

SERFF Tracking Number: AGDE-126100345 State: Arkansas
 Filing Company: National Union Fire Insurance Company of Pittsburgh, PA State Tracking Number: 42046
 Company Tracking Number: C36026NUFIC
 TOI: H09G Group Health - Organ & Tissue Sub-TOI: H09G.000 Health - Organ & Tissue Transplant - Limited Benefit
 Transplant - Limited Benefit
 Product Name: Specialty Markets
 Project Name/Number: Association Group/C36026NUFIC

Filing at a Glance

Company: National Union Fire Insurance Company of Pittsburgh, PA
 Product Name: Specialty Markets SERFF Tr Num: AGDE-126100345 State: ArkansasLH
 TOI: H09G Group Health - Organ & Tissue SERFF Status: Closed State Tr Num: 42046
 Transplant - Limited Benefit
 Sub-TOI: H09G.000 Health - Organ & Tissue Co Tr Num: C36026NUFIC State Status: Disapproved-Closed
 Transplant - Limited Benefit
 Filing Type: Form Co Status: Reviewer(s): Rosalind Minor
 Authors: Darren O'Toole, Wanda Disposition Date: 06/18/2009
 Floyd
 Date Submitted: 04/03/2009 Disposition Status: Disapproved
 Implementation Date Requested: On Approval Implementation Date:
 State Filing Description:

General Information

Project Name: Association Group Status of Filing in Domicile: Authorized
 Project Number: C36026NUFIC Date Approved in Domicile: 04/03/2009
 Requested Filing Mode: Review & Approval Domicile Status Comments: Deregulated in Pennsylvania
 Explanation for Combination/Other: Market Type: Group
 Submission Type: New Submission Group Market Size: Small and Large
 Overall Rate Impact: Group Market Type: Association
 Filing Status Changed: 06/18/2009 Explanation for Other Group Market Type:
 Deemer Date: State Status Changed: 06/18/2009
 Corresponding Filing Tracking Number:
 C36026NUFIC
 Filing Description:
 National Union Fire Insurance Company of Pittsburgh, Pa. requests your approval to issue our Group Critical Illness Insurance program C36026NUFIC et al to Association Approval of North American Better Living Alliance

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to insure their members.

Enclosed are the Articles of Incorporation and By-Laws of the North American Better Living Alliance .

Company and Contact

Filing Contact Information

Darren O'Toole, Regulatory affairs Analyst Darren.O'Toole@aig.com
 600 King Street (800) 225-5244 [Phone]
 Wilmington, DE 19601 (302) 594-4810[FAX]

Filing Company Information

National Union Fire Insurance Company of Pittsburgh, PA CoCode: 19445 State of Domicile: Pennsylvania
 70 Pine Street Group Code: 12 Company Type:
 New York, NY 10270 Group Name: AIG State ID Number:
 (212) 770-7000 ext. [Phone] FEIN Number: 25-0687550

Filing Fees

Fee Required? Yes
 Fee Amount: \$0.00
 Retaliatory? No
 Fee Explanation:
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
National Union Fire Insurance Company of Pittsburgh, PA	\$0.00	04/03/2009	

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Disapproved	Rosalind Minor	06/18/2009	06/18/2009

Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending	Rosalind Minor	06/10/2009	06/10/2009	Darren O'Toole	06/11/2009	06/11/2009

Industry
Response

Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
Group Questionnaire	Note To Reviewer	Darren O'Toole	04/08/2009	04/08/2009
Association Group	Note To Filer	Rosalind Minor	04/08/2009	04/08/2009

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Disposition

Disposition Date: 06/18/2009

Implementation Date:

Status: Disapproved

Comment: Thank you for the additional information which you submitted with respect to the association, North American Better Living Alliance, Inc.

After reviewing the information, it is determined that the association was formed for the purpose of discounts on health care services such as vision, dental, RX Prescription and hearing. the only area that the members have in common is the discount card.

I am disapproving the filing effective on this date based on the fact that this is not a true association group.

Rate data does NOT apply to filing.

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Item Type	Item Name	Item Status	Public Access
Supporting Document (revised)	By laws	Disapproved	Yes
Supporting Document	Flesch Certification	Disapproved	Yes
Supporting Document	Corporate Information	Disapproved	Yes
Supporting Document	Application	Disapproved	Yes
Supporting Document	Outline	Disapproved	Yes
Supporting Document	By laws	Disapproved	Yes
Supporting Document	Response to Questions	Disapproved	Yes
Supporting Document	Article of Incorporation	Disapproved	Yes
Supporting Document	Cover Letter	Disapproved	Yes

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Objection Letter

Objection Letter Status Pending Industry Response
Objection Letter Date 06/10/2009
Submitted Date 06/10/2009

Respond By Date

Dear Darren O'Toole,

This will acknowledge receipt of the captioned filing.

Objection 1

- By laws (Supporting Document)

Comment:

As of this date, we have not received the additional information which we requested on the association group.

If the information is not received by June 19th, the filing will be disapproved.

We appreciate your prompt attention.

Please feel free to contact me if you have questions.

Sincerely,

Rosalind Minor

Response Letter

Response Letter Status Submitted to State
Response Letter Date 06/11/2009
Submitted Date 06/11/2009

Dear Rosalind Minor,

Comments:

We are in receipt of your letter dated June 10, 2009

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Response 1

Comments: We apologize for the delay in our response and have included for review the following ; By-Laws, Response to Questions, Outline and Corporate Information.

Related Objection 1

Applies To:

- By laws (Supporting Document)

Comment:

As of this date, we have not received the additional information which we requested on the association group.

If the information is not received by June 19th, the filing will be disapproved.

We appreciate your prompt attention.

Changed Items:

Supporting Document Schedule Item Changes

Satisfied -Name: By laws

Comment:

Satisfied -Name: Corporate Information

Comment:

Satisfied -Name: Outline

Comment:

Satisfied -Name: Response to Questions

Comment:

No Form Schedule items changed.

No Rate/Rule Schedule items changed.

We thank you for your continued review of our filing.

Sincerely,

Darren O'Toole, Wanda Floyd

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Note To Reviewer

Created By:

Darren O'Toole on 04/08/2009 02:05 PM

Last Edited By:

Rosalind Minor

Submitted On:

06/18/2009 09:56 AM

Subject:

Group Questionnaire

Comments:

We have received your request and are in the midst of collecting the information you have requested. Upon receipt, we will immediately forward to you for review.

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Note To Filer

Created By:

Rosalind Minor on 04/08/2009 01:06 PM

Last Edited By:

Rosalind Minor

Submitted On:

06/18/2009 09:56 AM

Subject:

Association Group

Comments:

I need additional information with respect to the association.

Please provide all the information outlined in the attached questionnaire for our review.

We have received your filing regarding the above named association/ discretionary group. To determine if this organization is a qualified group under our statutes, please provide the answers to the following questions:

1. Name and address of the group.
2. Is this group incorporated? If so, give state of incorporation.
3. Is there a current office in Arkansas?
4. Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details.
5. Are annual dues charged? If so, specify amount.
6. What are the specific activities of the organization?
7. What benefits are provided to the members in addition to insurance?
PLEASE ATTACH BROCHURES ON THE BENEFITS.
8. What qualifies an individual for membership?
9. How are members recruited? If by mailing list, advise the source of this list.
10. Attach a copy of the organization by-laws.
11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed.
12. Please attach a copy of the organization's most recent financial statement.
13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members?

Approval of the organization as a qualified group for insurance purposes will be determined upon receipt of your reply.

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Rate Information

Rate data does NOT apply to filing.

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Supporting Document Schedules

Satisfied -Name: By laws **Review Status:** Disapproved 06/18/2009
Comments:
Attachment:
 Bylaws.pdf

Bypassed -Name: Flesch Certification **Review Status:** Disapproved 06/18/2009
Bypass Reason: N/A as this is an Association filing only
Comments:

Satisfied -Name: Corporate Information **Review Status:** Disapproved 06/18/2009
Comments:
Attachment:
 Corporate Information.pdf

Bypassed -Name: Application **Review Status:** Disapproved 06/18/2009
Bypass Reason: N/A as this is an Association filing only
Comments:

Satisfied -Name: Outline **Review Status:** Disapproved 06/18/2009
Comments:
Attachment:
 NABLA OUTLINE - the ABC card 10-23-08.pdf

Satisfied -Name: Response to Questions **Review Status:** Disapproved 06/18/2009

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Comments:

Attachment:

Response to Questions.pdf

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Satisfied -Name: Article of Incorporation **Review Status:** Disapproved 06/18/2009
Comments:
Attachment:
NABLA - Articles of Incorporation.pdf

Satisfied -Name: Cover Letter **Review Status:** Disapproved 06/18/2009
Comments:
Attachment:
Cover Letter.pdf

**BYLAWS
OF
NORTH AMERICAN BETTER LIVING ALLIANCE, INC.**

**ARTICLE 1.
PURPOSES AND POWERS**

1.01 Purposes. The corporation is organized for any lawful purpose or purposes as set forth in its Articles of Incorporation, including, but not limited to, being operated for charitable, educational or scientific purposes including, for such purposes, (a) the fostering and promoting of education and research concerning the advantages and availability of suitable discounted medical, medically related, non-medical and other benefit and service programs in respect of its members; (b) the collection and dissemination of statistics and other relevant and reliable information, facts and data concerning the benefits, medical issues and other related matters; (c) the location and determination of suitable and appropriate benefits, medical and other related products and services needed and desired by members at efficient and reasonable costs; and (d) the providing of emails, internet websites, media, newsletters, conferences, meetings, seminars, forums and other means of effective communication to members and others concerning the purposes of the corporation.

1.02 Powers. The corporation shall possess all powers which a corporation may have that is organized under the Texas Non-Profit Corporation Act (the “Act”), as the same may from time to time be amended.

1.03 Bylaws. These bylaws shall govern and control the internal corporate affairs of the corporation and guide the officers, directors and members of the corporation in their efforts to promote the business and objectives of the corporation.

**ARTICLE 2.
PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

2.01 Principal Office. The principal office in the State of Texas shall be at such place as the board of directors may from time to time designate by duly adopted resolution. The corporation may also have an office or offices at such other place or places within or without the State of Texas as the board of directors may from time to time designate or the business of the corporation requires.

2.02 Registered Office. The corporation shall have and continuously maintain in Texas a registered office which may be, but need not be, the same as its principal office. The address of the registered office will be identical with the office of the registered agent of the corporation. Such office will be continuously maintained within Texas for the duration of the corporation. The board of directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate forms to the Office of the Secretary of State.

2.03 Registered Agent. The corporation shall have and continuously maintain in Texas a registered agent, which agent may be an individual resident in Texas whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for

profit, or a foreign corporation for profit or not for profit, authorized to transact business or to conduct its affairs in Texas which has a business office identical with such registered office.

2.04 Change of Registered Office or Agent. The corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement setting forth such change. The change shall be authorized by the board of directors or by an officer so authorized by the board of directors. The registered agent shall be agent of the corporation upon whom any process, notice or demand required or permitted by law to be served on the corporation may be served.

