

**CERTIFICATION TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLUE CROSS AND BLUE SHIELD OF NEBRASKA**

TO THE SECRETARY OF STATE OF THE STATE OF NEBRASKA:

Pursuant to the provisions of the Nebraska Model Business Corporation Act, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation:

1. The name of the Corporation is now Blue Cross and Blue Shield of Nebraska, Inc., formerly Blue Cross and Blue Shield of Nebraska. The effective date of its incorporation is January 12, 1939.

2. The Amended and Restated Articles of Incorporation filed contemporaneously hereto consolidate all amendments of record with the Secretary of the State of Nebraska and new amendments into a single document.

3. The Amended and Restated Articles of Incorporation were adopted by the directors and shareholders of the Corporation, in a manner prescribed by the Nebraska Model Business Corporation Act as set forth below.

4. The Amended and Restated Articles of Incorporation were adopted and approved by unanimous consent of the directors of the Corporation on the 4th day of December, 2017. The Amended and Restated Articles of Incorporation were adopted and approved by unanimous consent of the members of the Corporation on the 26th day of March, 2018. The number of members of the Corporation entitled to vote at the time of such adoption was 16,271, and 15,059 members voted in favor of the Amended and Restated Articles.

5. The duly adopted Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and any amendments thereto, in their entirety.

The Corporation intends for this certificate to the Corporation's Articles of Incorporation to be effective as of the date of filing with the Nebraska Secretary of State.

BLUE CROSS AND BLUE SHIELD OF NEBRASKA, a Nebraska corporation,

By: 
Russell Collins, Secretary

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLUE CROSS AND BLUE SHIELD OF NEBRASKA, INC.**

ARTICLE I

Name

The name of the Corporation shall be Blue Cross and Blue Shield of Nebraska, Inc.

ARTICLE II

Place of Business and Registered Agent

The principal place of business is Omaha, Douglas County, Nebraska. The address of the registered office of the Corporation is 1919 Aksarben Drive, Omaha, Nebraska and the Registered Agent at such address is Russell S. Collins, Registered Agent.

ARTICLE III

Duration

The Corporation commenced business on January 12, 1939, and the period during which the Corporation shall continue its business is perpetual.

ARTICLE IV

Purposes and Powers

The purposes of the Corporation shall be, and it shall have the power to (a) transact any kind of insurance or reinsurance as authorized by the Insurance Code of the State of Nebraska, as amended, as a stock insurance company, and (b) engage in any lawful act or activity permitted or authorized for a stock insurance company under the laws of Nebraska.

ARTICLE V

Stock

The aggregate number of shares which the Corporation shall have authority to issue shall be 4,500,000 shares of common stock at par value \$100.00 each.

STATE OF NEBRASKA
DEPARTMENT OF INSURANCE

JUN 13 2018

APPROVED

NEBRASKA DEPT INSURANCE

MAY 15 2018

**Tentative Approval
NOT FINAL**

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ARTICLE VI

Shareholders

No less than 51% of the shares of common stock of the Corporation shall be owned at all times, either directly or indirectly through one or more intermediate holding companies, by Goodlife Partners, Inc.

The Annual Meeting of shareholders shall be held upon the last Monday of each March at the principal place of business of the Company in Omaha, Nebraska. Any number of shareholders present, in person or by proxy, shall constitute a quorum at any annual or special meeting of shareholders.

Any action required or permitted by Nebraska law to be taken at an annual or special meeting of shareholders may be taken by unanimous written consent in lieu of a meeting.

ARTICLE VII

Board of Directors

The affairs and business of the Corporation shall be conducted by a Board of Directors of not less than five (5) nor more than twenty-one (21) persons. The Board of Directors of the Corporation shall be elected by the shareholders at the Annual Meeting of shareholders and shall hold their offices for such period as the bylaws shall establish, or until their successors are duly elected and qualified.

ARTICLE VIII

Bylaws

The Board of Directors is authorized and empowered to adopt such bylaws, committee charters, and rules and regulations for the management of the affairs of this Corporation, and to alter, amend and repeal the same in any manner that is not inconsistent with law or the Articles of Incorporation.

ARTICLE IX

Indemnification

To the fullest extent permitted by law, each director, officer and employee of the Corporation or former director, officer and employee of the Corporation, and each

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person who is serving or has served at the Corporation's request as a director, officer or employee of another corporation, shall be indemnified against expenses, judgments, decrees, fines, penalties, or amounts paid in settlement, or in connection with the defense of any pending or threatened or completed action, suit, or proceeding, criminal or civil, administrative or investigative, to which he or she is or may be made a party by reason of being or having been such director, officer or employee.

A director shall not be liable for any action taken as a director, or any failure to take any action, if he or she performed the duties of his or her office in good faith and with conduct that the director reasonably believed to be in the best interests of the Corporation.

The indemnity provided for by this section shall not be deemed to be exclusive of any other rights to which those indemnified may be otherwise entitled, nor shall the provisions of this section be deemed to prohibit the Corporation from extending its indemnification to cover other persons or activities to the extent permitted by law or pursuant to any provisions of the bylaws.

Article X

Conflict of Interest

No contract or other transaction between this Corporation and any other entity and no act of this Corporation shall be in any way invalidated or otherwise affected by the fact that one or more of the directors of this Corporation has a pecuniary or other interest in the transaction or are directors, officers or stockholders of such other entity provided that the transaction is fair at the time it was entered into, or is ratified by the Board of Directors or an authorized committee of the Board of Directors having knowledge of the potential conflict, or meet such other standards of law validating the transaction.

ARTICLE IX

Members of GoodLife Partners, Inc.

In accordance with the Mutual Insurance Holding Company Act, each person, corporation, association, partnership or limited liability company owning a policy or policies of insurance from Blue Cross and Blue Shield of Nebraska, Inc. shall be a member of GoodLife Partners, Inc. and their voting rights shall be determined in accordance with the Articles of Incorporation and Bylaws of GoodLife Partners, Inc. or otherwise provided by law.

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ARTICLE XI

Organization

This Corporation is a corporation as defined in the Nebraska Model Business Corporation Act and is a stock insurance company pursuant to a reorganization in accordance with the Mutual Insurance Holding Company Act.

ARTICLE XII

Amendment of Articles

These Articles may be amended by the shareholders upon compliance with the applicable provisions of the laws of the State of Nebraska.

ARTICLE XIII

These Amended and Restated Articles of Incorporation shall supersede the original Articles of Incorporation and all amendments thereto.

These Amended and Restated Articles of Incorporation were adopted on December 4, 2017.

By: George G. Beattie
George G. Beattie,
Chairman of the Board of Directors
Blue Cross and Blue Shield of Nebraska

Russell S. Collins

Russell S. Collins, Secretary