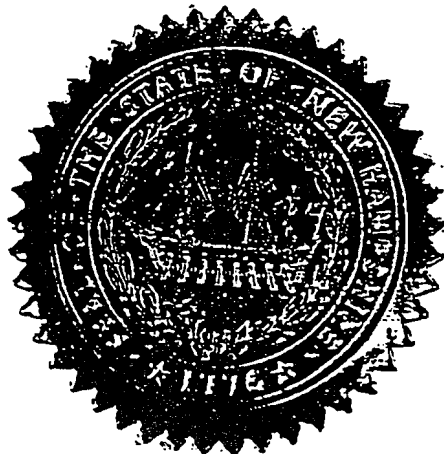


State of New Hampshire  
Department of State

The undersigned, as Deputy Secretary of State of the State of New Hampshire, hereby certifies that the attached Articles of Agreement of ENDOWMENT FOR HEALTH, INC., a New Hampshire nonprofit corporation, have been recorded in this office.

IN TESTIMONY WHEREOF, I hereto  
set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 26th day of October A.D. 1999



*Robert P. Ambrose*

Robert P. Ambrose  
Deputy Secretary of State

**FILED**

**ARTICLES OF AGREEMENT**

**OF**

**OCT 26 1999**

**ENDOWMENT FOR HEALTH, INC.**

**WILLIAM M. GARDNER  
NEW HAMPSHIRE  
SECRETARY OF STATE**

We, the undersigned, being persons of lawful age, do hereby associate together for the purpose of forming a nonprofit voluntary corporation (hereafter referred to as the "Corporation") under, by virtue of and in accordance with the provisions of New Hampshire Revised Statutes Annotated ("RSA") Chapter 292, pursuant to the following Articles of Agreement:

**ARTICLE I**

The name of the Corporation shall be "Endowment for Health, Inc."

**ARTICLE II**

The initial address at which the business of the Corporation is to be carried on is c/o Department of Justice, Charitable Trusts Division, 33 Capitol Street, Concord, New Hampshire 03301-6397.

**ARTICLE III**

The Corporation is not-for-profit and shall be organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter, the "Code"). The purposes for which the Corporation is formed are as follows: The Corporation exists to improve the health and reduce the burden of illness of the people of the State of New Hampshire. The Corporation shall fulfill its purpose primarily by awarding grants, making program related investments, and providing other financial assistance to health related programs, organizations and projects benefiting the people of the State of New Hampshire. The

Corporation shall be authorized to undertake activities which are in furtherance of the foregoing purposes, except as may be restricted or prohibited in these Articles of Agreement or by applicable law.

#### ARTICLE IV

The Corporation shall have and may exercise in furtherance of its objectives and purposes any one or more or all of the rights and powers of a voluntary corporation specified under applicable New Hampshire laws, including RSA 292 and 295 thereof; provided, however, that notwithstanding any other provisions of these Articles of Agreement, the Corporation shall neither have nor exercise any power, nor shall it engage in any activity directly or indirectly, that would invalidate its status as: (a) a corporation which is exempt from Federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; (b) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code, or (c) a not-for-profit voluntary corporation under the laws of the State of New Hampshire. Without limiting the foregoing, no part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or otherwise attempting to influence legislation, except to the extent permitted by Section 501(h) of the Code, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office. A "pecuniary benefit transaction" (as defined in RSA 7:19-a, I.) between the Corporation and its Directors or officers shall be prohibited unless it is in the best interest of the Corporation and all of the conditions set forth in RSA 7:19-a, II are satisfied.

#### ARTICLE V

The Corporation may purchase, receive or take by grant, gift, devise, bequest or otherwise, lease, or otherwise acquire, own, hold, improve, employ, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated, in an unlimited amount, and may borrow and lend and may sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage, pledge, encumber or create a security interest in, all or any of such property or any interest therein. The Corporation may solicit and receive contributions from any and all sources and may receive and hold, in trust or otherwise, funds received by gift or bequest.