2.05 Resignation of Registered Agent. Any registered agent may resign; however, the corporation will not recognize the resignation of any registered agent appointed by it, or the discontinuance of any registered office, unless it receives a copy of such agent's resignation, or discontinuance of the registered office, as sent to the Office of the Secretary of State, such copy to be delivered or sent to the corporation registered or certified mail, addressed to the Principal Office of the corporation and directed to the attention of the secretary of the corporation. A copy of such notice shall be delivered or mailed no later than the date of filing of the statement with the Office of the Secretary of State; and such statement of resignation, or discontinuance of the registered office, shall be effective on the earlier of the filing by the corporation of an amendment to its annual registration statement designating a new registered agent, or registered office if discontinued, or the thirty-first (31st) day after the date on which the statement is filed.

ARTICLE 3. MEMBERS

3.01 Qualification. The corporation shall have one or more classes of members. Membership in the corporation shall be open to any person or entity of any kind that subscribes to the purposes of the corporation. An active member's immediate family, being his or her spouse and children, may also qualify or be eligible for membership benefits. The term "children" means the active member's unmarried children from birth to age 19 who are primarily dependent on the member for support and maintenance or who are at least age 19 but less than age 25 who regularly attend an institution of learning and are primarily dependent upon the active member for support and maintenance. If insurance is provided to an active member or his immediate family as an association benefit, then the definitions and age limitations set forth in the policy or certificate of coverage shall control.

3.02 Application and Admission. Application for membership shall be made in writing and shall contain such information as the corporation may require. Each application shall be accompanied by an application or enrollment fee and monthly dues in an amount determined by the board of directors. A refund policy shall also be determined by the board of directors in accordance with these bylaws and any applicable law.

3.03 Classes and Divisions of Members. The designation of such class or classes of members shall be determined by the board of directors and may include, but not be limited to, (a) individuals, (b) independent contractors, (c) self-employed individuals, (d) employers, (e) employees, (f) employee groups, (g) franchisees, (h) affiliated non-profit corporations and their members, and (i) affinity marketing groups or sponsoring organizations and their members and/or employees. Divisions within each class or classes of members and benefit package levels for each member may also be determined by the board of directors. The qualifications, rights and benefit

package levels of each class of members or division of members may be changed at any time by the board of directors.

3.04 Active Member. Any member who is not in default in the payment of dues for a period of one (1) month or more from the beginning of the period for which such dues become payable shall be an active member and shall be entitled to all of the rights, privileges and benefits provided to such members as so determined by the board of directors.

3.05 Certificates or Cards Evidencing Membership. The board of directors by duly adopted resolution may, but is not required, to provide for the issuance of certificates or cards evidencing membership in the corporation. Such certificates or cards may be signed by the president, vice-president or executive director and by the secretary or an assistant secretary. The name and address of each member and the date of issuance of the certificate or card shall be entered in the records of the corporation. If any certificate or card shall become lost, mutilated or destroyed, a new certificate or card may be issued upon such terms, provisions and conditions as the board of directors may determine.

3.06 Voting Rights. Each member of each class shall have voting rights and shall be entitled to one vote unless limited by the board of directors in accordance with the provisions of these bylaws.

3.07 Termination of Membership. Membership in the corporation terminates upon the death of a member. A member shall also be automatically ineligible for membership and loses all privileges, rights and benefits of the corporation when the member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, unless the board of directors, in its discretion, extends the time for payment of dues. Termination for the failure to pay dues shall be effective retroactively to the date such dues were payable and no further notice of such termination shall be required, although it may be given. Furthermore, the board of directors may expel or suspend a member pursuant to a procedure, duly adopted by the board of directors, that is fair and reasonable and carried out in good faith. The expulsion or suspension of a member, or termination of a membership, does not relieve the member from obligations the member may have to the corporation for dues, fees or charges for goods or services.

3.08 Resignation. Any member personally or through his duly authorized attorney-in-fact may resign by filing a written resignation with the secretary of the corporation but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the corporation.

3.09 Reinstatement. Upon written request signed by a former member and filed with the corporation, the board of directors may reinstate such former member to membership in the corporation upon such terms as the board of directors may deem appropriate.

3.10 Transfer of Membership. Membership in the corporation is not transferable or assignable.

3.11 Dues. The board of directors shall from time to time determine the enrollment or application fee, if any, and the amount of dues payable to the corporation by its members, classes

of members or divisions of members. The board of directors may waive any enrollment fees or dues for members, particularly for those who are part of a group where a sponsor of the group pays a stated fee on behalf of all group members.

3.12 Payment of Dues. Dues shall be payable monthly or annually, in advance, or in such other manner as the board of directors may so determine.

3.13 Liability of Members. The members shall not have ownership rights in the corporation and shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE 4. MEETINGS OF MEMBERS

4.01 Place of Meetings. Meetings of members shall be held at the time and place, within or outside of the State of Texas, stated in the notice of the meeting or in a waiver of notice.

4.02 Annual Meeting. An annual meeting of the members shall be held each year on a day and hour to be selected by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the board of directors fails to call the annual meeting at the designated time, a member of the corporation may demand that the meeting be held within a reasonable time. The demand must be made in writing and sent to an officer of the corporation by registered mail. If the annual meeting is not called before the 61st day after the date of demand, a member may compel the holding of such annual meeting by legal action directed against the board of directors, and each of the extraordinary writs of common law and of courts of equity are available to the member to compel the holding of the meeting. Failure to hold an annual meeting at the designated time does not result in the winding up and termination of the corporation.

4.03 Special Meetings. Special meetings of the members of the corporation may be called by the president, the secretary, the board of directors or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

4.04 Notice of Meetings. Notice of an annual meeting is not required. The corporation may, however, provide written notice of the place, date, and time of a meeting of members of the corporation and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice may be delivered personally, by mail, or by facsimile or electronic message. "Mailed" is considered to be delivered on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records. "Transmitted by facsimile or electronic message" is considered to be delivered when the facsimile or electronic message is successfully transmitted. If there are more than 1,000 members at the time a meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in the community in which the principal office of the corporation is located.

4.05 Quorum. The members of the corporation holding one tenth (1/10) of the votes entitled to be cast, in person or by proxy, constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the members, unless the vote of a greater number is required by law, the articles or the bylaws. If, however, such quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough shareholder to leave less than a quorum.

4.06 Voting Of Members. Each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members, except to the extent that the voting rights of members of any class or classes are limited, enlarged or denied by the articles or the bylaws.

4.07 Proxies by Members. A member may vote in person or by proxy executed in writing by the member or the member's attorney-in-fact. A member can revoke his proxy in writing at anytime by sending notice of such revocation to the corporation. Any person who becomes a member shall execute an appropriate written proxy if such person desires to have any director or officer of the corporation receive notice of and vote and act on said member's behalf in regard to any such meetings of the members. A proxy is not effective for voting purposes unless the original of the proxy is filed with the secretary of the corporation at least ten (10) days before the meeting at which it is to be used.

4.08 Meetings by Communications Equipment. Members may participate in and hold a meeting by means of telephone conference or similar communications equipment in which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.09 Action by Unanimous Written Consent. Any action required to be or which may be taken at a meeting of the members of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

ARTICLE 5. DIRECTORS

5.01 Management by Board of Directors. The business and affairs of the corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation

and do all such lawful acts as are not directed or required to be exercised by the members.

5.02 Number, Term; Election. The Board of Directors may not have fewer than three (3) or more than nine (9) directors, and shall consist of the number set by majority vote of the Board of Directors, which may be changed from time to time by resolution of the board of directors. Each director shall hold office for a term of twelve (12) months and shall be eligible for re-election. Directors shall be elected by plurality vote. Each director elected shall hold office for the term for which elected until his or her successor shall be elected and shall qualify, or until his or her earlier death, resignation or removal.

5.03 Qualifications of Directors. The qualification for becoming and remaining a Director of the corporation are as follows:

- (a) directors must be residents of any state in the United States or the District of Columbia;
- (b) directors must be members of the corporation;
- (c) proposed directors must be nominated by existing directors; and
- (d) directors must attend at least seventy-five (75%) percent of the annual and special meetings of the board of directors.

5.04 Change in Number. The number of directors may be increased or decreased from time to time by vote of a majority of the Board of Directors , but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship required to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

5.05 Removal; Resignation. Any director may be removed either for or without cause at any special or annual meeting of members, by the affirmative vote of a majority in number of members present, in person or by proxy, at such meeting and entitled to vote for the election of such director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. Any director may resign by giving written notice to the president or secretary. The resignation shall take effect at the time specified in the notice, or immediately if no time is specified. The acceptance of such resignation shall not be necessary to make it effective.

5.06 Vacancies. Any vacancies occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining directors then in office though less than a quorum. Any director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If there are no directors in office, then an election of directors may be held in the manner provided by law.

5.07. First Meetings. The first meeting of a newly elected Board shall be held without further notice immediately following the annual meeting of members, and at the same place, unless the time or place is changed by unanimous consent of the Directors then elected and serving.

5.08 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

5.09 Special Meetings. Special meetings of the Board of Directors may be called by the President on three days' notice to each Director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. The purpose of any special meeting of the board of directors shall be specified in the notice of such meeting.

5.10 Quorum; Majority Vote. At meetings of the board of directors a majority of the number of directors shall constitute a quorum for the transaction of business; provided, however, that a quorum shall not consist of less than fifty-one percent (51%) of the entire board of directors. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required by law, the articles or the bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The board of directors shall keep minutes of its proceedings which shall be placed in the minute book of the corporation.

5.11 Action by Unanimous Written Consent. Any action required to be or which may be taken at a meeting of the board of directors or any other committee of the board of directors of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors, or any other committee of the board of directors as the case may be, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

5.12 Participation in Meetings by Use of Communications Equipment. Any Director may participate in and hold a meeting of the directors by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.13 Compensation. By resolution of the board of directors, the directors may be paid their reasonable expenses (i.e. travel, meals, lodging and entertainment), if any, and may be paid a fixed sum for attendance at each meeting of the board of directors, or receive a stated fee as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of the executive committee or of special or standing committees may, by resolution of the board of directors, be allowed like compensation for attending committee meetings.

5.14 Minutes. The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the Corporate Record Book of the corporation.

5.15 Conflicts of Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm in which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are

shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Director at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and/or ratify such contract or transaction by a vote of the majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating a majority of such quorum necessary to carry such a vote.

ARTICLE 6. OFFICERS

6.01 Officers. The officers of the corporation shall be a president and a secretary and may include an executive vice-president as well as one or more vice-presidents (the number to be determined by the board of directors), a treasurer, or combination thereof, and such other officers, including an executive director, as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform such duties in the management of the corporation as prescribed from time to time by the board of directors or as may be provided in these bylaws. Any two or more offices may be held by the same person, except for the offices of president and secretary.

6.02 Officers to be Active Members. Any person serving as an officer of the corporation must be a member of the corporation.

6.03 Election and Term of Office. The officers of the corporation shall be elected by the board of directors at the annual meeting of the board of directors for a term of twelve (12) months. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors at any meeting for the unexpired portion of the term. New offices may also be created and filled by the board of directors at any such meeting. An assistant or assistants to the elected officers may be made available as necessary upon authorization by the board of directors.

