hereof) only if such proceeding (or part thereof) was authorized by the Board of Directors. Persons who are not directors or officers of the corporation and are not so serving at the request of the corporation may be similarly indemnified in respect of such service to the extent authorized at any time by the Board of Directors. The indemnification conferred in this Section 7.01 also shall include the right to be paid by the corporation (and such successor) the expenses (including attorneys' fees) incurred in the defense of or other involvement in any such proceeding in advance of its final disposition; provided, however, that if and to the extent the Connecticut Business Corporation Act requires, the payment of such expenses (including attorneys' fees) incurred by a director or officer in advance of the final disposition of a proceeding shall be made only if the director or officer delivers to the corporation (i) a signed written affirmation of the director's or officer's good faith belief that the relevant standard of conduct has been met, and (ii) a signed written undertaking to repay any funds advanced if the director or officer is not entitled to mandatory indemnification and it ultimately is determined that the director or officer has not met the relevant standard of conduct. The undertaking must be an unlimited general obligation of the director or officer but need not be secured; provided further, that such expenses incurred by other employees and agents may be so paid in advance upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 7.02. Right of Claimant to Bring Action Against the Corporation. In order for any claimant to seek indemnification from the corporation under this Article VII, the claimant shall deliver a written claim to the Corporation specifying in reasonable detail the amount of indemnification sought and a description of the persons, dates and circumstances giving rise to the indemnification claim. If a claim under this Section 7.02 is not paid in full by the corporation within sixty days after a written claim has been received by the corporation, the claimant may at any time thereafter bring an action against the corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such action. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in connection with any proceeding in advance of its final disposition where the written affirmation and written undertaking, if any is required, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Connecticut Business Corporation Act for the corporation to indemnify the claimant for the amount claimed or is otherwise not entitled to indemnification under Section 7.01, but the burden of proving such defense shall be on the corporation. The failure of the corporation (in the manner provided under the Connecticut Business Corporation Act) to have made a determination prior to or after the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Connecticut Business Corporation Act shall not be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct. Unless otherwise specified in an agreement with the claimant, an actual determination by the corporation (in the manner provided under the Connecticut Business Corporation Act) after the commencement of such action that the claimant has not met such applicable standard of conduct shall not be a defense to the action, but shall create a presumption that the claimant has not met the applicable standard of conduct.

Section 7.03. Non-exclusivity. The rights to indemnification and advance payment of expenses provided by Section 7.01 hereof shall not be deemed exclusive of any other rights to which those seeking indemnification and advance payment of expenses may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Section 7.04. Survival of Indemnification. The indemnification and advance payment of expenses and rights thereto provided by, or granted pursuant to, Section 7.01 hereof shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director, officer, employee, partner or agent and shall inure to the benefit of the personal representatives, heirs, executors and administrators of such person.

Section 7.05. Insurance. The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability company, trust or other enterprise, against any liability asserted against such person or incurred by such person in any such capacity, or arising out of such person's status as such, and related expenses, whether or not the corporation would have the power to indemnify such person against such liability under the provisions of the Connecticut Business Corporation Act.

ARTICLE VIII
AMENDMENTS

Section 8.01. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the stockholders or by the Board of Directors at any regular meeting of the stockholders or of the Board of Directors, at any special meeting of the stockholders or of the Board of Directors or by written action by the stockholders or by the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such meeting or any notice required for such written action. The power of the Board of Directors to adopt, amend or repeal Bylaws shall not divest or limit the power of the stockholders to adopt, amend or repeal Bylaws, and a Bylaw amendment adopted by the stockholders which specifies the votes that shall be necessary for the election of directors shall not be further amended or repealed by the Board of Directors.

Any action taken or authorized by the stockholders or by the Board of Directors, which would be inconsistent with the Bylaws then in effect but is taken or authorized by a vote or written action that would be sufficient to amend the Bylaws so that the Bylaws would be consistent with such action, shall be given the same effect as though the Bylaws had been temporarily amended or suspended so far, but only so far, as is necessary to permit the specific action so taken or authorized.

ARTICLE IX
SECURITIES OF OTHER CORPORATIONS

Section 9.01. Voting Securities Held by the Corporation. Unless otherwise ordered by the Board of Directors, and subject to any limitations imposed by the Chief Executive Officer of the corporation, any elected or appointed officer of the corporation shall have full power and authority on behalf of this corporation (i) to attend any meeting of security holders of other corporations or legal entities in which this corporation may hold securities and to vote such securities on behalf of this corporation; (ii) to execute any proxy for such meeting on behalf of this corporation; or (iii) to execute a written consent or a written action in lieu of a meeting of such other corporation or legal entity on behalf of this corporation. The elected or appointed officer acting on behalf of this corporation shall possess and may exercise any and all rights and powers incident to the ownership of such securities that this corporation possesses. The Board of Directors or the Chief Executive Officer may, from time to time, grant such power and authority to one or more other persons. The corporation may rely on any instrument signed by an officer of any stockholder of the corporation as the act of such stockholder of the corporation, unless the Board of Directors or the Chief Executive Officer has knowledge that such reliance is not reasonable.

Section 9.02. Purchase and Sale of Securities. Unless otherwise ordered by the Board of Directors, and subject to any limitations imposed by the Chief Executive Officer of the corporation, any elected or appointed officer of the corporation shall have full power and authority on behalf of this corporation to purchase, sell, transfer or encumber any and all securities of any other corporation or legal entity, and may execute and deliver such documents as may be necessary to effectuate such purchase, sale, transfer or encumbrance. The Board of

Directors or the Chief Executive Officer may, from time to time, confer like powers upon any other person or persons.