#### ARTICLE VI

The Corporation may make grants, donations or contributions in such amounts as the officers and Directors shall determine, in furtherance of its purposes as set forth in Article III above; provided, however, that as long as the Corporation is entitled to exemption from Federal income tax as an organization described in Section 501(c)(3) of the Code, it shall make no grants, donations or contributions other than for charitable purposes; and provided further that the Corporation shall make no grants to or for the benefit of Anthem Insurance Companies, Inc. or its successors or affiliates (collectively, "Anthem") unless such grants are made by the Corporation on the basis of a competitive bidding process involving a request for proposals pursuant to which proposals are submitted by at least two parties unrelated to Anthem; provided, however, that the provisions of this Article VI are not intended to preclude the making of grants to other organizations who may utilize products and/or services provided by Anthem.

### ARTICLE VII

The governance of the Corporation and the general management of its affairs shall be vested in a Board of Directors comprised of no fewer than fifteen (15) and no more than seventeen (17) directors (individually, a "Director", collectively, the "Directors"). The exact number, qualifications, term, method of acting and method of election, appointment and removal shall be fixed in the Bylaws of the Corporation. Except as otherwise provided in these Articles of Agreement or the Bylaws, as they may be amended from time to time, the business and affairs of the Corporation shall be managed by its Board of Directors. The Directors and officers of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation, to the maximum degree consistent with the laws of the State of New Hampshire.

### ARTICLE VIII

The Corporation may adopt such Bylaws and make such rules and regulations as may be deemed necessary, and may from time to time alter, amend, and modify the Bylaws, or its rules and regulations, as may therein be provided for. These Articles of Agreement may not be amended without the prior approval of at least seventy percent (70%) of the entire Board of Directors and the prior approval of the Probate Court; provided, however, that the prior approval of the Probate Court shall not be required for ministerial changes to these Articles of Agreement such as the address at which the business of this Corporation is to be carried on.

### ARTICLE IX

Upon the liquidation or dissolution of the Corporation in accordance with the Bylaws and the laws of the State of New Hampshire, the officers and Directors shall, after making payment of all of the liabilities of the Corporation or due provision therefor, distribute the then remaining assets of the Corporation to one or more other

organizations exempt from Federal income tax under Section 501(c)(3) of the Code whose purpose and mission fulfill as nearly as possible the mission of the Corporation, as the Board of Directors shall determine; provided that no such distribution shall be made in a manner inconsistent with the laws of the State of New Hampshire. Any assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively to one or more other organizations exempt from Federal income tax under Section 501(c)(3) of the Code whose purpose and mission fulfill as nearly as possible the mission of the Corporation, as said court shall determine. Anything in this Article IX to the contrary notwithstanding, upon liquidation or dissolution of the Corporation, its assets shall be distributed solely to tax-exempt organizations whose exclusive beneficiaries are the people of the State of New Hampshire.

#### ARTICLE X

The Corporation shall have no capital stock and shall have no Members.

#### ARTICLE XI

The Incorporators hereby adopt the provisions of RSA 292:2,V-a; limitation of liability.

#### ARTICLE XII

No part of the net earnings of the Corporation shall be divided among, inure to the benefit of or be distributed to its officers, Directors, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the

purposes set forth in Article III hereof, except as otherwise provided in the Corporation's Bylaws.

### ARTICLE XIII

In order to preserve public confidence in the integrity of the Corporation, and to avoid any conflicts of interest, either potential or actual, for a period of three (3) years from the date of creation of the Corporation, no individual from the following three (3) groups shall be eligible for consideration or appointment as President, consultant or as a member of the Corporation's management team or may serve the Foundation in any other paid or compensated capacity:

- (a) Any current or former member of the senior management team or governing board of directors of New Hampshire-Vermont Health Service d/b/a Blue Cross and Blue Shield of New Hampshire ("BCBS-NH") or its affiliates;
- (b) Any current or former member of the management team or governing board of directors of Anthem; and
- (c) Any member of the State of New Hampshire's interagency working group organized to review the sale of BCBS-NH.