6.05 President. The president will be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the business affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the board of directors. The board of directors shall delegate to the president the necessary authority and responsibility for the administration of the affairs of the corporation subject only to such bylaws as may be adopted and such orders as may be issued by the board of directors relating to the operation of the corporation and long range planning. The president shall be an ex-officio member of each directorial committee of the board of directors without a vote except the executive committee on which he shall serve with a vote, or, except as otherwise provided for in these bylaws or through a resolution of the board of directors. The president shall present a report at each

annual meeting of the board of directors covering the operations of the corporation during the preceding fiscal year.

6.06 Executive Vice-President. In the absence of the president, or in the event of his inability or refusal to act, the executive vice president, if one has been appointed, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The executive vice president shall be the chief administrative and operating officer. He shall serve as secretary to the board of directors and cause to be prepared notices and minutes of meetings of the board. The executive vice president shall be a member of the board of directors and all committees. With the assistance of committee chairmen, he shall be responsible for the administration of all activities in accordance with the policies and regulations of the board of directors. The executive vice president shall be responsible for hiring, discharging, directing and supervising all employees.

6.07 Vice-President. In the absence of the president and executive vice president or in the event of their inability or refusal to act, the vice presidents, if any, in the order of their seniority, unless otherwise determined by the board of directors, shall, perform the duties of the president, and when so acting, shall have all the power of and be subject to all the restrictions upon the president. A vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

6.08 Treasurer. The treasurer or assistant treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies received by the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors. The treasurer or assistant treasurer shall prepare and present quarterly a detailed financial statement of the financial affairs of the corporation. All of the duties, responsibilities and obligations of the treasurer or assistant treasurer may be assigned to a qualified third person or entity by written agreement; however, under such circumstances, the treasurer or assistant treasurer shall retain ultimate responsibility for such functions.

6.09 Secretary. The secretary or assistant secretary of the corporation shall keep the minutes of the meetings of the members, the board of directors and any committees in one or more books provided for that purpose, oversee that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records of the corporation, oversee that the seal of the corporation, if required, is affixed to all documents of the corporation, keep a register of the mailing address of each member which shall be furnished to the secretary or assistant secretary by such member, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary or assistant secretary by the president or by the board of directors.

6.10 Executive Director. An executive director of the corporation may be appointed at such time as the board of directors so designates. The executive director of the corporation may be the chief administrative and operating officer of the corporation and shall be selected by and report to the board of directors, which shall determine the term of his appointment as well as his duties and functions. The executive director of the corporation shall carry out the purposes of the corporation within the framework of the Articles of Incorporation, these by-laws, corporate policies and procedures, and the general and specific assignments given to him by the board of directors. The functions of the executive director shall include, but not be limited to, the following:

- a. selection, employment, and supervision of any employees of the corporation as authorized by the president and the board of directors. All staff employed by the corporation must meet required personnel standards as set forth in the personnel policies of the corporation;
- b. coordination and implementation of planning activities according to an approved work program;
- c. attendance at all meetings of the board of directors and the Executive Committee, except as otherwise determined by the President;
- d. representing the board of directors in dealing with the public and with all governmental agencies, if required; and
- e. such other duties and responsibilities as may from time to time be delegated to him by the president or the board of directors.

6.11 Removal of Officers. Any officer elected or appointed to office may be removed by those persons authorized under these bylaws to elect or appoint such officers whenever in their judgment the best interests of this corporation would be served. Such removal will be without prejudice to the contractual rights, if any, of the officer so removed. Any election or appointment of an officer shall not of itself create contract rights.

6.12 Resignation of Officer. Any officer may resign by giving written notice to the president or the board of directors. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

6.13 Compensation. The compensation of officers of the corporation, if any, shall be determined from time to time by the board of directors.

ARTICLE 7. COMMITTEES

7.01 Establishment of Committees. The board of directors, by resolution duly adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

7.02 Executive Committee. The board of directors may designate and appoint an executive committee which shall consist of no less than three (3) members of the board of directors and who each shall serve in such capacity for one (1) year, unless the board shall determine otherwise. The executive committee shall have the authority, those, duties, and exercise those powers as such are determined from time to time by the board by resolution duly adopted and not inconsistent with these bylaws. The executive committee shall have the authority of the board between its meetings, except for that business of the corporation as can only be addressed by a

majority of the board of directors at a meeting of said board. A majority of all the members of the executive committee may determine its action and fix the time and place of its meetings, unless the board shall otherwise provide. The board shall have the power at any time to change the number, powers, and members of the executive committee, to fill vacancies, and to discharge any such member of the executive committee.

7.03 Benefits Review Committee. The board of directors, by resolution duly adopted by a majority of the directors in office, may also designate a benefits review committee consisting of the president of the corporation and at least two (2) other persons who are selected by the board of directors. The benefits review committee shall have the responsibility for locating and reviewing potential benefit programs for the members of the corporation, and recommending such programs to the board of directors for its review, approval and adoption, if it believes it to be in the best interests of the members of the corporation to do so. A majority of all the members of the benefits review committee may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers, and members of the benefits review committee, to fill vacancies, and to discharge any such member of the benefits review committee.

7.04 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated and appointed by a resolution duly adopted by the board of directors or by the president if authorized by a resolution duly adopted by the board of directors. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in his or their judgment the best interests of the corporation will be served by such removal. At least one member of each committee shall be a director of the corporation. A majority of all members of such a committee may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers and members of such a committee, to fill vacancies and to discharge any member of such a committee.

7.05 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors, unless the committee shall be sooner terminated, or unless such member is removed from such committee or resigns. A member of any committee shall be eligible for re-appointment.

7.06 Chairman. One member of each committee shall be designated the chairman of such committee by the board of directors unless otherwise set forth in these bylaws.

7.07 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

7.08 Quorum. Unless provided in the resolution duly adopted by the board of directors designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 8.
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01 Contracts. The board of directors may authorize the officers or agents of the corporation to enter into contracts or to execute and deliver documents in the name of and on behalf of the corporation. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the board of directors to be appropriate, including the contracting with a third party for any or all management, operational, administrative, marketing, providing of member benefits and other services and functions necessary for the corporation to achieve its purpose.

8.02 Checks, Drafts and Other Orders for Payment. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by duly adopted resolution of the board of directors. However, such responsibility may be assigned to a qualified third person or entity by written agreement.

8.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

8.04 Gifts. The board of directors may accept on behalf of the corporation any contributions, gifts, bequests, or devise for the general purpose or for any special purpose of the corporation.

8.05 Loans. The corporation may, upon authorization of the board of directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the corporation is reasonably able to repay.

ARTICLE 9.
INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.01 Indemnification of Directors and Officers. Except as otherwise expressly provided by law or these bylaws, each director or officer, whether or not then in office, shall be indemnified by the Corporation against all expenses reasonably incurred by or imposed upon him in connection with or arising out of any proceeding in which he may be involved by reason of his being or having been a director or officer of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

9.02 Power to Indemnify. The power to indemnify applies only if it is determined that the director or officer (a) acted in good faith, (b) reasonably believed that his conduct in his official capacity was in the corporation's best interests, and in all other cases, that his conduct was at least not opposed to the corporation's best interests, and (c) in the case of any criminal proceedings, did not have a reasonable cause to believe his conduct was unlawful.

9.03 Limitations. If the director or officer is found liable to the corporation or is found

liable because he improperly received a personal benefit, the indemnification in Section 9.01 (a) is limited to reasonable expenses (which shall not include a judgment, a penalty, a fine or tax) actually incurred by the person in connection with the proceeding and (b) may not be made in relation to a proceeding in which the person has been found liable for (i) willful or intentional misconduct in the performance of his duty to the corporation, (ii) breach of his duty of loyalty owed to the corporation or (iii) an act or omission not committed in good faith that constitutes a breach of duty owed by the person to the corporation..

9.04 Proceeding. "Proceeding" means a threatened, pending or completed action or other proceeding, whether civil, criminal, administrative, arbitrative or investigative, an appeal of such an action or proceeding and an inquiry or investigation that could lead to such an action or proceeding.

9.05 Expenses. "Expenses" includes court costs, a judgment (including an arbitration award), a penalty, a settlement, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan and reasonable attorneys' fees that are reasonable and actually incurred by the person in connection with a proceeding.

9.06 Determination of Indemnification. A determination of indemnification under Section 9.01 (unless ordered by a court of competent jurisdiction) must be made:

1. by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
2. If such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
3. by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subsection 1 or 2 of this section; or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or
4. by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

9.07 Mandatory Indemnification. The corporation shall indemnify a director or officer against reasonable expenses actually incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was a director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

9.08 Advancement of Reasonable Expenses. Reasonable expenses incurred by a director or officer who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the corporation, in advance of the final disposition of the proceeding and without the determination specified in Section 9.06, after the corporation receives a written affirmation by the director or officer of his good faith that he has met the standard of conduct necessary for indemnification under this article and a written undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined that

he has not met that standard or if it is ultimately determined that indemnification of the director or officer against expenses incurred by him in connection with that proceeding is prohibited under this article. The written undertaking must be an unlimited general obligation of the director or officer but need not be secured. It may be accepted without reference to financial ability to make repayment.

9.09 Payment as Witness. The corporation shall pay or reimburse expenses incurred by a director, officer or employee in connection with his appearance as a witness or other participation in a proceeding by or against the corporation at a time when he is not a named defendant or respondent in the proceeding.

9.10 Insurance. The corporation may purchase and maintain insurance or enter into any other arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against that liability under this article. Without limiting the power of the corporation to procure or maintain any kind of other arrangement, the corporation may, for the benefit of persons indemnified by the corporation, (a) create a trust fund; (b) establish any form of self-insurance; (c) secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation; or (d) establish a letter of credit, guaranty, or surety arrangement.

9.11 Exclusions. No indemnification by the corporation shall apply to (a) any claim arising out of bodily injury to, or sickness, disease or death of any person, or damage to or destruction of any property including the loss of use thereof, (b) any claim arising out of breach of fiduciary duty or obligation in connection with any employee welfare benefit plan or retirement plan, (c) any cross-claim or counterclaim brought by one director and/or officer against another director and/or officer, (d) any claim arising out of failure to effect or maintain any insurance or bond, (e) any claim arising out of acts of a knowingly discriminatory nature, (f) any claim arising out of a violation of the responsibilities, obligations or duties imposed by Internal Revenue Code of 1986, as amended, or similar statutory law of any state or other jurisdiction therein, or (h) any act committed by a director or officer prior to taking office.

9.12 Notice. A director or officer shall, as a condition precedent to indemnification hereunder, give written notice to the corporation as soon as practicable of any claim made against him. The director or officer shall promptly forward to the corporation any demand, notice or summons received by the director or officer. Notice given by or on behalf of the director or officer to any authorized representative of the corporation, with particulars sufficient to identify the director or officer, shall be deemed notice to the corporation.

9.13 Jurisdiction. The indemnification hereunder only applies to acts committed by and suits brought against a director or officer in the United States of America, its territories or possessions or Canada.

