

BYLAWS OF
GOODLIFE SOLUTIONS, INC.

MAR 07 2023

ARTICLE I
SHAREHOLDERS

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SECTION 1. GoodLife Partners, Inc. shall be the initial shareholder of GoodLife Solutions, Inc. (hereinafter referred to as "Company").

SECTION 2. An annual meeting of shareholders shall be held on the last Monday in March each year, at a time to be determined by the Board of Directors, in person at the principal place of business of the Company in Omaha, Nebraska, or may be held solely by means of remote communication, for the purpose of electing directors and transacting such other business as may properly come before the meeting.

SECTION 3. A special meeting of shareholders for any purpose may only be called by the Secretary of the Company at the request of the shareholder, the Board of Directors. Such request shall state the purpose and no other business outside the scope of the stated purpose or purposes shall be transacted. The time and place of each special meeting of shareholders shall be determined by or under the authority of the shareholders, the Board of Directors, or by the President with the approval of the Board of Directors.

SECTION 4. Notice of the annual meeting and special meetings of the shareholders shall be given no fewer than ten (10) days prior thereto. In the case of a special meeting, the notice shall contain the purpose for which it is called.

SECTION 5. Each shareholder shall be entitled to one (1) vote on each matter at any Annual or Special Meeting of shareholder. Shareholders may not participate in such meetings unless in attendance, whether physically or by electronic means, or represented by a valid proxy who is in attendance.

SECTION 6. A shareholder of the Company may appoint any officer or member of the Board of Directors his or her proxy in writing to vote his or her policy at any Annual or Special Meeting of the shareholder, such proxies shall be filed with the Company Secretary at least five (5) days prior to the date of the meeting. Proxies may be revoked in writing by the shareholder and any such proxy is ineffective when the shareholder is present at any meeting of the shareholders. The Secretary of the Company shall maintain a list of all written proxies filed with the Company, and shall ascertain if the one executing the proxy is a shareholder, and shall report to the Chairperson at the beginning of each meeting of the shareholder the number of proxies and the designated nominee for voting.

SECTION 7. A quorum at any Annual or Special Meeting of shareholders shall consist of the shareholders present in person or by proxy. Any action required to be taken shall be authorized by a majority vote of shareholders present, either in person or by proxy, except as otherwise specifically required by Nebraska law or by these Bylaws.

SECTION 8. Nominations of persons for election to the Board of Directors may be made by any shareholder. Such nomination shall be made and delivered in writing to the Secretary not less than 180 calendar days prior to the Annual Meeting of shareholders.

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In addition, such nomination shall include, as to each person whom the shareholder proposes to nominate for election or reelection as a Director, all information required by the Company about such person so that the Company may determine whether the person nominated meets the requirements to be a Director as set forth in these Bylaws and the Governance and Nominating Committee Charter.

SECTION 9. Except as otherwise provided by applicable law, action at an annual or special meeting of shareholders may be taken by unanimous written consent in lieu of a meeting and without prior notice. Only shareholders of record on the record date shall be entitled to consent to corporate action in writing without a meeting.

SECTION 10. For the purpose of determining shareholders entitled to notice of or to vote at any meeting of shareholders or to take action by written consent without a meeting of shareholders, the record date shall be 30 days immediately preceding such meeting or action requiring a determination of shareholders or votes.

ARTICLE II
BOARD OF DIRECTORS

SECTION 1. The affairs and business of the Company shall be conducted by the Board of Directors. A Director shall, based on facts then known to the Director, perform his or her duties as a Director, including his or her duties as a member of any Committee of the Board upon which he or she may serve, in good faith, in a manner he or she reasonably believes to be in the best interests of the Company, and with such care as a prudent person in a like position would under similar circumstances. For purposes of this section, facts then known to the Director shall mean information or knowledge actually possessed by a Director and information and facts contained in material given or presented, either orally or in writing to a Director by other Directors or by officers, employees, agents or consultants engaged by or representing the Company.

SECTION 2. The Board of Directors shall consist of not less than five (5) nor more than twenty-one (21) persons. The number of persons on the Board of Directors shall be determined by the shareholders at the Annual Meeting of shareholders. The Board of Directors shall be composed of a majority of persons who are Independent Directors or not active or retired Healthcare Providers. An "Independent Director" shall not:

- be an employee of BCBSNE or an immediate family member of an employee of BCBSNE. Immediate family members shall be defined as spouse, parent, children, sibling, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law; or
- have been an employee of the Company within the past two years; or
- have a significant personal business interest with the Company. A significant personal business interest shall not include:
 - A person who is insured by BCBSNE;

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- A person whose health care benefits are administered by BCBSNE; or
- A participating health care professional.

A "Healthcare Provider" is defined as a person who is a member of a healthcare profession, is an officer, executive, director, trustee or employee of a hospital, an officer, director or employee of an organization or entity which provides healthcare services or a person who has a financial interest in a healthcare provider.