Notwithstanding the provisions of this Article XIII, an individual from the groups described in paragraphs (a) and (c) above shall be eligible for consideration or appointment as President, consultant or as a member of the Foundation's management team or may serve the Foundation in any other paid or compensated capacity provided that such election or appointment is approved by at least seventy percent (70%) of the entire Board and by the Probate Court.

#### ARTICLE XIV

The Board of Directors shall at all times be composed of a majority of individuals who are members of the "general public". For these purposes, an individual is a member of the "general public" unless such individual is (1) an employee, officer or director of an organization that primarily sells health care services, or (2) is engaged in the practice of a health care profession.

#### ARTICLE XV

Control of the Corporation's assets shall at all times remain independent of Anthem. At no time shall any person who serves as an employee or member of the governing board of Anthem or any New Hampshire or regional Advisory Board to Anthem simultaneously be eligible for consideration, election or appointment as a Director, officer, president, consultant or member of the Corporation's management team or serve the Corporation in any other paid or compensated capacity.

#### ARTICLE XVI

All references herein to (i) the Code shall be deemed to refer to the Internal Revenue Code of 1986, as now in force or hereafter amended, (ii) the RSA shall be deemed to refer to said statutes as now in force or hereafter amended, and (iii) particular sections of the Code or the RSA shall be deemed to refer to similar or successor provisions hereafter adopted.



IN WITNESS WHEREOF, the undersigned have hereto subscribed their names this 27  
day of September, 1999.

- | <u>Signature and Name</u>                              | <u>Post Office Address</u>                   |
|--|--|
| 1. <u>Jeanne Shaheen</u><br>Jeanne Shaheen             | 73 Perkins Road<br>Madbury, NH 03820         |
| 2. <u>Philip T. McLaughlin</u><br>Philip T. McLaughlin | Old Parade Road<br>Laconia, NH 03246         |
| 3. <u>Michael S. DeLucia</u><br>Michael S. DeLucia     | 355 North River Road<br>Manchester, NH 03104 |
| 4. <u>William B. Hart</u><br>William B. Hart           | 73 Vine Street<br>South Berwick, ME 03904    |
| 5. <u>Eve H. Oyer</u><br>Eve H. Oyer                   | 6 Donovan Street<br>Concord, NH 03301        |
| 6. <u>David L. Dubrow</u><br>David L. Dubrow           | 29 Tonga Drive<br>Bow, NH 03304              |

315 057

City Clerk's Office, City of CONCORD  
Received and recorded this 26 day of SEPTEMBER, 1999.

Sharon Davis  
City Clerk of CONCORD

IN WITNESS WHEREOF, the undersigned have hereto subscribed their names this  
16 day of October, 1999.

- | <u>Signature and Name</u>                  | <u>Post Office Address</u>                   |
|--|--|
| 1. <u>Jeanne Shaheen</u><br>Jeanne Shaheen | 73 Perkins Road<br>Madbury, NH 03820         |
| 2. _____<br>Philip T. McLaughlin           | Old Parade Road<br>Laconia, NH 03246         |
| 3. _____<br>Michael S. DeLucia             | 355 North River Road<br>Manchester, NH 03104 |
| 4. _____<br>William B. Hart                | 73 Vine Street<br>South Berwick, ME 03904    |
| 5. <u>Eve H. Oyer</u><br>Eve H. Oyer       | 6 Donovan Street<br>Concord, NH 03301        |
| 6. _____<br>David L. Dubrow                | 29 Tonga Drive<br>Bow, NH 03304              |

315158

City Clerk's Office, City of Concord  
Received and recorded this 16 day of October, 1999.

Sharon Dewey  
City Clerk of Concord