9.14 Cooperation. The director or officer shall cooperate with the corporation and, upon the corporation's request, assist in making settlements and in the conduct of suits, including

arbitration proceedings. The director or officer shall attend hearings, trials and depositions and shall assist in securing and giving evidence and obtain the attendance of witnesses. The director or officer shall not, except at his own cost, voluntarily make any payment, assume any obligation or incur any expenses in any such proceedings.

9.15 Liability. No action shall lie against the corporation unless, as a condition precedent thereto, the director or officer shall have fully complied with all the terms, provisions and conditions of this entire article nor until the amount of the obligation to pay shall have been finally determined either by judgment against the director or officer after actual trial, arbitration determination, or by written agreement of the director or officer and the claimant subject to the prior written consent of the corporation. Any person or organization or the legal representative thereof who has secured such judgment or written agreement shall thereafter be entitled to recover against the corporation. No person or organization shall have the right to join the corporation as a party to any action against the director or officer to determine the director's or officer's liability, nor shall the corporation be interpleaded by the director or officer or their legal representative.

9.16 Subrogation. In the event of any payment under this article, the corporation shall be subrogated to all the director's or officer's rights of recovery therefore against any person or organization, and the director or officer shall execute and deliver all instruments and papers and do whatever else is necessary to secure such rights. Any amount recovered in excess of the corporation's total payment shall be restored to the director or officer, less the cost to the corporation of recovery. This indemnification as proved shall apply only as excess over any valid and collectible insurance the director or officer may have.

9.17 Effect of Amendment. No amendment, modification or repeal of the articles on indemnification and insurance hereof shall in any manner terminate, reduce or impair the right of any past, present or future director or officer of the corporation, nor the obligation of the corporation to indemnify such directors, under and in accordance with the provisions of these articles as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

9.18 Surety Bond. Such officers and agents of the corporation as the president, board of directors or the executive committee may designate from time to time, may be bonded for the faithful performance of their duties to the corporation and for the restoration to the corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation, in such amounts and by such surety companies as the president, board of directors or the executive committee may determine. The premiums on such surety bonds shall be paid by the corporation and the bonds so furnished shall be in the custody of the secretary of the corporation.

ARTICLE 10. PROHIBITED ACTS

10.01 Dividends Prohibited. A dividend may not be paid to, and no part of the income of the corporation may be distributed to, the corporation's members, directors or officers.

10.02 Authorized Benefits and Distributions. The corporation may pay compensation in a reasonable amount to the members, directors or officers for services rendered and may confer benefits on its members in conformity with the corporation's purposes.

10.03 Loans To Directors Prohibited. No loans shall be made by the corporation to its directors.

ARTICLE 11. DISSOLUTION AND DISTRIBUTION OF ASSETS

11.01 Voluntary Dissolution. The corporation may dissolve and commence to wind up its affairs. The board of directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at an annual or special meeting of members having voting rights. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast. Upon the adoption of such resolution by the members, the corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed dissolution to be mailed to each known creditor of and claimant against the corporation and shall proceed to collect its assets and apply and distribute them as provided in these bylaws or as allowed by law.

11.02 Application and Distribution of Assets. If in the process of dissolution, all valid and legally enforceable liabilities and obligations of the corporation shall be paid, satisfied and discharged. In case the property and assets are not sufficient to satisfy or discharge all of the corporation's valid and legally enforceable liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. The remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or which are described in Section 170(c)(1) or (2), Internal Revenue Code, under a plan of distribution adopted pursuant to applicable law. Any remaining assets not distributed under the plan of distribution shall be disposed of by a district court of the county in which corporation's principal office is located exclusively to one or more exempt organizations described above. Any distribution by the court shall be made in such manner as, in the judgment of the court, will best accomplish the general purposes for which the corporation was organized.

ARTICLE 12. GENERAL PROVISIONS

12.01 Fiscal Year. The fiscal year of the corporation shall begin the first day of January and end on the last day of December in each year.

12.02 Seal. The corporate seal shall be in such form as may be prescribed by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

12.03 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any authority of the board of directors and shall keep at its principal office a record of the names and addresses of its members entitled to vote. A member of the corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant or attorney, at any reasonable time during normal business hours, for any proper purpose, the books and records of the corporation relevant to that purpose, at the expense of the member. However, since membership information of the corporation is a valuable and proprietary asset of the corporation, such information may not be given or sold to, or be copied by, any member or his agent or attorney. The corporation may be audited annually by certified public accountants selected by the board of directors.

12.04 Amendment of Articles of Incorporation. A proposed amendment to the articles of incorporation of the corporation shall be adopted at a special or annual meeting of members called for such purpose, upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast.

12.05 Amendment of Bylaws. The bylaws may be altered, amended or repealed or new bylaws may be adopted upon receiving a vote of a majority of the board of directors present in person or by proxy at a special or annual meeting at which a quorum is present.

12.06 Waiver of Notice. Notice of a meeting is not required to be given to a member, director or member of a committee if the person entitled to notice signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before or after the time of the meeting. Attendance at a meeting constitutes a waiver of notice of such meeting, unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

12.07 Governing Law. These bylaws shall be construed under and in accordance with the laws of the State of Texas.

12.08 Construction. The gender of all words used in these bylaws includes the masculine, feminine, and neuter. Headings of all articles and sections are for reference purposes only and shall not constitute substantive matter to be considered in construing the terms of these bylaws.

12.09 Counterparts. These bylaws may be executed in any number of counterparts with the same effect as if all signing parties had signed the same document. All counterparts shall be construed together and constitute the same instrument.

12.10 Procedures. Parliamentary procedures for all meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these bylaws or by resolution of the board of directors.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected Secretary of the Corporation, certifies that the foregoing bylaws were duly adopted, approved, authorized and ratified by the board of directors of the corporation and the same do now constitute the bylaws of the corporation.

Dated and Effective this 5th day of December, 2002.

Anne M. Nored, Secretary

NORTH AMERICAN BETTER LIVING ALLIANCE, INC.

General Information

Name: North American Better Living Alliance, Inc.

Address: 9400 Mesquite Bend Rd.
Waco, Texas 76708-5701

Contact: Ken Stanfill

E-Mail Address: kstanfill@hotmail.com

Telephone: 254-709-2568

Fax: 254-714-1253

Charter Number: 0800148583

E. I. N.: 02-0655735

NACIS CODE: 813910 (Business Associations)
SIC CODE: 8611

Date of Incorporation: December 5, 2002

Duration: Perpetual

Bylaws: Amended April 1, 2009

State of Domicile: Texas

Registered Agent/Office: Lynette T. Stanfill
9400 Mesquite Bend Rd.
Waco, Texas 76708 (McLennan County)

State Admissions: See State Chart.

Purpose: The purpose or purposes for which the Corporation is organized is to make available suitable discounted goods and services to its members; to secure, preserve, diffuse and interchange accurate and reliable information; to promote friendly intercourse among, and foster efficient purchases by its members; and to do other and further acts which may be found necessary or appropriate.

Nature of Business: Membership sales. The corporation is a membership organization that provides a number of resources, products, services and benefits to its members and provides education relating to the instruction, training or providing of information to its members for the purpose of enhancing consumer awareness in areas related to finance, health, wellness, the environment and other human issues. The corporation uses its group purchasing power to help reduce costs on routine and periodic expenses for its members.

Type: Mutual Benefit

501(c)(3) Tax Exempt Organization: No

Members: Yes

Classes: One. Individuals. All directors and officers are automatically enrolled as members.

Divisions: None

Annual Meeting of Members: Third Friday in January
(or as determined by the Board of Directors)

Annual Meeting of Board of Directors: Third Friday in January following annual member meeting

Place of Meetings: 9400 Mesquite Bend Road
Waco, Texas 76708
(or as determined by the Board of Directors)

Financial Institution:

Accountant:

General Counsel: Wayne De Lawler, Jr.
17304 Preston Road, Suite 800
Dallas, Texas 75252
972-733-6874
972-713-9984 (fax)
E-mail: delawler@sbcglobal.net

Benefits: See Brochures

Agreements:

BOARD OF DIRECTORS:

Lynette Stanfill
9400 Mesquite Bend Road
Waco, Texas 76708

Leta Truman
9400 Mesquite Bend Road
Waco, Texas 76708

Kacy Stanfill
9400 Mesquite Bend Road
Waco, Texas 76708

OFFICERS:

President:	Lynette Stanfill
Secretary:	Leta Truman
Treasurer:	Lynette Stanfill
Vice-President:	Kacy Stanfill

EXECUTIVE COMMITTEE:

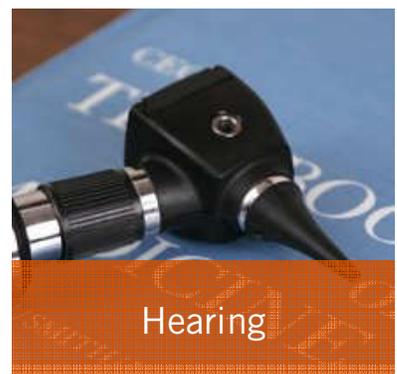
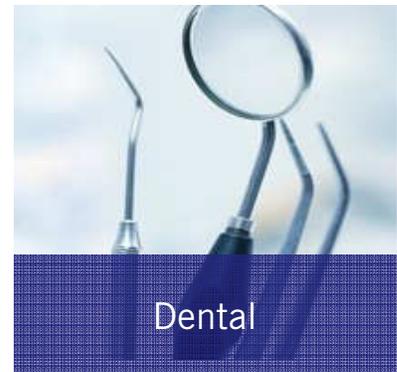
BENEFITS REVIEW COMMITTEE:

Advantage Benefits Card

www.theABCcard.com

EyeBenefits Now Offers

“Multi-Product” Savings Program



 **EyeBenefits**
Savings you can see

Corporate Office

8436 E. Shea Blvd., Suite 102
Scottsdale AZ 85260

Mailing Address

P.O. Box 14106
Scottsdale, AZ 85267

Toll Free 800-621-7900

Phone 480-659-2849

FAX 480-659-2852

 www.theABCcard.com
Administered by EyeBenefits

EyeBenefits...Offering Savings on Vision Care for Over 20 years.

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EyeBenefits now offers a “Multi-Product” Savings Program

The ABC Card EyeBenefits has recently partnered with Access Dental Network, QualSight LASIK, EPIC Hearing and CVS Caremark Rx prescriptions to offer **The ABC Card**, a FREE “Multi-Product” Savings Program.

The ABC Card Requirements:

The Group must guarantee that this program will be communicated directly to its members in the organization with explicit instructions on how to access The ABC Card; through direct mailers, booklets, flyers, brochures, landing pages, website links, etc.

The Group must guarantee that prior to distribution, any and all related marketing materials pertaining to The ABC Card will be submitted for approval by EyeBenefits.

The ABC Card must be promoted to your Group on an ongoing basis.

The ABC Card How it Works Your member will go to www.theABCcard.com for all program details and to print their **ABC eCard** (Membership Verification Form). On page 7, you will find a sample of the eCard Verification Form. In order for the ABC Card Members to receive their discounts, they must complete the required information including their “group name”.