ARTICLE X
GENERAL PROVISIONS

Section 10.01. Inspection of Books and Records. Any stockholder, in person or by attorney or other agent, shall, in accordance with Section 33-946 of the Connecticut Business Corporation Act and upon signed written demand, have the right during the usual hours for business to inspect and to make copies or extracts from the records of the corporation set forth in Sections 33-945(e) and 33-946(c) of the Connecticut Business Corporation Act. A stockholder, in person or by attorney or other agent, may only inspect and copy the records set forth in Section 33-946(o) of the Connecticut Business Corporation Act if (i) the demand is made in good faith and for a proper purpose, (ii) the stockholder describes with reasonable particularity the purpose and the records desired to be inspected, and (iii) the records are directly connected with the stockholder's purpose. A proper purpose shall mean a purpose reasonably related to such person's interest as a stockholder. In every instance where an attorney or other agent shall be the person who seeks the right to inspection, the demand shall be accompanied by a power of attorney or such other writing which authorizes the attorney or other agent to so act on behalf of the stockholder. The demand shall be directed to the corporation at its registered office or at its principal place of business.

Section 10.02. Reserve. The directors of the corporation may set apart, out of the funds of the corporation available for dividends, a reserve or reserves for any proper purpose and may abolish any such reserve.

Section 10.03. Fiscal Year. The fiscal year of the corporation shall be fixed by resolution of the Board of Directors.

ASSISTANT SECRETARY'S CERTIFICATE

I, Heather A. Lang Jacobsen, the undersigned, hereby certify as follows:

1. That I am an Assistant Secretary of UnitedHealthcare Insurance Company, a Connecticut corporation (the "Corporation").

2. That attached hereto as Exhibit A is a true, correct and complete copy of the Amended and Restated Articles of Incorporation of the Corporation dated December 27, 1994, Amendment dated January 1, 1997 and Amendment dated December 31, 2008.

3. That attached hereto as Exhibit B is a true, correct and complete copy of the Amended and Restated Bylaws of the Corporation dated February 20, 2013.

4. That the Amended and Restated Articles of Incorporation and Amendments and the Bylaws attached hereto have not been amended, repealed or rescinded and remain in full force and effect

IN WITNESS WHEREOF, I have hereunto set my hand this 19 day of March, 2018.

THIS CORPORATION
HAS NO SEAL

Heather A. Lang Jacobsen
Assistant Secretary

EXHIBIT A

FILING #0001508845 PG 02 OF 08 VOL B-00002
FILED 12/27/1994 10:27 AM PAGE 00284
PAULINE R. KEZER
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE
OF
REDOMESTICATION
OF
THE TRAVELERS INSURANCE COMPANY OF ILLINOIS

THE TRAVELERS INSURANCE COMPANY OF ILLINOIS (the "Company"), an Illinois corporation, in order to change its domicile to Connecticut as permitted pursuant to section 38a-58a of the General Statutes of Connecticut, certifies as follows:

1. The name of the Company is The Travelers Insurance Company of Illinois.

2. The Company was incorporated in the State of Illinois on March 24, 1972, where it has remained to this date. Except pursuant to this certificate, the Company has not attempted to change its domicile.

3. By order dated November 22, 1994, the Insurance Department of the State of Illinois has approved the Company request for a change in domicile to Connecticut in accordance with the laws of Illinois and the State of Connecticut. By letter dated November 29, 1994, the Insurance Department of the State of Connecticut approved the Company's application to redomesticate to Connecticut effective November 29, 1994.

FILING #0001508845 PG 03 OF 08 VOL B-00002
FILED 12/27/1994 10:27 AM PAGE 00285
PAULINE R. KEZER
CONNECTICUT SECRETARY OF THE STATE

4. The Company's plan to redomesticate has been approved by the Company's Board of Directors and its sole shareholder pursuant to section 33-360 of The General Statutes of Connecticut.

IN WITNESS WHEREOF, the Company has executed this Certification as of the 29th day of November, 1994, through its undersigned officers, who hereby state under penalties of false statement that the statements contained in this Certificate are correct.

[Seal]

By: [signature]
Its: Vice President

By: [signature]
Its: Assistant Secretary

MF1/41w

Send receipt to
Matthew Friedman
Counsel
The Travelers Insurance Company
One Tower Square
Hartford, Connecticut
06183

CERTIFICATE AMENDING OR RESTATING CERTIFICATE OF INCORPO!
61-38 Rev. 9.90
Stock Corporation

STATE OF CONNECTICUT
SECRETARY OF THE STATE
30 TRINITY STREET
HARTFORD, CT 06106

1. Name of Corporation (Please enter name within lines)

THE METRAHEALTH INSURANCE COMPANY

2. The Certificate of Incorporation is: (Check one)

☐ A. Amended only, pursuant to Conn. Gen. Stat. §33 - 360.

☐ B. Amended only, to cancel authorized shares (state number of shares to be cancelled, the class, the series, if any, and the par value, P.A. 90-107.)

☐ C. Restated only, pursuant to Conn. Gen. Stat. §33 - 362(a).

☒ D. Amended and restated, pursuant to Conn. Gen. Stat. §33 - 362(c).

☐ E. Restated and superseded pursuant to Conn. Gen. Stat. §33 - 362(d).

Set forth here the resolution of amendment and/or restatement. Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. §1 - 9.

See attached.

(If 2A or 2B is checked, go to 5 & 6 to complete this certificate. If 2C or 2D is checked, complete 3A or 3B. If 2E is checked, complete 4.)

3. (Check one)

☐ A. This certificate purports merely to restate but not to change the provisions of the original Certificate of Incorporation as supplemented and amended to date, and there is no discrepancy between the provisions of the original Certificate of Incorporation as supplemented and amended to date, and the provisions of this Restated Certificate of Incorporation. (If 3A is checked, go to 5 & 6 to complete this certificate.).

☒ B. This Restated Certificate of Incorporation shall give effect to the amendment(s) and purports to restate all those provisions now in effect not being amended by such new amendment(s). (If 3B is checked, check 4, if true, and go to 5 & 6 to complete this Certificate.)

4. (Check, if true)

☒ This restated Certificate of Incorporation was adopted by the greatest vote which would have been required to amend any provision of the Certificate of Incorporation as in effect before such vote and supersedes such Certificate of Incorporation.

FILING #0001508845 PG 05 OF 08 VOL B-00002
FILED 12/27/1994 10:27 AM PAGE 00287
PAULINE R. KEZER
CONNECTICUT SECRETARY OF THE STATE

5. The manner of adopting the resolution was as follows: (Cl

☒ A. By the board of directors and shareholders, pursuant to Conn. Gen. Stat. §33 - 360.
Vote of Shareholders: (Check (i) or (ii), and check (iii) if applicable.)