No more than two members of the Board of Directors may be officers or employees of the Company. Directors shall be elected for three-year terms, so that in each year approximately one-third of the members of the Board of Directors shall be subject to election or re-election.

SECTION 3. The Regular Meetings of the Board of Directors shall be quarterly. The Meetings of the Board of Directors each year shall be in March, June, September and December at a time and place to be set by the Chairperson. A special virtual meeting will take place immediately following the March Annual Meeting of Shareholders. Any meeting may be rescheduled by the Chairperson to another date. If a Director misses three (3) consecutive Regular Board Meetings or more than one-third of all Company Board-related activities, including Regular Meetings, Committee Meetings, Special Meetings and retreats in any one-year period, his or her office shall be deemed to be vacant, unless a majority of the Board of Directors at the next Regular Meeting determines that extenuating circumstances justified the absences.

SECTION 4. The Board of Directors shall elect from its membership a Chairperson and Vice Chairperson. The Chairperson shall be the presiding officer at all meetings of the Company, the Board of Directors, and Governance and Nominating Committee. He or she shall attend and shall make reports and give recommendations at the Annual Meeting of the shareholders of the Company and other meetings of the shareholders, and to the Board of Directors and Governance and Nominating Committee. The Vice-Chairperson may preside, make reports and give recommendations in the absence of the Chairperson.

SECTION 5. Special Meetings of the Board of Directors may be called at any time by the Chairperson. In the absence of the Chairperson, the Vice Chairperson may call a special meeting or a special meeting may be called by written request of five (5) members of the Board.

SECTION 6. The Secretary shall send notices by mail, e-mail, or other electronic means, or otherwise give appropriate notice to members of the Board of Directors, in advance of any Regular or Special Meeting of the Board.

SECTION 7. At all meetings of the Board of Directors, each member of the Board of Directors shall be entitled to one (1) vote, but may not be permitted to vote by proxy. The Board of Directors may permit any or all Directors to participate in any regular or special meeting, or Committee meeting by, or conduct the meeting through the use of, any means

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of communication by which all Directors participating may simultaneously hear each other during the meeting.

SECTION 8. At all meetings of the Board of Directors or any Committee, a majority of the Directors shall constitute a quorum. Any action required to be taken shall be authorized by a majority vote of the entire membership of the Board of Directors or a Committee, as the case may be, except as otherwise specifically required by Nebraska law or by these Bylaws. A Director who is present at a meeting has the right to change his or her vote up to the time the result is finally announced. After that, he or she can make the change only by unanimous permission of the entire membership of the Board of Directors or a Committee, as the case may be.

SECTION 9. The Agenda at the first Regular Meeting of the Board of Directors each year shall include, but not be limited to, the following items:

- A. Election of the Chairperson and Vice Chairperson.
- B. Approval of the Minutes of any prior Board meeting, and Committee meetings, since the last regular meeting of the Board of Directors.
- C. Receiving of reports, general or special.
- D. Appointment of the Chief Executive Officer, the President, the Secretary, the Treasurer, and the Corporate Compliance Officer.
- E. Committee appointments.
- F. Other business.

SECTION 10. Any Director may resign from the Board of Directors at any time by giving written notice to the Chairperson. The acceptance of such resignation shall not be necessary to make it effective. In addition, a Director may be removed by the shareholders of the Company at a meeting of the shareholders called expressly for that purpose. The notice of said meeting shall state that a purpose of the meeting is the removal of said Director. Any Director may be removed, with or without cause, if the number of votes cast to remove him or her exceeds the number of votes cast not to remove him or her.

The President of the Company shall submit his or her resignation as a Director to the Chairperson at such time that he or she no longer serves in the role of President of the Company. Resignation or termination as President is also deemed as resignation from the Board of Directors. The Board of Directors may elect to accept or decline the resignation from the Board of Directors.

In the event of a Director's change in any business association which may place the Director in conflict with any duties owed to the Company, the Director shall submit his or her resignation from the Board of Directors to the Chairperson. The Board of Directors may elect to accept the resignation or to request that the resigning Director continue service on the Board of Directors.

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If a vacancy occurs on the Board of Directors, the Board of Directors may fill the vacancy. Such replacement Director may serve until the next Annual Meeting of shareholders following his or her appointment, at which time the shareholders may elect the replacement Director, or his or her successor, to serve the remainder of the vacated term.

SECTION 11. The Board of Directors shall establish such Committees of the Board of Directors as it may deem necessary or convenient for the conduct of business and may delegate to any such Committee some or all of the powers of the Directors except those which, by law or by these Bylaws, may not be delegated. The Board of Directors shall establish Corporate Governance Guidelines. The Board of Directors shall have the authority to establish, and to amend, policies and procedures governing dualities of interest or possible conflicts of interest of Directors, officers and employees.