Vision Benefits **Savings of 20-30%**

EyeBenefits' "The ABC Card" Members and their families are entitled to receive discounts on eye exams and purchase eyewear at reduced prices from over 2,200 independent optical locations selected for The ABC Card.

The independent optical locations are in close proximity to the major optical chain stores nationwide (Target Optical, Sears Optical, JCPenney, Pearle Vision).

Independent Optical Discounts

Eye Examination	20% off the usual and customary fee
Frames	30% off the retail price
Lenses	25% off the retail price

The EyeBenefits Provider Network consists of highly qualified eye care professionals who are credentialed and contracted through EyeBenefits.

LASIK Benefits **Savings of 40-50%**

The QualSight network of refractive surgeons consists of board certified ophthalmologists who own their own laser equipment. These surgeons have invested anywhere from \$250,000 to \$600,000 in laser technology. Their medical practice is focused on refractive surgery, which is the service they provide. There are less than 1,000 refractive surgeons who own their own lasers and QualSight has contracted with approximately one-third of these surgeons. These surgeons have performed over 1.5 million procedures; almost double the amount of procedures that other LASIK providers promote for their doctors.

LASIK Discounts

EyeBenefits Members receive a fixed, preferred price through QualSight which represents a 40 to 50% savings off the national average cost of LASIK procedures. QualSight is a vision correction benefit management company that provides a national network of credentialed ophthalmologists at over 620 LASIK locations nationwide.

Dental Benefits **Savings of 20-40%**

The ABC Card Members have access to thousands of dental locations nationwide through Access Dental Network. There is no paperwork to fill out or waiting periods to find a new dentist. Each family member can choose his or her own dentist—even if they are all at different locations.

Dental Discounts

Savings typically range from 20%-40% below usual charges. All dentists are required to be credentialed before being admitted into the program and are periodically re-credentialed to maintain this level of quality.

- Member must see a participating provider to receive discounts. Services from non-participating providers will NOT be discounted. Members can locate a participating provider by going to the website or contacting customer service.
- This is NOT insurance. Members are responsible for payment to the provider at the time service is rendered.
- Discounts will be applied at the time of service on covered procedures.

Rx Prescriptions Benefits **Average Savings of 20%**

The ABC Card Members have direct access to Rx prescription benefits. Members will receive their eCard with the ABC Card Rx Group number which they will be able to use at over 59,000 pharmacies nationwide (including all major pharmacies).

Rx Prescription Discounts

ABC Card Members save an average of 20% on all covered prescription drugs. There are no restrictions and no limits on how many times you may use your card.

Hearing Benefits **Savings of 35-65%**

Ear Professionals International Corporation (EPIC) Hearing Service Plan offers you a national alliance of independent ear physicians and audiologists dedicated to high-quality hearing care.

Hearing Discounts

Your EPIC benefit ensures substantial savings—between 35% and 65% - on name brand hearing aids and products to protect and improve your hearing. Your benefit is also extended to your family members.

ABC Card Members SAVE



ABC Member Vision Savings

Products and Services	Cost	ABC Member Savings	ABC Member Savings	ABC Members Pay
Exam	\$90.00	20%	\$18.00	\$72.00
Lenses (Single Vision)	\$50.00	25%	\$12.50	\$37.50
Lens Options				
Polycarbonate	\$64.00	20%	\$12.80	\$51.20
Anti Reflective	\$40.00	20%	\$8.00	\$32.00
Tint	\$15.00	20%	\$3.00	\$12.00
Frames—\$120 or more	\$150.00	30%	\$45.00	\$105.00
ABC Members Pay	\$409.00		\$99.30	\$309.70



ABC Member LASIK Savings

Location	Total Costs
South*	\$1,912.00
Northeast*	\$1,605.00
Midwest*	\$1,662.00
West*	\$1,695.00
Mountain*	\$1,531.00
National*	\$1,681.00
National One Price**	\$2,144.00
ABC Members Pay	\$945.00

* Market Scope, 2007.

** One Price model includes Traditional and Custom (41% of procedures).

Only 3% of LASIK procedures are performed for less than \$1,000 per eye".
 - All About Vision.com, April 2007



ABC Card Members SAVE

ABC Member Dental Savings

Procedures	Usual Fee	ABC Member Savings	ABC Member Pays
Routine 6 Month Check-up	\$43.00	\$17.00	\$26.00
Four Bitewing X-Rays	\$55.00	\$25.00	\$30.00
Adult Teeth Cleaning	\$83.00	\$43.00	\$40.00
Child Teeth Cleaning	\$62.00	\$30.00	\$32.00
Protective Sealant / Tooth	\$46.00	\$22.00	\$24.00
1 Surface White Filling for U or L Front Tooth	\$135.00	\$75.00	\$60.00
Single Crown—Porcelain on High Noble Metal	\$981.00	\$456.00	\$525.00
Root Canal Treatment—Molar	\$919.00	\$419.00	\$500.00
Perio Scaling and Root Planing (Per Quadrant)	\$217.00	\$102.00	\$115.00
Full Upper Denture	\$1,353.00	\$678.00	\$675.00
Single Tooth Removal (Simple Extraction)	\$138.00	\$68.00	\$70.00

Usual fee is an average based on data specific to geographic regions. Prices will vary by provider and location. Discounted fees are listed for visits to a participating general dentist. Consult your provider prior to beginning any treatment.

ABC Card Members SAVE



ABC Member Prescription Savings

Drug Name	Quantity	Retail	ABC Member Savings	Rank
Hydrocodone-Acetaminophen	30	\$15.48	\$5.90	1
Levothyroxine Sodium	30	\$9.22	\$1.58	2
Lisinopril	30	\$12.85	\$5.33	3
Alprazolam	30	\$9.98	\$3.95	4
Atenolol	30	\$7.88	\$2.96	5
Amoxicillin	30	\$10.64	\$4.13	6
Hydrochlorothiazide	30	\$7.52	\$2.99	7
Metoprolol Tartrate	30	\$6.44	\$2.94	8
Furosemide	30	\$6.48	\$2.21	9
Metformin Hcl	30	\$9.23	\$3.98	10
Lorazepam	30	\$18.94	\$8.25	11
Triamterene-Hctz	30	\$10.65	\$4.35	12
Propoxyphene Napsylate-Apap	30	\$13.68	\$6.59	13
Amlodipine Besylate	30	\$45.91	\$18.40	14
Metoprolol Succinate	30	\$32.89	\$6.68	15
Simvastatin	30	\$46.14	\$17.19	16
Clonazepam	30	\$15.10	\$8.57	17
Lisinopril-Hctz	30	\$16.18	\$6.42	18
Azithromycin	30	\$200.44	\$44.72	19
Diazepam	30	\$7.97	\$2.65	20



ABC Member Hearing Savings

Purchase of One Hearing Aid	Non EPIC Provider Network	EPIC Provider Network
Standard Retail Price	\$3,500.00	\$2,400.00
Typical Discount Price	\$1,200.00	\$1,200.00
ABC Members Pay	\$2,300.00	\$1,200.00

ABC Member saves 48% by using EPIC Provider by the above example. In addition, EPIC offers savings on hearing aid batteries, swim and musician ear plugs, telephone and wireless TV amplification, and hearing aid compatible cell phones.

theABCcard
e-Verification Card

Member: "First Name" "Last Name"
Group: "Group Name"
Expiration: "Date"

Advantage
Benefits Card

www.theABCcard.com

TO USE YOUR e-VERIFICATION CARD:

ABC Member Vision Savings



www.VisionABCcard.com

For immediate use and prior to purchase, print and present this Membership e-Verification Card along with your valid picture ID to any EyeBenefits Select Optical Location. Visit www.VisionABCcard.com for a complete list of Select Optical Locations. **Valid at Select Independent Optical Store Locations only.**

ABC Member LASIK Savings



www.VisionABCcard.com

888-582-6697

Please call QualSight directly and identify yourself as an ABC Card Member.

ABC Member Dental Savings



www.DentalABCcard.com

Visit www.DentalABCcard.com for participating dental locations. When making an appointment, you must identify yourself as an ABC Card Member.

ABC Member Rx Savings



www.RxABCcard.com

For immediate use and prior to purchase, print and present this Membership e-Verification Card along with your valid picture ID to any theABCcard pharmacy. Visit www.RxABCcard.com for a complete list of pharmacy locations. **Your Rx Group Number is RXPLEF70.**

ABC Member Hearing Savings



www.HearingABCcard.com

866-956-5400

When making an appointment, you must identify yourself as an ABC Card Member/EyeBenefits.

www.theABCcard.com

Administered by EyeBenefits

NABLA – State of Arkansas

1. Name and address of the group. **Attached**
2. Is this group incorporated? If so, give state of incorporation. **Yes, Texas**
3. Is there a current office in Arkansas? **NO**
4. Does the Arkansas part of the organization have any officers, committees, or chapters? If so, give details. **No**
5. Are annual dues charged? If so, specify amount. **Dues are based on the membership program a member selects, and will vary depending on the level of membership services each member elects.**
6. What are the specific activities of the organization? **Providing members with information as well as providing various lifestyle services to help improve their personal situations**
7. What benefits are provided to the members in addition to insurance? **PLEASE ATTACH BROCHURES ON THE BENEFITS. Attached are the newest FREE member benefits. Members are directed to enroll if they want to take advantage of these benefits, as no cost to members.**
8. What qualifies an individual for membership? **They must have an interest in learning about improving their lifestyle.**
9. How are members recruited? If by mailing list, advise the source of this list. **Membership is offered by Insurance agents.**
10. Attach a copy of the organization by-laws. **Supplied**
11. Also, enclose a list of dues paying members residing in Arkansas with full addresses. If the organization considers this privileged information, we will treat it as such and once it has served our purpose, it will be destroyed. **No current Members residing in Arkansas**
12. Please attach a copy of the organization's most recent financial statement. **Not supplied, per rule 12.03 of Association by-laws**
13. Does the organization receive any compensation **Yes?**

Form 202
(revised 9/00)



Filed in the Office of the
Secretary of State of Texas
Filing #: 800148583 12/05/2002
Document #: 20604970002
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for Web Filing

3 copies in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Articles of Incorporation
Pursuant to Article 3.02
Texas Non-Profit
Corporation Act

Filing Fee: \$25

Article 1 - Corporate Name

The corporation formed is a non-profit corporation. The name of the corporation is as set forth below:

North American Better Living Alliance, Inc.

The name must not be the same as, deceptively similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for the "name availability" is recommended.