(i) ☒ No shares are required to be voted as a class; the shareholder's vote was as follows:

Vote Required for Adoption 1,000 Vote Favoring Adoption 1,000

(ii) ☐ There are shares of more than one class entitled to vote as a class. The designation of each class required for adoption of the resolution and the vote of each class in favor of adoption were as follows:
(Use an 8 1/2 x 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9.)

(iii) ☐ Check here if the corporation has 100 or more recordholders, as defined in Conn. Gen. Stat. §33 - 311a(a).

☐ B. By the board of directors acting alone, pursuant to Conn. Gen. Stat. § 33 - 360(b)(2) or 33-362(a).

The number of affirmative votes required to adopt such resolution is: ______

The number of directors' votes in favor of the resolution was: ______

We hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true:

(Print or Type)	Signature	(Print or Type)	Signature
Name of Pres. or V. Pres. Samuel H. Pilch	Samuel H. Pilch	Name of Sec/Ass't Sec. James M. Michener	James M. Michener

☐ C. The corporation does not have any shareholders. The resolution was adopted by vote of at least two-thirds of the incorporators before the organization meeting of the corporation, and approved in writing by all subscribers for shares of the corporation. If there are no subscribers, state NONE below.

We (at least two-thirds of the incorporators) hereby declare, under the penalties of false statement, that the statements made in the foregoing certificate are true.

Signed Incorporator	Signed Incorporator	Signed Incorporator
Signed Subscriber	Signed Subscriber	Signed Subscriber

(Use an 8 1/2 X 11 attached sheet if more space is needed. Conn. Gen. Stat. § 1 - 9)

6. Dated at Hartford, CT this 30th day of November, 19 94

Rec. CC GS: (Type or Print)

______

______

______

______

Please provide filer's name and complete address for mailing receipt

FILING #0001508845 PG 05 OF 08 VOL B-00002
FILED 12/27/1994 10:27 AM PAGE 00288
PAULINE R. KEZER
CONNECTICUT SECRETARY OF THE STATE

FURTHER RESOLVED, that in connection with the foregoing resolution and following the redomestication of the Company, the Articles of Incorporation of the Company be amended and restated as follows:

Article 1. The name of the corporation is The MetraHealth Insurance Company.

Article 2. The location of the principal office of the corporation is in the City of .artford, County of Hartford, and State of Connecticut.

:rticle 3. The duration of the corporation is perpetual.

Article 4. The corporation shall have the power to write life insurance, endowments, annuities, accident and health, and any and all other like forms of insurance; to accept and to cede reinsurance of any such risks or hazards; to issue polices and contracts for any kind or combination of kinds of insurance herein authorized; to issue policies or contracts either with or without participation in profits; and to acquire and hold any or all of the shares or other securities of any insurance corporation or any other kind of corporation; and to engage in any lawful act or activity for which corporations conducting its business may do under the Connecticut Stock Corporation Act. The corporation is authorized, where lawful, to exercise the powers herein granted in any state, territory or jurisdiction of the United States or in any foreign country.

Article 5. The business, property and affairs of the corporation shall be managed by the chief executive officer and his delegated officers under the direction of the Board of Directors. The number of directorships shall be fixed in the by-laws. The number of directorships so fixed shall be filled by an election of directors at each annual meeting of the shareholders to serve until the next annual meeting or until their respective successors shall be elected and shall qualify, except as provided in the Connecticut Stock Corporation Act.

Article 6. The personal liability to the corporation or its shareholders of a person who is or was a director of the corporation for monetary damages for breach of duty as a director shall be limited to the amount of the compensation received by the director for serving the corporation during the year of the violation if such breach did not (a) involve a knowing and culpable violation of law by the director, (b) enable the director or an associate, as defined in subdivision (3) of Section 33-374d of the Connecticut Stock Corporation Act as in effect on the effective date hereof or as it may be amended from time to time, to receive an improper personal economic gain, (c) show a lack of good faith and a conscious disregard for the duty of the director to the corporation under circumstances in which the director was aware that his conduct or omission created an unjustifiable risk of serious injury to the corporation, (d) constitute a sustained and unexcused pattern of inattention that amounted to an abdication of the director's duty to the corporation, or (e) create liability under Section 33-321 of the Connecticut Stock Corporation Act as in effect on the effective date hereof or as it may be amended from time to time. This Article 6 shall not limit or preclude the liability of a person who is or was a director for any act or omission occurring prior to the effective date hereof on the date of filing of a Certificate of Amendment amending the Charter of the corporation with the Secretary of the State of the State of Connecticut. The personal liability of a person who is or was a director to the corporation or its shareholders for breach of duty as a director shall further be limited to the full extent allowed by the Connecticut Stock Corporation Act as it may be amended from time to time. Any lawful repeal or modification of this Article 6 or the adoption of any provision inconsistent herewith by the Board of Directors and the shareholders of the corporation shall not, with respect to a person who is or was a director, adversely affect any limitation of liability, right or protection existing at or prior to the effective date of such repeal, modification or adoption of a provision inconsistent herewith.

Article 7. The amount of the authorized capital of the corporation shall be Six Million dollars ($6,000,000), the aggregate

FILING #0001508845 PG 08 OF 08 VOL B-00002
FILED 12/27/1994 10:27 AM PAGE 00290
PAULINE R. KEZER
CONNECTICUT SECRETARY OF THE STATE

number of common shares which the corporation shall have authority to issue without further amendment of this Article Seven shall be One Thousand (1,000), the par value of each share shall be Six Thousand Dollars ($6,000), and the number of common shares outstanding is Five Hundred (500).

Article 8. The names and addresses of the incorporators are as follows:

Donald R. Dittemore
175 W. Jackson Boulevard
Chicago, Illinois

George D. Johnson
175 W. Jackson Boulevard
Chicago, Illinois

James J. McGarr
175 W. Jackson Boulevard
Chicago, Illinois

FILING #0001626911 PG 01 OF 05 VOL B-00058
FILED 05/15/1996 11:00 AM PAGE 01372
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that The Certificate of Merger, dated April 23, 1996, reflecting the merger of The MetraHealth Companies, Inc. (a Delaware corporation) with and into The MetraHealth Insurance Company (a Connecticut corporation) is approved.

