

**RESTATED
ARTICLES OF INCORPORATION
OF
GROUP HEALTH COOPERATIVE OF SOUTH CENTRAL WISCONSIN**

These Amended and Restated Articles of Incorporation ("Articles") of Group Health Cooperative of South Central Wisconsin ("Cooperative") duly adopted pursuant to the authority and provisions of Section 185.05 and Section 185.54 of the Wisconsin Statutes, supersede and replace the existing Articles of Incorporation of Group Health Cooperative of South Central Wisconsin and any restatements and amendments which have been made to those Articles:

ARTICLE I. NAME

The name of this Cooperative shall be **GROUP HEALTH COOPERATIVE OF SOUTH CENTRAL WISCONSIN**.

ARTICLE II. EXISTENCE

The period of the Cooperative's existence is perpetual.

ARTICLE III. PURPOSES

The purposes for which this Cooperative is organized are exclusively educational, charitable and scientific. In pursuance of such purposes, the Cooperative is authorized:

- (a) To construct, lease, own, operate, and maintain nonprofit clinics, hospitals and related facilities for the purpose of providing health care;
- (b) To promote the health of the residents of this State of Wisconsin through the establishment, maintenance and operation of a voluntary nonprofit plan or plans based upon prepayment, which plans shall be available to all such residents without regard to race, color, religion, or financial status; and
- (c) To engage in and carry on all activities incidental or reasonably necessary to any of the foregoing purposes, and as provided by the laws of the State of Wisconsin;

Provided, however, that in all events and under all circumstances, the following provisions shall apply:

1. No substantial part of the activities of this Cooperative shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office; nor shall it engage in any activities that are unlawful under the laws of the United States of America, or the State of Wisconsin, or any other jurisdiction where such activities are carried on; nor shall it engage in any transaction defined at the time as "prohibited" under Section 503 of the Internal Revenue Code of 1986.

2. No compensation or payment shall ever be paid or made to any officer, director, trustee, creator, organizer, or individual member of this Cooperative except as a reasonable allowance for actual expenditures or services actually made or rendered to or for this Cooperative; and neither the whole nor any part or portion of the assets or net earnings, current or accumulated, of this Cooperative shall ever be distributed to or divided among any such persons; provided, further, that neither the whole nor any part or portion of such assets or net earnings shall ever be used for, accrue to, or inure to the benefit of any individual member or private individual pursuant to Section 501 (c)(3) of the Internal Revenue Code of 1986.
3. The Cooperative shall operate only on a cooperative nonprofit basis. It shall not have or exercise any power or authority either expressly, by interpretation, or by operation of law, nor shall it directly or indirectly engage in any activity, that would prevent it from qualifying and continuing to qualify as a charitable organization described in Sections 185.981 to 185.985 of the Wisconsin Statutes.

ARTICLE IV. CAPITALIZATION AND MEMBER CLASSES

This Cooperative is organized without capital stock. The Cooperative shall have three classes of members designated as: Founding Members, Class A Members, and Class B Members. The designation, qualifications, requirements, method of acceptance, and incidents of membership of each class of members shall be set forth in the bylaws.

ARTICLE V. PRINCIPAL OFFICE

The location and address of the principal office of the Cooperative is 1265 John Q. Hammons Drive, Madison, WI 53744-4971.

ARTICLE VI. DIRECTORS

The business and affairs of the Cooperative shall be managed by a board of directors. The number and qualifications for directors shall be specified in the bylaws, but the number of directors on the board shall not be less than five.

ARTICLE VII. OFFICERS

The Cooperative shall have the following principal officers: Chair, Vice Chair, Secretary and Treasurer, as well as such other officers as may be appointed pursuant to the bylaws from time to time.

ARTICLE VIII. DISTRIBUTION OF ASSETS IN THE EVENT OF DISSOLUTION

In the event of termination, dissolution or winding up of the affairs of the Cooperative, after paying or making provision for the payment of all of the liabilities of the Cooperative, the Board of Directors shall dispose of all of the assets of the Cooperative exclusively for one or more exempt purposes described in Section 501 (c)(3) of the Internal Revenue Code of 1986, or the corresponding provisions of any future United States Internal Revenue law, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the

Circuit Court of the county in which the principal office of the Cooperative is then located to such organization or organizations as such Court shall determine will best accomplish the general purposes for which the Cooperative was organized.

ARTICLE IX. AMENDMENT

These Articles may be amended or restated by the members in the manner authorized by law at the time of the amendment or restatement.

The foregoing Restated Articles of the Cooperative were adopted on _____, 2020 by the following vote:

| Class of Members | Number of Members Voting | Number voting | |
|------------------------------|--------------------------|---------------|---------|
| | | For | Against |
| Founding and Class A Members | | | |

Executed on behalf of the Cooperative this _____ day of _____, 2020.

GROUP HEALTH COOPERATIVE OF SOUTH CENTRAL WISCONSIN

By: _____
_____, Chair

By: _____
_____, Secretary

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| <p>This document was drafted by and should be returned to:</p> <p>Thomas N. Shorter Husch Blackwell, LLP 33 East Main Street, Suite 300 Madison, WI 53703</p> |
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