Article 2 - Registered Agent and Registered Office (Select and complete either A or B and complete C)

A. The initial registered agent is a corporation (cannot be corporation named above) by the name of:

OR

B. The initial registered agent is an individual resident of the state whose name is set forth below:

First Name George	M.I. R.	Last Name Katosic	Suffix
----------------------	------------	----------------------	--------

C. The business address of the registered agent and the registered office address is:

Street Address 300 North Colt Road Suite 105D	City Richardson	State TX	Zip Code 75080
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Article 3 - Management (Complete items A or B)

A. Management of the affairs of the corporation is to be vested in the members of the corporation:

OR

B. Management of the affairs of the corporation is to be vested in its board of directors. The number of directors, which must be a minimum of three, that constitutes the initial board of directors and the names and addresses of the persons who are to serve as directors until the first annual meeting or until their successors are elected and qualified are set forth below:

Director 1: First Name Anne	M.I. M.	Last Name Nored	Suffix
--------------------------------	------------	--------------------	--------

Street Address 200 S. Oakhurst Drive	City Aurora	State IL, USA	Zip Code 60504
---	----------------	------------------	-------------------

Director 2: First Name Walter	M.I. J.	Last Name Sivaser	Suffix
----------------------------------	------------	----------------------	--------

Street Address 12240 Montego Plaza	City Dallas	State TX, USA	Zip Code 75230
---------------------------------------	----------------	------------------	-------------------

Director 3: First Name George	M.I. R.	Last Name Katosic	Suffix
----------------------------------	------------	----------------------	--------

Street Address 300 North Colt Road Suite 105D	City Richardson	State TX, USA	Zip Code 75080
---	--------------------	------------------	-------------------

Article 4 - Organization Structure

A: The corporation will have members. B: The corporation will not have members.

Article 5 - Duration

The period of duration is perpetual.

Article 6 - Purpose

The corporation is organized for the following purpose or purposes:
 To make available suitable discounted goods and services to its members; to secure, preserve, diffuse and interchange accurate and reliable information; to promote friendly intercourse among, and foster efficient purchases by its members; and to do other and further acts which may be found necessary or appropriate.

Supplemental Provisions / Information

[The attached addendum is incorporated herein by reference.]

Effective Date of Filing

A. This document will become effective when the document is filed by the secretary of state.

OR

B. This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is:

Name Reservation Document Number

Incorporator

name and address of the incorporator is set forth below.

George R. Katolic 300 North Coll Road, Suite 1050, Richardson TX 75080

EXECUTION

The undersigned incorporator of these articles of incorporation subject to the penalties imposed by law for the submission of a false or fraudulent document.

George R. Katolic

Signature of Incorporator.



AIG Domestic Accident & Health Division

A Division of the AIG Companies®

**NATIONAL UNION FIRE INSURANCE
COMPANY OF PITTSBURGH, PA.**

Administrative Offices:

A&H Regulatory Affairs Department

Mailstop: PDV1

P.O. Box 667

Wilmington, DE 19899-9853

April 3, 2009

Jay Bradford
Commissioner of Insurance
Arkansas Insurance Department
Life & Health Division
1200 W 3RD ST
Little Rock AR 72201-1904

Re: National Union Fire Insurance Company of Pittsburgh, Pa.
NAIC # 012-19445, FEIN 25-0687550
Forms C36026NUFIC, et al., Approved on July 31, 2006
Request for Association Approval of North American Better Living Alliance

Dear Commissioner Bradford

National Union Fire Insurance Company of Pittsburgh, Pa. requests your approval to issue our Group Critical Illness Insurance program C36026NUFIC et al to Association Approval of North American Better Living Alliance to insure their members.

Enclosed are the Articles of Incorporation and By-Laws of the North American Better Living Alliance .

Should you have any questions regarding this filing, please feel free to contact me.

Very truly yours,

Darren O'Toole
Product Analyst
Domestic Accident & Health Division
A&H Regulatory Affairs Unit
600 King Street - 8th Floor
Wilmington, Delaware 19801
Phone - 302-594-2984
Fax - 302-594-4810

**BYLAWS
OF
NORTH AMERICAN BETTER LIVING ALLIANCE, INC.**

**ARTICLE 1.
PURPOSES AND POWERS**

1.01 Purposes. The corporation is organized for any lawful purpose or purposes as set forth in its Articles of Incorporation, including, but not limited to, being operated for charitable, educational or scientific purposes including, for such purposes, (a) the fostering and promoting of education and research concerning the advantages and availability of suitable discounted medical, medically related, non-medical and other benefit and service programs in respect of its members; (b) the collection and dissemination of statistics and other relevant and reliable information, facts and data concerning the benefits, medical issues and other related matters; (c) the location and determination of suitable and appropriate benefits, medical and other related products and services needed and desired by members at efficient and reasonable costs; and (d) the providing of emails, internet websites, media, newsletters, conferences, meetings, seminars, forums and other means of effective communication to members and others concerning the purposes of the corporation.

1.02 Powers. The corporation shall possess all powers which a corporation may have that is organized under the Texas Non-Profit Corporation Act (the “Act”), as the same may from time to time be amended.

1.03 Bylaws. These bylaws shall govern and control the internal corporate affairs of the corporation and guide the officers, directors and members of the corporation in their efforts to promote the business and objectives of the corporation.

**ARTICLE 2.
PRINCIPAL OFFICE; REGISTERED OFFICE AND AGENT**

2.01 Principal Office. The principal office in the State of Texas shall be at such place as the board of directors may from time to time designate by duly adopted resolution. The corporation may also have an office or offices at such other place or places within or without the State of Texas as the board of directors may from time to time designate or the business of the corporation requires.

2.02 Registered Office. The corporation shall have and continuously maintain in Texas a registered office which may be, but need not be, the same as its principal office. The address of the registered office will be identical with the office of the registered agent of the corporation. Such office will be continuously maintained within Texas for the duration of the corporation. The board of directors may from time to time change the address of its registered office by duly adopted resolution and submission of the appropriate forms to the Office of the Secretary of State.

2.03 Registered Agent. The corporation shall have and continuously maintain in Texas a registered agent, which agent may be an individual resident in Texas whose business office is identical with such registered office, or a domestic corporation, whether for profit or not for profit, or a foreign corporation for profit or not for profit, authorized to transact business or to

conduct its affairs in Texas which has a business office identical with such registered office.

2.04 Change of Registered Office or Agent. The corporation may change its registered office or change its registered agent, or both, upon filing in the office of the Secretary of State a statement setting forth such change. The change shall be authorized by the board of directors or by an officer so authorized by the board of directors. The registered agent shall be agent of the corporation upon whom any process, notice or demand required or permitted by law to be served on the corporation may be served.

2.05 Resignation of Registered Agent. Any registered agent may resign; however, the corporation will not recognize the resignation of any registered agent appointed by it, or the discontinuance of any registered office, unless it receives a copy of such agent's resignation, or discontinuance of the registered office, as sent to the Office of the Secretary of State, such copy to be delivered or sent to the corporation registered or certified mail, addressed to the Principal Office of the corporation and directed to the attention of the secretary of the corporation. A copy of such notice shall be delivered or mailed no later than the date of filing of the statement with the Office of the Secretary of State; and such statement of resignation, or discontinuance of the registered office, shall be effective on the earlier of the filing by the corporation of an amendment to its annual registration statement designating a new registered agent, or registered office if discontinued, or the thirty-first (31st) day after the date on which the statement is filed.

ARTICLE 3. MEMBERS

3.01 Qualification. The corporation shall have one or more classes of members. Membership in the corporation shall be open to any person or entity of any kind that subscribes to the purposes of the corporation. An active member's immediate family, being his or her spouse and children, may also qualify or be eligible for membership benefits. The term "children" means the active member's unmarried children from birth to age 19 who are primarily dependent on the member for support and maintenance or who are at least age 19 but less than age 25 who regularly attend an institution of learning and are primarily dependent upon the active member for support and maintenance. If insurance is provided to an active member or his immediate family as an association benefit, then the definitions and age limitations set forth in the policy or certificate of coverage shall control.

3.02 Application and Admission. Application for membership shall be made in writing and shall contain such information as the corporation may require. Each application shall be accompanied by an application or enrollment fee and monthly dues in an amount determined by the board of directors. A refund policy shall also be determined by the board of directors in accordance with these bylaws and any applicable law.

3.03 Classes and Divisions of Members. The designation of such class or classes of members shall be determined by the board of directors and may include, but not be limited to, (a) individuals, (b) independent contractors, (c) self-employed individuals, (d) employers, (e) employees, (f) employee groups, (g) franchisees, (h) affiliated non-profit corporations and their members, and (i) affinity marketing groups or sponsoring organizations and their members and/or employees. Divisions within each class or classes of members and benefit package levels for each member may also be determined by the board of directors. The qualifications, rights and benefit package levels of each class of members or division of members may be changed at any time by the board of directors.

3.04 Active Member. Any member who is not in default in the payment of dues for a period of one (1) month or more from the beginning of the period for which such dues become payable shall be an active member and shall be entitled to all of the rights, privileges and benefits provided to such members as so determined by the board of directors.

3.05 Certificates or Cards Evidencing Membership. The board of directors by duly adopted resolution may, but is not required, to provide for the issuance of certificates or cards evidencing membership in the corporation. Such certificates or cards may be signed by the president, vice-president or executive director and by the secretary or an assistant secretary. The name and address of each member and the date of issuance of the certificate or card shall be entered in the records of the corporation. If any certificate or card shall become lost, mutilated or destroyed, a new certificate or card may be issued upon such terms, provisions and conditions as the board of directors may determine.

3.06 Voting Rights. Each member of each class shall have voting rights and shall be entitled to one vote unless limited by the board of directors in accordance with the provisions of these bylaws.

3.07 Termination of Membership. Membership in the corporation terminates upon the death of a member. A member shall also be automatically ineligible for membership and loses all privileges, rights and benefits of the corporation when the member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, unless the board of directors, in its discretion, extends the time for payment of dues. Termination for the failure to pay dues shall be effective retroactively to the date such dues were payable and no further notice of such termination shall be required, although it may be given. Furthermore, the board of directors may expel or suspend a member pursuant to a procedure, duly adopted by the board of directors, that is fair and reasonable and carried out in good faith. The expulsion or suspension of a member, or termination of a membership, does not relieve the member from obligations the member may have to the corporation for dues, fees or charges for goods or services.

3.08 Resignation. Any member personally or through his duly authorized attorney-in-fact may resign by filing a written resignation with the secretary of the corporation but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the corporation.

3.09 Reinstatement. Upon written request signed by a former member and filed with the corporation, the board of directors may reinstate such former member to membership in the corporation upon such terms as the board of directors may deem appropriate.

3.10 Transfer of Membership. Membership in the corporation is not transferable or assignable.

3.11 Dues. The board of directors shall from time to time determine the enrollment or application fee, if any, and the amount of dues payable to the corporation by its members, classes of members or divisions of members. The board of directors may waive any enrollment fees or dues for members, particularly for those who are part of a group where a sponsor of the group pays a stated fee on behalf of all group members.

3.12 Payment of Dues. Dues shall be payable monthly or annually, in advance, or in such other manner as the board of directors may so determine.

3.13 Liability of Members. The members shall not have ownership rights in the corporation and shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE 4. MEETINGS OF MEMBERS

4.01 Place of Meetings. Meetings of members shall be held at the time and place, within or outside of the State of Texas, stated in the notice of the meeting or in a waiver of notice.

4.02 Annual Meeting. An annual meeting of the members shall be held each year on a day and hour to be selected by the Board of Directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the board of directors fails to call the annual meeting at the designated time, a member of the corporation may demand that the meeting be held within a reasonable time. The demand must be made in writing and sent to an officer of the corporation by registered mail. If the annual meeting is not called before the 61st day after the date of demand, a member may compel the holding of such annual meeting by legal action directed against the board of directors, and each of the extraordinary writs of common law and of courts of equity are available to the member to compel the holding of the meeting. Failure to hold an annual meeting at the designated time does not result in the winding up and termination of the corporation.