Witness my hand and official seal, at HARTFORD,

this 8th day of May, 1996

George M. Reider, Jr.

Insurance Commissioner

FILING #0001606911 PG 02 OF 05 VOL B-00051
FILED 05/15/1996 11:00 AM PAGE 01313
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that **The Agreement and Plan of Merger, dated April 23, 1996, between The MetraHealth Insurance Company (a Connecticut corporation) and the MetraHealth Companies, Inc. (a Delaware corporation) is approved.**

Witness my hand and official seal, at HARTFORD,
this 8th day of May, 1996

George M. Reider, Jr.

Insurance Commissioner

FILING #0001606911 PG 02 OF 0? VOL B-00?5?
FILED 05/15/1996 11:30 AM PAGE 01?4
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER
OF
THE METRAHEALTH COMPANIES, INC.
(a Delaware corporation)
WITH AND INTO
THE METRAHEALTH INSURANCE COMPANY
(a Connecticut corporation)

This Certificate of Merger reflects the merger of The MetraHealth Companies, Inc. (hereinafter called "MHC"), a Delaware corporation, with and into The MetraHealth Insurance Company (hereinafter called "MIC"), a Connecticut corporation (MHC and MIC hereinafter being referred to collectively as "Constituent Corporations"). Pursuant to the requirements of Connecticut Statutes §33-367, the Constituent Corporations certify as follows:

(1) The Agreement and Plan of Merger is attached hereto as Exhibit A.

(2) The surviving corporation is MIC.

(3) The Plan of Merger was approved and adopted by the holders of all of the issued and outstanding shares of each of the Constituent Corporations in accordance with Connecticut Statutes §33-366 and Delaware Statutes §253 on April 23, 1996, by a unanimous written consent of all of the holders of issued and outstanding shares of each of the Constituent Corporations in accordance with the provisions in the Certificate or Articles of Incorporation and Bylaws of each of the Constituent Corporations.

IN WITNESS WHEREOF, the parties have duly executed this Certificate of Merger as of the 23rd day of April, 1996.

THE METRAHEALTH INSURANCE COMPANY

By ______________________
Ronald B. Colby, President

By ______________________
Brigid M. Spicola, Secretary

THE METRAHEALTH COMPANIES, INC.

By ______________________
Ronald B. Colby, President

By ______________________
Brigid M. Spicola, Secretary

ACKNOWLEDGEMENT

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

The foregoing instrument was subscribed and sworn to before me this 23rd day of April, 1996, personally, by Ronald B. Colby, President, and Brigid M. Spicola, Secretary, known to me personally to be the President and Secretary, respectively, of both The MetraHealth Companies, Inc. and The MetraHealth Insurance Company.

VERNA KAY BORMANN
NOTARY PUBLIC—MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2000

____
Notary Public

[redacted]

Exhibit A

[illegible]
FILED 05/15/1996 11:00 AM PAGE 01315
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

AGREEMENT
AND
PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, is made as of April 23, 1996, between The MetraHealth Insurance Company ("MIC"), a Connecticut corporation, and The MetraHealth Companies, Inc. ("MHC"), a Delaware corporation.

WITNESSETH:

WHEREAS, MIC is a wholly owned subsidiary of MHC; and

WHEREAS, the Board of Directors of MHC deems it advisable and in the best interest of MHC and its shareholders that MHC be merged with and into MIC (the "Merger").

NOW, THEREFORE, MHC hereby agrees as follows:

1. The Merger shall be in accordance with §33-370 of the Connecticut Stock Corporation Act and §253 of the Delaware General Corporation Law, thereby qualifying as a reorganization under §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. That the Effective Date hereof shall be May 31, 1996.

3. Upon the Effective Date, MHC shall be merged with and into MIC and MIC shall be the Surviving Corporation.

4. Upon the Effective Date, the separate existence of MHC shall cease and all the property, rights, privileges, immunities and franchises of MHC and all of the property, real, personal and mixed, and all the debts due on whatever account to MHC, as well as all stock subscriptions and other causes in action belonging to MHC, and the title to all real estate vested in MHC shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of MHC. A claim by or against or a pending proceeding by or against MHC may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of MHC. Neither the rights of creditors nor any liens upon the property of MHC are impaired by the Merger.

5. From and after the Effective Date and until further amended in accordance with the Connecticut Stock Corporation Act, the Articles of Incorporation and the Bylaws of MIC in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

6. The officers of MIC in office immediately prior to the Effective Date shall, from and after the Effective Date, be the officers of the Surviving Corporation, and the directors of the Surviving Corporation shall, from and after the Effective Date, be as follows:

   <u>Directors</u>

   Gerald B. Colby
   Jeannine M. Rivet
   Leo N. Newcomer, M.D.

Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

7. All of the outstanding shares of MIC common stock are owned by MHC, which has approved this Merger. On the Effective Date, the shares of MIC will continue to be shares of the Surviving Corporation. The Surviving Corporation shall issue shares, on a pro rata basis, to the holders of shares of MHC upon the surrender of any Certificates therefor.

8. All of the outstanding shares of MHC common stock are owned by United HealthCare Corporation, which has approved this Merger. On the Effective Date, the shares of MHC will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

IN WITNESS WHEREOF, the parties have duly executed this Agreement and Plan of Merger as of the date written above.

THE METRAHEALTH COMPANIES, INC.

By ______________________
Ronald B. Colby, President

By ______________________
Brigid M. Spicola, Secretary

THE METRAHEALTH INSURANCE COMPANY

By ______________________
Ronald B. Colby, President

By ______________________
Brigid M. Spicola, Secretary

FILING #0001609278 PG 01 OF 06 VOL B-00059
FILED 06/03/1996 11:37 AM PAGE 02976
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER
OF
METRAHEALTH PHARMACY MANAGEMENT, INC.
INTO
THE METRAHEALTH INSURANCE COMPANY

Pursuant to Section 33-370 of the Connecticut Stock Corporation Act, the undersigned corporations submit this Certificate of Merger to effect the merger by and between MetraHealth Pharmacy Management, Inc. ("MetraHealth Pharmacy"), a Connecticut corporation, and The MetraHealth Insurance Company (the "Surviving Corporation"), a Connecticut corporation.