Unless otherwise required by the Bylaws, the Chairperson shall annually determine the membership on such Committees, subject to approval by a majority of the Board of Directors. The Chairperson shall also appoint the Chairperson and Vice-Chairperson of such Committees, subject to approval by a majority of the Board of Directors. At all meetings of the Committees of the Board of Directors, a majority of the membership of the Committee shall constitute a quorum. The Board of Directors, subject to the provision set forth herein, shall define the duties of such Committees and such duties shall be documented in Committee Charters approved by the Board of Directors or by applicable resolution. In the event of a conflict between the Corporate Governance Guidelines and a Committee Charter, the Corporate Governance Guidelines shall prevail. The Secretary of the Company shall give notice of all Committee meetings.

SECTION 12. The Board of Directors shall determine at least bi-annually the amount to be paid to each Independent Director as compensation for services provided. Each Independent Director shall also be reimbursed for reasonable and necessary expenses incurred in his or her role as a Board Member.

ARTICLE III
OFFICERS

SECTION 1. The officers of the Company shall be the (1) President; (2) Secretary; and (3) Treasurer.

The President, Secretary, and Treasurer shall be appointed by the Board of Directors.

SECTION 2. Unless otherwise provided by these Bylaws, the officers to be appointed by the Board of Directors (the, President, Secretary, and Treasurer) shall be appointed annually at the first Regular Meeting of the Board following the Annual Meeting of shareholders. Each appointed officer shall hold office until his or her successor shall have been duly approved and qualified or appointed or until his or her death, resignation or removal from office. The Board of Directors shall fix the term of office and compensation of the President.

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SECTION 3. President – The President shall be the principal executive officer of the Company and shall actively manage the business of the Company, subject to the direction of the Board of Directors. He or she shall fix the terms of employment, including compensation, for all employed personnel in accordance with policies determined by the Board of Directors. The President shall present a report at the Annual Meeting of shareholders. He or she shall make reports and recommendations to the Board of Directors and its Committees upon any subject pertaining to the business of the Company. He or she shall give any report required by the Board of Directors or its Committees on any matter pertaining to the Company, and he or she shall perform such other duties as may be assigned to him or her by the Board of Directors. He or she or his or her designee shall sign upon behalf of the Company, all contracts and papers of a legal nature. He or she shall see that the actions of the Board and its Committees are carried out and shall exercise such powers in general of the President of the Company.

SECTION 4. Treasurer – The Treasurer of the Company is responsible for all financial and accounting policies, procedures and transactions performed within the Company, including but not limited to budget preparation, preparation of financial statements, corporate investment policy and practice and liaison and support of the independent audit. The Treasurer of the Company shall cause to be kept complete and accurate records of all receipts and disbursements of the Company. The Treasurer shall make quarterly reports to the Board of Directors, and the Annual Meeting of shareholders of the Company. He or she shall cause to be deposited, with depositories authorized by the Board all funds of the Company. All withdrawals shall be made over the signature of the Treasurer and at least one (1) other designated signatory as authorized by the Board of Directors.

SECTION 5. Secretary – The Secretary shall keep full and permanent records of all meetings of the shareholders of the Company, the Board of Directors and its Committees. He or she shall conduct all general correspondence for the Company, prepare, or have his or her designee prepare, the minutes of all meetings of the Company, the Board of Directors and its Committees, and shall keep a record of all reports of Committees and written recommendations. He or she shall be the custodian of the Corporate Seal of the Company and affix the same to all legal papers requiring the Corporate Seal. He or she shall cause to be given notice of all meetings of the shareholders, Board of Directors and all Committees of the Board. The Secretary shall notify all persons who are appointed to Committees by the terms of these Bylaws and by the Chairperson.

SECTION 7. Any officer may be removed by the Board of Directors whenever in its judgment the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Officers appointed by the Chief Executive Officer may also be removed by the Chief Executive Officer whenever in his or her judgment the best interests of the Company will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the individual so removed. Election or appointment of an officer shall not of itself create contract rights.

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SECTION 8. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors or the President, as set forth in Section 1 of this Article III, for the unexpired portion of the term of such office.

ARTICLE IV
CERTIFICATES OF STOCK

SECTION 1. The interest of each stockholder of the Company shall be evidenced by certificates or shares of stock certifying the number of shares represented thereby and in such form not inconsistent with the articles of incorporation as the Board of Directors may from time to time prescribe. The certificate of stock shall be signed by the President and by the Secretary.

ARTICLE V
CORPORATE SEAL

SECTION 1. The Company shall have a Corporate Seal which shall be in such form as the Board of Directors may prescribe.

ARTICLE VII
AMENDMENTS

SECTION 1. These Bylaws may be amended, in whole or in part, by a majority of the members the Board of Directors or by affirmative vote of a majority of the shareholders voting at a meeting of shareholders at which a quorum is present in person, virtually or by proxy.

These Bylaws are adopted and effective on December 14, 2022.

GOODLIFE SOLUTIONS, INC.

By: *Karen B. Aman*
Karen B. Aman
Board Chair