4.03 Special Meetings. Special meetings of the members of the corporation may be called by the president, the secretary, the board of directors or by members having not less than one-tenth (1/10) of the votes entitled to be cast at such meeting. Business transacted at a special meeting shall be confined to the purposes stated in the notice of the meeting.

4.04 Notice of Meetings. Notice of an annual meeting is not required. The corporation may, however, provide written notice of the place, date, and time of a meeting of members of the corporation and, if the meeting is a special meeting, the purpose or purposes for which the meeting is called. The notice shall be delivered to each member entitled to vote at the meeting not later than the 10th day and not earlier than the 60th day before the date of the meeting. Notice may be delivered personally, by mail, or by facsimile or electronic message. "Mailed" is considered to be delivered on the date notice is deposited in the United States mail with postage paid in an envelope addressed to the person at the person's address as it appears on the membership records. "Transmitted by facsimile or electronic message" is considered to be delivered when the facsimile or electronic message is successfully transmitted. If there are more than 1,000 members at the time a meeting is scheduled or called, notice may be given by publication in any newspaper of general circulation in the community in which the principal office of the corporation is located.

4.05 Quorum. The members of the corporation holding one tenth (1/10) of the votes entitled to be cast, in person or by proxy, constitute a quorum. The vote of the majority of the votes entitled to be cast by the members present, or represented by proxy, at a meeting at which a quorum is present, shall be the act of the members, unless the vote of a greater number is required by law, the articles or the bylaws. If, however, such quorum shall not be present or represented at

any meeting of the members, the members entitled to vote thereat, present in person, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the original meeting. The members present at a duly constituted meeting may continue to transact business until adjournment, despite the withdrawal of enough shareholder to leave less than a quorum.

4.06 Voting Of Members. Each member, regardless of class, shall be entitled to one vote on each matter submitted to a vote at a meeting of members, except to the extent that the voting rights of members of any class or classes are limited, enlarged or denied by the articles or the bylaws.

4.07 Proxies by Members. A member may vote in person or by proxy executed in writing by the member or the member's attorney-in-fact. A member can revoke his proxy in writing at anytime by sending notice of such revocation to the corporation. Any person who becomes a member shall execute an appropriate written proxy if such person desires to have any director or officer of the corporation receive notice of and vote and act on said member's behalf in regard to any such meetings of the members. A proxy is not effective for voting purposes unless the original of the proxy is filed with the secretary of the corporation at least ten (10) days before the meeting at which it is to be used.

4.08 Meetings by Communications Equipment. Members may participate in and hold a meeting by means of telephone conference or similar communications equipment in which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

4.09 Action by Unanimous Written Consent. Any action required to be or which may be taken at a meeting of the members of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the members entitled to vote with respect to the subject matter thereof, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

ARTICLE 5. DIRECTORS

5.01 Management by Board of Directors. The business and affairs of the corporation shall be managed by the Board of Directors who may exercise all such powers of the corporation and do all such lawful acts as are not directed or required to be exercised by the members.

5.02 Number, Term; Election. The Board of Directors may not have fewer than three (3) or more than nine (9) directors, and shall consist of the number set by majority vote of the Board of Directors, which may be changed from time to time by resolution of the board of directors. Each director shall hold office for a term of twelve (12) months and shall be eligible for re-election. Directors shall be elected by plurality vote. Each director elected shall hold office for the term for which elected until his or her successor shall be elected and shall qualify,

or until his or her earlier death, resignation or removal.

5.03 Qualifications of Directors. The qualification for becoming and remaining a Director of the corporation are as follows:

- (a) directors must be residents of any state in the United States or the District of Columbia;
- (b) directors must be members of the corporation;
- (c) proposed directors must be nominated by existing directors; and
- (d) directors must attend at least seventy-five (75%) percent of the annual and special meetings of the board of directors.

5.04 Change in Number. The number of directors may be increased or decreased from time to time by vote of a majority of the Board of Directors , but no decrease shall have the effect of shortening the term of any incumbent Director. Any directorship required to be filled by reason of an increase in the number of Directors shall be filled by election at an annual meeting or at a special meeting of members called for that purpose.

5.05 Removal; Resignation. Any director may be removed either for or without cause at any special or annual meeting of members, by the affirmative vote of a majority in number of members present, in person or by proxy, at such meeting and entitled to vote for the election of such director if notice of intention to act upon such matter shall have been given in the notice calling such meeting. Any director may resign by giving written notice to the president or secretary. The resignation shall take effect at the time specified in the notice, or immediately if no time is specified. The acceptance of such resignation shall not be necessary to make it effective.

5.06 Vacancies. Any vacancies occurring in the Board of Directors for any reason may be filled by the affirmative vote of a majority of the remaining directors then in office though less than a quorum. Any director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. If there are no directors in office, then an election of directors may be held in the manner provided by law.

5.07. First Meetings. The first meeting of a newly elected Board shall be held without further notice immediately following the annual meeting of members, and at the same place, unless the time or place is changed by unanimous consent of the Directors then elected and serving.

5.08 Regular Meetings. Regular meetings of the Board of Directors may be held without notice at such time and place as shall from time to time be determined by the Board.

5.09 Special Meetings. Special meetings of the Board of Directors may be called by the President on three days' notice to each Director. Special meetings shall be called by the President or Secretary in like manner and on like notice on the written request of two directors. The purpose of any special meeting of the board of directors shall be specified in the notice of such meeting.

5.10 Quorum; Majority Vote. At meetings of the board of directors a majority of the number of directors shall constitute a quorum for the transaction of business; provided, however, that a quorum shall not consist of less than fifty-one percent (51%) of the entire board of directors. The act of a majority of the directors present at a meeting at which a quorum is present will be the act of the board of directors unless a greater number is required by law, the articles or the bylaws. If a quorum is not present at a meeting of the board of directors, the directors present may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum is present. The board of directors shall keep minutes of its proceedings which shall be placed in the minute book of the corporation.

5.11 Action by Unanimous Written Consent. Any action required to be or which may be taken at a meeting of the board of directors or any other committee of the board of directors of the corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all the directors, or any other committee of the board of directors as the case may be, and then delivered to the Secretary of the corporation for inclusion in the corporate record book. Such consent shall have the same force and effect as a unanimous vote of members at a meeting, and may be stated as such in any documents filed with the Secretary of State.

5.12 Participation in Meetings by Use of Communications Equipment. Any Director may participate in and hold a meeting of the directors by means of a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in such a meeting shall constitute presence in person at the meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

5.13 Compensation. By resolution of the board of directors, the directors may be paid their reasonable expenses (i.e. travel, meals, lodging and entertainment), if any, and may be paid a fixed sum for attendance at each meeting of the board of directors, or receive a stated fee as director. No such payment shall preclude any director from serving the corporation in any other capacity and receiving compensation therefore. Members of the executive committee or of special or standing committees may, by resolution of the board of directors, be allowed like compensation for attending committee meetings.

5.14 Minutes. The board of directors shall keep regular minutes of its proceedings. The minutes shall be placed in the Corporate Record Book of the corporation.

5.15 Conflicts of Interest. Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm in which one or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its Directors are shareholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such Director or Director at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors, and the Board of Directors shall, nevertheless, authorize, approve and/or ratify such contract or transaction by a vote of the majority of the Directors present, such interested Director or Directors to be counted in determining whether a quorum is present, but not to be counted in calculating a majority of such

quorum necessary to carry such a vote.

ARTICLE 6. OFFICERS

6.01 Officers. The officers of the corporation shall be a president and a secretary and may include an executive vice-president as well as one or more vice-presidents (the number to be determined by the board of directors), a treasurer, or combination thereof, and such other officers, including an executive director, as may be elected in accordance with the provisions of this article. The board of directors may elect or appoint such other officers, including one or more assistant secretaries and one or more assistant treasurers, as it shall deem desirable, such officers to have the authority and perform such duties in the management of the corporation as prescribed from time to time by the board of directors or as may be provided in these bylaws. Any two or more offices may be held by the same person, except for the offices of president and secretary.

6.02 Officers to be Active Members. Any person serving as an officer of the corporation must be a member of the corporation.

6.03 Election and Term of Office. The officers of the corporation shall be elected by the board of directors at the annual meeting of the board of directors for a term of twelve (12) months. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

6.04 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the board of directors at any meeting for the unexpired portion of the term. New offices may also be created and filled by the board of directors at any such meeting. An assistant or assistants to the elected officers may be made available as necessary upon authorization by the board of directors.

6.05 President. The president will be the chief executive officer of the corporation and shall, subject to the control of the board of directors, supervise and control the business affairs of the corporation. The president will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the board of directors. The board of directors shall delegate to the president the necessary authority and responsibility for the administration of the affairs of the corporation subject only to such bylaws as may be adopted and such orders as may be issued by the board of directors relating to the operation of the corporation and long range planning. The president shall be an ex-officio member of each directorial committee of the board of directors without a vote except the executive committee on which he shall serve with a vote, or, except as otherwise provided for in these bylaws or through a resolution of the board of directors. The president shall present a report at each annual meeting of the board of directors covering the operations of the corporation during the preceding fiscal year.

6.06 Executive Vice-President. In the absence of the president, or in the event of his inability or refusal to act, the executive vice president, if one has been appointed, shall perform the duties of the president, and when so acting, shall have all the powers of and be subject to all the restrictions upon the president. The executive vice president shall be the chief administrative and operating officer. He shall serve as secretary to the board of directors and cause to be prepared notices and minutes of meetings of the board. The executive vice president shall be a

member of the board of directors and all committees. With the assistance of committee chairmen, he shall be responsible for the administration of all activities in accordance with the policies and regulations of the board of directors. The executive vice president shall be responsible for hiring, discharging, directing and supervising all employees.

6.07 Vice-President. In the absence of the president and executive vice president or in the event of their inability or refusal to act, the vice presidents, if any, in the order of their seniority, unless otherwise determined by the board of directors, shall, perform the duties of the president, and when so acting, shall have all the power of and be subject to all the restrictions upon the president. A vice president shall perform such other duties as from time to time may be assigned to him by the president or by the board of directors.

6.08 Treasurer. The treasurer or assistant treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation, receive and give receipts for monies received by the corporation from any source whatsoever, and deposit all such monies in the name of the corporation in such banks, trust companies or other depositories as shall be selected by the board of directors. The treasurer or assistant treasurer shall prepare and present quarterly a detailed financial statement of the financial affairs of the corporation. All of the duties, responsibilities and obligations of the treasurer or assistant treasurer may be assigned to a qualified third person or entity by written agreement; however, under such circumstances, the treasurer or assistant treasurer shall retain ultimate responsibility for such functions.

6.09 Secretary. The secretary or assistant secretary of the corporation shall keep the minutes of the meetings of the members, the board of directors and any committees in one or more books provided for that purpose, oversee that all notices are duly given in accordance with the provisions of these by-laws or as required by law, be custodian of the corporate records of the corporation, oversee that the seal of the corporation, if required, is affixed to all documents of the corporation, keep a register of the mailing address of each member which shall be furnished to the secretary or assistant secretary by such member, and in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to the secretary or assistant secretary by the president or by the board of directors.