ARTICLE I

The Agreement and Plan of Merger is attached hereto as Exhibit A.

ARTICLE II

The outstanding capital stock of MetraHealth Pharmacy consists of 2,500 shares of common stock, $10.00 par value. All of the outstanding capital stock of MetraHealth Pharmacy is held by the Surviving Corporation.

ARTICLE III

The Agreement and Plan of Merger was approved by the Directors of MetraHealth Pharmacy and by the Directors of the Surviving Corporation on April 17, 1996, as prescribed by the Connecticut Stock Corporation Act.

ARTICLE IV

The Effective Date of the merger is May 31, 1996.

ARTICLE V

No amendment is made to the charter of the Surviving Corporation as part of the merger and the name of the Surviving Corporation is The MetraHealth Insurance Company.

The undersigned officers of MetraHealth Pharmacy Management, Inc., a Connecticut corporation, do hereby state under the penalties of false statement that the statements pertaining to MetraHealth Pharmacy Management, Inc. contained in the foregoing Certificate of Merger are true.

Dated: May 23, 1996

METRAHEALTH PHARMACY MANAGEMENT, INC.

By [signature]
Travers H. Wills, President

By [signature]
Brigid M. Spicola, Secretary

[redacted]

FILING #0001609278 PG 02 OF 06 VOL B-00059
FILED 06/03/1996 11:37 AM PAGE 02977
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

The undersigned officers of The MetraHealth Insurance Company, a Connecticut corporation, do hereby state under the penalties of false statement that the statements pertaining to The MetraHealth Insurance Company contained in the foregoing Certificate of Merger are true.

Dated: May 23, 1996

THE METRAHEALTH INSURANCE COMPANY

By ______________________
Ronald B. Colby, President

By ______________________
Brigid M. Spicola, Secretary

ACKNOWLEDGMENTS

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

The foregoing instrument was subscribed and sworn to before me this 23rd day of May, 1996, personally, by Travers H. Wills and Brigid M. Spicola, known to me personally to be the President and Secretary, respectively, of MetraHealth Pharmacy Management, Inc.

____
Notary Public

Jodi M. Holmquist
NOTARY PUBLIC – MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2000

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

The foregoing instrument was subscribed and sworn to before me this 23rd day of May, 1996, personally, by Ronald B. Colby and Brigid M. Spicola, known to me personally to be the President and Secretary, respectively, of The MetraHealth Insurance Company.

____
Notary Public

Jodi M. Holmquist
NOTARY PUBLIC – MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2000

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is made as of April 18, 1996, between The MetraHealth Insurance Company, a Connecticut corporation ("MetraHealth Insurance" or the "Surviving Corporation"), and MetraHealth Pharmacy Management, Inc., a Connecticut corporation ("MetraHealth Pharmacy"). MetraHealth Insurance and MetraHealth Pharmacy are hereinafter referred to collectively as the "Constituent Corporations."

WITNESSETH:

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and their respective shareholders that MetraHealth Pharmacy be merged with and into MetraHealth Insurance (the "Merger").

NOW, THEREFORE, the Constituent Corporations hereby agree as follows:

1. The Merger shall be in accordance with Section 33-370 of the Connecticut Stock Corporation Act, thereby qualifying as a reorganization under Internal Revenue Code Section 368(a)(1)(A).

2. The Effective Date of the Merger shall be May 31, 1996.

3. Upon the Effective Date, MetraHealth Pharmacy shall be merged with and into MetraHealth Insurance and MetraHealth Insurance shall be the Surviving Corporation.

4. Upon the Effective Date, the separate existence of MetraHealth Pharmacy shall cease and all the property, rights, privileges, immunities and franchises of the Constituent Corporations and all of the property, real, personal and mixed, and all the debts due on whatever account to any of them, as well as all stock subscriptions and other choses in action belonging to any of them, and the title to all real estate vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under their agreements, of each of the Constituent Corporations. A claim by or against or a pending proceeding by or against a Constituent Corporation may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of the Constituent Corporation. Neither the rights of creditors nor any liens upon the property of a Constituent Corporation are impaired by the Merger.

5. From and after the Effective date and until further amended in accordance with the Connecticut Stock Corporation Act, the Articles of Incorporation and the Bylaws of MetraHealth Insurance in effect immediately prior to the Effective Date shall be the Articles of Incorporation and the Bylaws of the Surviving Corporation.

6. The officers and directors of the Surviving Corporation in office immediately prior to the Effective Date shall, after the Effective Date, be the officers and directors of the Surviving Corporation until their respective successors are duly appointed or elected and qualified in accordance with the Articles of Incorporation and Bylaws of the Surviving Corporation.

FILING #0001609278 PG. 04 OF 06 VOL B-00059
FILED 06/03/1996 11:37 AM PAGE 02979
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

7. All of the outstanding shares of MetraHealth Pharmacy common stock are owned by the Surviving Corporation. On the Effective Date, the shares of MetraHealth Pharmacy will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

IN WITNESS WHEREOF, the parties have duly executed this Agreement as of the date written above.

ATTEST:

Brigid M. Spicola, Secretary

THE METRAHEALTH INSURANCE COMPANY

By ______________________
Ronald B. Colby, President

ATTEST:

Brigid M. Spicola, Secretary

METRAHEALTH PHARMACY MANAGEMENT, INC.

By ______________________
Travers H. Wills, President

FILING #0001605278 PG 05 OF 06 VOL B-00059
FILED 06/03/1996 11:37 AM PAGE 02980
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that The Certificate of Merger, dated May 23, 1996, reflecting the merger of The MetraHealth Pharmacy Management, Inc. (a Connecticut corporation) with and into The MetraHealth Insurance Company (a Connecticut corporation) is approved.

Witness my hand and official seal, at HARTFORD,

this 28th day of May, 1996

George M. Reider, Jr.

Insurance Commissioner

FILING #0001609278 PG 06 OF 06 VOL B-00059
FILED 06/03/1996 11:37 AM PAGE 02981
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

State of Connecticut

Insurance Department

This is to Certify, that **The Agreement and Plan of Merger, dated April 18, 1996, between The MetraHealth Insurance Company (a Connecticut corporation) and the MetraHealth Pharmacy Management, Inc. (a Connecticut corporation) is approved.**

Witness my hand and official seal, at HARTFORD,

this 28th day of May, 1996

George M. Reider, Jr.

Insurance Commissioner

STATE OF CONNECTICUT

INSURANCE DEPARTMENT

FILING #0001618727 PG 01 OF 06 VOL B-00065
FILED 07/30/1996 01:48 PM PAGE 02635
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

This is to Certify, that the Agreement and Plan of Merger dated July 17, 1996 *(to be effective January 1, 1997)* between The MetraHealth Insurance Company ("MIC"), a Connecticut corporation, and United Health and Life Insurance Company ("UHL"), a Minnesota corporation is approved.

Simultaneous with this approval that UHL be merged with and into MIC, an amendment to MIC's Article 1 of its Certificate of Incorporation is hereby approved to read as follows: "The name of the Corporation is United HealthCare Insurance Company."

Witness my hand and official seal, at HARTFORD,
this 29th day of July, 1996

George M. Reider, Jr.

Insurance Commissioner

Form 2

Phone:
P. O. Box 816 Hartford, CT 06142-0816
An Equal Opportunity Employer

FILING #0001618727 PG 02 OF 06 VOL B-00065
FILED 07/30/1996 01:48 PM PAGE 02636
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

CERTIFICATE OF MERGER
OF
UNITED HEALTH AND LIFE INSURANCE COMPANY
(a Minnesota corporation)
WITH AND INTO
THE METRAHEALTH INSURANCE COMPANY
(a Connecticut corporation)

This Certificate of Merger reflects the merger of United Health and Life Insurance Company (hereinafter called "UHL"), a Minnesota corporation, with and into The MetraHealth Insurance Company (hereinafter called "MHC"), a Connecticut corporation (UHL and MHC hereinafter being referred to collectively as "Constituent Corporations"). Pursuant to the requirements of Connecticut Statutes §33-367 and Minnesota Statutes §60A.16, the Constituent Corporations certify as follows:

(1) The Agreement and Plan of Merger is attached hereto as Exhibit A.

(2) The surviving corporation is MHC and following the merger its name shall be United HealthCare Insurance Company.

(3) The Plan of Merger was approved and adopted by the holders of all of the issued and outstanding shares of each of the Constituent Corporations in accordance with Connecticut Statutes §33-366 and Minnesota Statutes §60A.16 on July 17, 1996, by a unanimous written consent of all of the holders of issued and outstanding shares of each of the Constituent Corporations in accordance with the provisions in the Certificate or Articles of Incorporation and Bylaws of each of the Constituent Corporations.

IN WITNESS WHEREOF, the parties have duly executed this Certificate of Merger as of the 17th day of July, 1996.

THE METRAHEALTH INSURANCE COMPANY

By ____________________
Ronald B. Colby, President

By ____________________
Brigid M. Spicola, Secretary

UNITED HEALTH AND LIFE INSURANCE COMPANY

By ____________________
Ronald B. Colby, President

By ____________________
Brigid M. Spicola, Secretary

ACKNOWLEDGEMENT

STATE OF MINNESOTA)
)ss.
COUNTY OF HENNEPIN)

The foregoing instrument was subscribed and sworn to before me this 17th day of July, 1996, personally, by Ronald B. Colby, President, and Brigid M. Spicola, Secretary, known to me personally to be the President and Secretary, respectively, of both United Health and Life Insurance Company and The MetraHealth Insurance Company.

VERNA KAY BORMANN
NOTARY PUBLIC — MINNESOTA
MY COMMISSION EXPIRES
JANUARY 31, 2000

____
Notary Public

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FILED 07/30/1996 01:48 PM PAGE 02637
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

AGREEMENT
AND
PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER, is made as of July 17, 1996, between The MetraHealth Insurance Company ("MIC"), a Connecticut corporation, and United Health and Life Insurance Company ("UHL"), a Minnesota corporation.

WITNESSETH:

WHEREAS, the Board of Directors of UHL deems it advisable and in the best interest of UHL and its shareholders that UHL be merged with and into MIC (the "Merger").

NOW, THEREFORE, UHL hereby agrees as follows:

1. The Merger shall be in accordance with §33-371 of the Connecticut Stock Corporation Act, §38a-153 of the Connecticut Insurance Code and Minnesota Statutes 60A.16, thereby qualifying as a reorganization under §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

2. That the Effective Date hereof shall be the date of filing of the Certificate of Merger with the Secretary of State of Connecticut or January 1, 1997, whichever comes later.

3. Upon the Effective Date, UHL shall be merged with and into MIC and MIC shall be the Surviving Corporation.

4. Upon the Effective Date, the separate existence of UHL shall cease and all the property, rights, privileges, immunities and franchises of UHL, and all of the property, real, personal and mixed, and all the debts due on whatever account to UHL, as well as all stock subscriptions and other causes in action belonging to UHL, and the title to all real estate vested in UHL shall not revert or be in any way impaired by reason of the Merger, but shall be vested in the Surviving Corporation. The Surviving Corporation is responsible and liable for all the liabilities and obligations, including the rights and obligations under the agreements of UHL. A claim by or against or a pending proceeding by or against UHL may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in place of UHL. Neither the rights of creditors nor any liens upon the property of UHL are impaired by the Merger.

5. From and after the Effective Date and until further amended in accordance with the Connecticut Stock Corporation Act and/or the Connecticut Insurance Code, the Certificate of Incorporation and the Bylaws of MIC in effect immediately prior to the Effective Date shall be the Certificate of Incorporation and the Bylaws of the Surviving Corporation; provided, however, that the following amendments to the Certificate of Incorporation and Bylaws of the Surviving Corporation shall be made as part of this merger, pursuant to §33-364 of the Connecticut Stock Corporation Act:

   (a) Amendment of Certificate of Incorporation

   Upon the Effective Date, Article 1 of the Certificate of Incorporation of The MetraHealth Insurance Company (Surviving Corporation) is hereby amended in its entirety to read as follows:

   "Article 1. The name of the Corporation is United HealthCare Insurance Company."

   The officers of the Corporation, or any of them, be and are hereby authorized and directed to execute, in the name and on behalf of the Corporation, and to deliver any and all applications, certificates, notices or other instruments and to take from time to time any and all such other action necessary or desirable in their sole discretion to carry out the purposes of the foregoing.

(b) <u>Amendment of Bylaws to Change Name</u>

Upon the Effective Date, the Bylaws of The MetraHealth Insurance Company (Surviving Corporation), are hereby amended to reflect the change in the name of the Corporation to United HealthCare Insurance Company.

The Secretary of the Corporation is hereby authorized and directed to prepare amended Bylaws reflecting the new name and to place the amended Bylaws with the minutes of the Corporation.

(c) <u>Amendment of Bylaws to Eliminate Corporate Seal</u>

Upon the Effective Date, the Bylaws of The MetraHealth Insurance Company (Surviving Corporation), are hereby amended to eliminate the Corporate Seal of the Corporation by amending Article X of the Bylaws to read as follows:

"Seal,

The corporation shall not have a corporate seal."

The Secretary of the Corporation is hereby authorized and directed to prepare amended Bylaws reflecting the amendment to Article X and to place the amended Bylaws with the minutes of the Corporation.

6. The officers of MIC in office immediately prior to the Effective Date shall, from and after the Effective Date, be the officers of the Surviving Corporation, and the directors of the Surviving Corporation shall, from and after the Effective Date, be as follows:

<u>Directors</u>

Ronald B. Colby
Jeannine M. Rivet
Lee N. Newcomer, M.D.

Directors and officers will serve until their respective successors are duly appointed or elected and qualified in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

7. All of the outstanding shares of UHIL common stock are owned by United HealthCare Corporation. On the Effective Date, the shares of UHIL will not be converted into shares of the Surviving Corporation, but instead shall be canceled (along with the certificates representing the same) and all rights in respect thereof shall thereupon cease to exist.

8. All of the outstanding shares of MIC common stock are owned by United HealthCare Corporation. On the Effective Date, the shares of MIC shall be canceled and the Secretary of the Surviving Corporation shall reissue the same under the new corporate name, "United HealthCare Insurance Company". All rights in respect of such shares shall remain in full effect.

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FILED 10/30/2002 08:43 AM PAGE 03189
SECRETARY OF THE STATE
CONNECTICUT SECRETARY OF THE STATE

IN WITNESS WHEREOF, the parties to this Agreement, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and that fact having been certified on said Agreement and Plan of Merger by the Assistant Secretary of each corporate party thereto, have caused this Agreement to be executed by the President of each party hereto as the respective act, deed and agreement of each of said corporations, on the date set forth above.

METRAHEALTH CARE MANAGEMENT CORPORATION

By: ______________________
Robert J. Sheehy, Chairman, President & Chief Executive Officer

THE METRAHEALTH EMPLOYEE BENEFITS COMPANY, INC.

By: ______________________
Robert J. Sheehy, President & Chief Executive Officer

UNITED HEALTHCARE INSURANCE COMPANY

By: ______________________
Ronald B. Colby, President & Chief Executive Officer

CERTIFICATION

I, David J. Lubben, as Assistant Secretary of MetraHealth Care Management Corporation ("MHCM"), a corporation organized and existing under the laws of the State of Delaware; The MetraHealth Employee Benefits Company, Inc. ("MEB"), a corporation organized and existing under the laws of the State of Connecticut; and United HealthCare Insurance Company, a corporation organized and existing under the laws of the State of Connecticut; do hereby certify under penalties of perjury, as such Assistant Secretary that the Agreement and Plan of Merger to which this Certificate is attached, was duly signed on behalf of all three corporations and was duly adopted pursuant to Sections 252 and 253 of the General Corporation Law of Delaware and Sections 33-815 *et. seq* of the Business Corporation Act of Connecticut by the unanimous written consent of the Board of Directors of each corporation on or before April 23, 2002 and did not require approval of the shareholders of any of the corporation since UHI owns 100% of the shares of all classes of MHCM and MEB .

WITNESS my hand on this 23 day of April, 2002.

____
David J. Lubben, Assistant Secretary

I:\reg\gtecm\corp2\090 9\Merger Agmt Into UHI

TOTAL P.06

040102

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number 00003786944-81
Ross Miller Secretary of State State of Nevada	Filing Date and Time 01/22/2013 10:40 AM
	Entity Number E0032912013-6

Articles of Incorporation
(PURSUANT TO NRS CHAPTER 78)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Name of Corporation:	SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC.
2. Registered Agent for Service of Process: (check only one box)	[X] Commercial Registered Agent: THE CORPORATION TRUST COMPANY OF NEVADA Name [ ] Noncommercial Registered Agent (name and address below) OR [ ] Office or Position with Entity (name and address below) Name of Noncommercial Registered Agent OR Name of Title of Office or Other Position with Entity Street Address / City / Nevada / Zip Code Mailing Address (if different from street address) / City / Nevada / Zip Code
3. Authorized Stock: (number of shares corporation is authorized to issue)	Number of shares *with* par value: 250,000 Par value per share: $ 14.40 Number of shares *without* par value:
4. Names and Addresses of the Board of Directors/Trustees: (each Director/Trustee must be a natural person at least 18 years of age; attach additional page if more than two directors/trustees)	1) DONALD JAMES GIANCURSIO Name 2720 NORTH TENAYA WAY, LAS VEGAS, NV 89128 Street Address, City, State, Zip Code 2) SCOTT GORDON CASSANO Name 2720 NORTH TENAYA WAY, LAS VEGAS, NV 89128 Street Address, City, State, Zip Code
5. Purpose: (optional; see instructions)	*The purpose of the corporation shall be:* To engage in any lawful act or activity including transacting life insurance and health insurance
6. Name, Address and Signature of Incorporator: (attach additional page if more than one incorporator)	DONALD JAMES GIANCURSIO Name X [signature] Incorporator Signature 2720 NORTH TENAYA WAY, LAS VEGAS, NV 89128 Address, City, State, Zip Code
7. Certificate of Acceptance of Appointment of Registered Agent:	*I hereby accept appointment as Registered Agent for the above named Entity.* X [signature] Michele Miller Assistant Secretary Authorized Signature of Registered Agent or On Behalf of Registered Agent Entity Jan. 2, 2013 Date

This form must be accompanied by appropriate fees.

ATTACHMENT TO
ARTICLES OF INCORPORATION
OF
SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC.

The Articles of Incorporation of Sierra Health and Life Insurance Company, Inc. (the "Corporation") consist of the Articles set forth on the prior page and continued on this Attachment as well as the additional Articles set forth on this Attachment as follows:

4. (continued from previous page)

ADDITIONAL DIRECTORS

3) Robert Lee Schaich

2720 North Tenaya Way, Las Vegas, NV 89128

4) Marc R Briggs

2720 North Tenaya Way, Las Vegas, NV 89128

5) Frank Edwin Collins

2720 North Tenaya Way, Las Vegas, NV 89128

6) Laurence Stanley Howard

2720 North Tenaya Way, Las Vegas, NV 89128

7) Christopher Lockett Hard

2525 Lake Park Blvd., Salt Lake City, UT 84120

6. (continued from previous page)

ADDITIONAL INCORPORATORS

2) Robert Lee Schaich

2720 North Tenaya Way, Las Vegas, NV 89128

3) Scott Gordon Cassano

2720 North Tenaya Way, Las Vegas, NV 89128

8. OFFICERS

1) Donald James Giancursio, PRESIDENT
2) Glen Wendell Stevens, SECRETARY
3) Sachin Dehnanedra Shah, TREASURER

The aggregate number of shares that the Corporation shall have authority to issue is Two Hundred Fifty Thousand (250,000) shares of common stock, $14.40 par value per share (the "Common Stock"). All shares of Common Stock must be issued at a price not less than par value.

SECRETARY OF STATE

STATE OF NEVADA

CORPORATE CHARTER

I, ROSS MILLER, the duly elected and qualified Nevada Secretary of State, do hereby certify that **SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC.**, did on January 22, 2013, file in this office the original Articles of Incorporation; that said Articles of Incorporation are now on file and of record in the office of the Secretary of State of the State of Nevada, and further, that said Articles contain all the provisions required by the law of said State of Nevada.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on January 22, 2013.

ROSS MILLER
Secretary of State

Certified By: Patricia Isaman
Certificate Number: C20130122-0620
You may verify this certificate
online at **http://www.nvsos.gov/**

140501

ROSS MILLER
Secretary of State
204 North Carson Street, Suite 4
Carson City, Nevada 89701-4520
(775) 684-5708
Website: www.nvsos.gov

Filed in the office of	Document Number 20130038529-63
Ross Miller Secretary of State State of Nevada	Filing Date and Time 01/22/2013 10:40 AM
	Entity Number E0032912013-6

Articles of Domestication
(PURSUANT TO NRS 92A.270)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

1. Entity Name and Type of Domestic Entity as set forth in its Constituent Documents:	SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC., A CALIFORNIA CORPORATION AUTHORIZED TO TRANSACT LIFE AND DISABILITY INSURANCE
2. Entity Name Before Filing Articles of Domestication:	SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC.
3. Date and Jurisdiction of Original Formation:	AUGUST 17, 1906 CALIFORNIA
4. Jurisdiction that Constituted the Principal Place of Business, Central Administration or Equivalent of the Undomesticated Entity Immediately Before Articles of Domestication:	NEVADA
5. Signature of Authorized Representative:	X ________ Authorized Signature Jan 2, 2013 Date

Filing Fee: $350.00

***IMPORTANT:* This document must be accompanied by the appropriate constituent document for the type of domestic entity described in article 1 above and the filing fees.**

This form must be accompanied by appropriate fees.

State of California
Secretary of State

Filed in the office of	Document Number **20130038522-96**
Ross Miller Secretary of State State of Nevada	Filing Date and Time **01/22/2013 10:40 AM**
	Entity Number **E0032912013-6**

CERTIFICATE OF STATU

ENTITY NAME:

SIERRA HEALTH AND LIFE INSURANCE COMPANY, INC.

FILE NUMBER: C0047270
FORMATION DATE: 08/17/1906
TYPE: DOMESTIC CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

The records of this office indicate the entity is authorized to exercise all of its powers, rights and privileges in the State of California.

No information is available from this office regarding the financial condition, business activities or practices of the entity.

THE GREAT SEAL OF THE STATE OF CALIFORNIA
EUREKA

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of January 14, 2013.

DEBRA BOWEN
Secretary of State

NP-25 (REV 1/2007)

PAM

BRIAN SANDOVAL
Governor

STATE OF NEVADA

TERRY JOHNSON
Director

SCOTT J. KIPPER
Commissioner

Filed in the office of	Document Number
Ross Miller Secretary of State State of Nevada	**20130038526-30**
	Filing Date and Time
	01/22/2013 10:40 AM
	Entity Number
	E0032912013-6

DEPARTMENT OF BUSINESS AND INDU
DIVISION OF INSURANCE
1818 East College Pkwy., Suite 103
Carson City, Nevada 89706
(775) 687-0700 • Fax (775) 687-0787
Website: doi.nv.gov
E-mail: insinfo@doi.state.nv.us

January 2, 2013

State of Nevada
Secretary of State
101 North Carson Street, Ste. 3
Carson City, NV 89701

Re: Sierra Health and Life Insurance Company, Inc.
NV Org. # 944, NAIC # 71420
Approval of: Articles of Incorporation
Articles of Domestication
The word "Insurance" in name of insurer

To Whom It May Concern:

Please be advised that the State of Nevada, Division of Insurance approves the submission of the Articles of Incorporation, Articles of Domestication and the use of the word 'insurance' in the name of the insurer, *Sierra Health and Life Insurance Company, Inc.*

If you have any questions or comments, please do not hesitate to contact me. My phone number is (775) 687-0758 and my e-mail address is mlynch@doi.nv.gov.

Sincerely,

Michael Lynch
Deputy Commissioner
Division of Insurance

ML:ksl