6.10 Executive Director. An executive director of the corporation may be appointed at such time as the board of directors so designates. The executive director of the corporation may be the chief administrative and operating officer of the corporation and shall be selected by and report to the board of directors, which shall determine the term of his appointment as well as his duties and functions. The executive director of the corporation shall carry out the purposes of the corporation within the framework of the Articles of Incorporation, these by-laws, corporate policies and procedures, and the general and specific assignments given to him by the board of directors. The functions of the executive director shall include, but not be limited to, the following:

- a. selection, employment, and supervision of any employees of the corporation as authorized by the president and the board of directors. All staff employed by the corporation must meet required personnel standards as set forth in the personnel policies of the corporation;
- b. coordination and implementation of planning activities according to an approved work program;

c. attendance at all meetings of the board of directors and the Executive Committee, except as otherwise determined by the President;

d. representing the board of directors in dealing with the public and with all governmental agencies, if required; and

e. such other duties and responsibilities as may from time to time be delegated to him by the president or the board of directors.

6.11 Removal of Officers. Any officer elected or appointed to office may be removed by those persons authorized under these bylaws to elect or appoint such officers whenever in their judgment the best interests of this corporation would be served. Such removal will be without prejudice to the contractual rights, if any, of the officer so removed. Any election or appointment of an officer shall not of itself create contract rights.

6.12 Resignation of Officer. Any officer may resign by giving written notice to the president or the board of directors. The resignation shall take effect at the time specified therein. The acceptance of such resignation shall not be necessary to make it effective.

6.13 Compensation. The compensation of officers of the corporation, if any, shall be determined from time to time by the board of directors.

ARTICLE 7. COMMITTEES

7.01 Establishment of Committees. The board of directors, by resolution duly adopted by a majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the board of directors in the management of the corporation. The designation of such committees and the delegation of authority thereto shall not operate to relieve the board of directors, or any individual director, of any responsibility imposed on it or him by law.

7.02 Executive Committee. The board of directors may designate and appoint an executive committee which shall consist of no less than three (3) members of the board of directors and who each shall serve in such capacity for one (1) year, unless the board shall determine otherwise. The executive committee shall have the authority, those, duties, and exercise those powers as such are determined from time to time by the board by resolution duly adopted and not inconsistent with these bylaws. The executive committee shall have the authority of the board between its meetings, except for that business of the corporation as can only be addressed by a majority of the board of directors at a meeting of said board. A majority of all the members of the executive committee may determine its action and fix the time and place of its meetings, unless the board shall otherwise provide. The board shall have the power at any time to change the number, powers, and members of the executive committee, to fill vacancies, and to discharge any such member of the executive committee.

7.03 Benefits Review Committee. The board of directors, by resolution duly adopted by a majority of the directors in office, may also designate a benefits review committee consisting of the president of the corporation and at least two (2) other persons who are selected by the board of directors. The benefits review committee shall have the responsibility for locating and

reviewing potential benefit programs for the members of the corporation, and recommending such programs to the board of directors for its review, approval and adoption, if it believes it to be in the best interests of the members of the corporation to do so. A majority of all the members of the benefits review committee may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers, and members of the benefits review committee, to fill vacancies, and to discharge any such member of the benefits review committee.

7.04 Other Committees. Other committees not having and exercising the authority of the board of directors in the management of the corporation may be designated and appointed by a resolution duly adopted by the board of directors or by the president if authorized by a resolution duly adopted by the board of directors. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president of the corporation shall appoint the members thereof. Any member may be removed by the person or persons authorized to appoint such member whenever in his or their judgment the best interests of the corporation will be served by such removal. At least one member of each committee shall be a director of the corporation. A majority of all members of such a committee may determine its action and fix the time and place of its meetings, unless the board of directors shall otherwise provide. The board of directors shall have the power at any time to change the number, powers and members of such a committee, to fill vacancies and to discharge any member of such a committee.

7.05 Term of Office. Each member of a committee shall continue as such until the next annual meeting of the board of directors, unless the committee shall be sooner terminated, or unless such member is removed from such committee or resigns. A member of any committee shall be eligible for re-appointment.

7.06 Chairman. One member of each committee shall be designated the chairman of such committee by the board of directors unless otherwise set forth in these bylaws.

7.07 Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

7.08 Quorum. Unless provided in the resolution duly adopted by the board of directors designating a committee, a majority of the entire committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE 8. CONTRACTS, CHECKS, DEPOSITS AND FUNDS

8.01 Contracts. The board of directors may authorize the officers or agents of the corporation to enter into contracts or to execute and deliver documents in the name of and on behalf of the corporation. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the board of directors to be appropriate, including the contracting with a third party for any or all management, operational, administrative, marketing, providing of member benefits and other services and functions necessary for the corporation to achieve its purpose.

8.02 Checks, Drafts and Other Orders for Payment. All checks, drafts, or other

orders for the payment of money, notes or other evidences of indebtedness issued in the name of the corporation shall be signed by such officer or officers, agent or agents, of the corporation, and in such manner as shall from time to time be determined by duly adopted resolution of the board of directors. However, such responsibility may be assigned to a qualified third person or entity by written agreement.

8.03 Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositories as the board of directors may select.

8.04 Gifts. The board of directors may accept on behalf of the corporation any contributions, gifts, bequests, or devise for the general purpose or for any special purpose of the corporation.

8.05 Loans. The corporation may, upon authorization of the board of directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the corporation is reasonably able to repay.

ARTICLE 9. INDEMNIFICATION OF DIRECTORS AND OFFICERS

9.01 Indemnification of Directors and Officers. Except as otherwise expressly provided by law or these bylaws, each director or officer, whether or not then in office, shall be indemnified by the Corporation against all expenses reasonably incurred by or imposed upon him in connection with or arising out of any proceeding in which he may be involved by reason of his being or having been a director or officer of the Corporation. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law.

9.02 Power to Indemnify. The power to indemnify applies only if it is determined that the director or officer (a) acted in good faith, (b) reasonably believed that his conduct in his official capacity was in the corporation's best interests, and in all other cases, that his conduct was at least not opposed to the corporation's best interests, and (c) in the case of any criminal proceedings, did not have a reasonable cause to believe his conduct was unlawful.

9.03 Limitations. If the director or officer is found liable to the corporation or is found liable because he improperly received a personal benefit, the indemnification in Section 9.01 (a) is limited to reasonable expenses (which shall not include a judgment, a penalty, a fine or tax) actually incurred by the person in connection with the proceeding and (b) may not be made in relation to a proceeding in which the person has been found liable for (i) willful or intentional misconduct in the performance of his duty to the corporation, (ii) breach of his duty of loyalty owed to the corporation or (iii) an act or omission not committed in good faith that constitutes a breach of duty owed by the person to the corporation..

9.04 Proceeding. "Proceeding" means a threatened, pending or completed action or other proceeding, whether civil, criminal, administrative, arbitrative or investigative, an appeal of such an action or proceeding and an inquiry or investigation that could lead to such an action or proceeding.

9.05 Expenses. "Expenses" includes court costs, a judgment (including an arbitration

award), a penalty, a settlement, a fine, and an excise or similar tax, including an excise tax assessed against the person with respect to an employee benefit plan and reasonable attorneys' fees that are reasonable and actually incurred by the person in connection with a proceeding.

9.06 Determination of Indemnification. A determination of indemnification under Section 9.01 (unless ordered by a court of competent jurisdiction) must be made:

1. by a majority vote of a quorum consisting of directors who at the time of the vote are not named defendants or respondents in the proceeding;
2. If such a quorum cannot be obtained, by a majority vote of a committee of the board of directors, designated to act in the matter by a majority vote of all directors, consisting solely of two or more directors who at the time of the vote are not named defendants or respondents in the proceeding;
3. by special legal counsel selected by the board of directors or a committee of the board by vote as set forth in subsection 1 or 2 of this section; or, if such a quorum cannot be obtained and such a committee cannot be established, by a majority vote of all directors; or
4. by the members in a vote that excludes the vote of directors who are named defendants or respondents in the proceeding.

9.07 Mandatory Indemnification. The corporation shall indemnify a director or officer against reasonable expenses actually incurred by him in connection with a proceeding in which he is a named defendant or respondent because he is or was a director or officer if he has been wholly successful, on the merits or otherwise, in the defense of the proceeding.

9.08 Advancement of Reasonable Expenses. Reasonable expenses incurred by a director or officer who was, is, or is threatened to be made a named defendant or respondent in a proceeding shall be paid or reimbursed by the corporation, in advance of the final disposition of the proceeding and without the determination specified in Section 9.06, after the corporation receives a written affirmation by the director or officer of his good faith that he has met the standard of conduct necessary for indemnification under this article and a written undertaking by or on behalf of the director or officer to repay the amount paid or reimbursed if it is ultimately determined that he has not met that standard or if it is ultimately determined that indemnification of the director or officer against expenses incurred by him in connection with that proceeding is prohibited under this article. The written undertaking must be an unlimited general obligation of the director or officer but need not be secured. It may be accepted without reference to financial ability to make repayment.

9.09 Payment as Witness. The corporation shall pay or reimburse expenses incurred by a director, officer or employee in connection with his appearance as a witness or other participation in a proceeding by or against the corporation at a time when he is not a named defendant or respondent in the proceeding.

9.10 Insurance. The corporation may purchase and maintain insurance or enter into any other arrangement on behalf of any person who is or was a director, officer, employee or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent, or similar functionary of another

foreign or domestic corporation, employee benefit plan, other enterprise, or other entity, against any liability asserted against him and incurred by him in such a capacity or arising out of his status as such a person, whether or not the corporation would have the power to indemnify him against that liability under this article. Without limiting the power of the corporation to procure or maintain any kind of other arrangement, the corporation may, for the benefit of persons indemnified by the corporation, (a) create a trust fund; (b) establish any form of self-insurance; (c) secure its indemnity obligation by grant of a security interest or other lien on the assets of the corporation; or (d) establish a letter of credit, guaranty, or surety arrangement.

9.11 Exclusions. No indemnification by the corporation shall apply to (a) any claim arising out of bodily injury to, or sickness, disease or death of any person, or damage to or destruction of any property including the loss of use thereof, (b) any claim arising out of breach of fiduciary duty or obligation in connection with any employee welfare benefit plan or retirement plan, (c) any cross-claim or counterclaim brought by one director and/or officer against another director and/or officer, (d) any claim arising out of failure to effect or maintain any insurance or bond, (e) any claim arising out of acts of a knowingly discriminatory nature, (f) any claim arising out of a violation of the responsibilities, obligations or duties imposed by Internal Revenue Code of 1986, as amended, or similar statutory law of any state or other jurisdiction therein, or (h) any act committed by a director or officer prior to taking office.

9.12 Notice. A director or officer shall, as a condition precedent to indemnification hereunder, give written notice to the corporation as soon as practicable of any claim made against him. The director or officer shall promptly forward to the corporation any demand, notice or summons received by the director or officer. Notice given by or on behalf of the director or officer to any authorized representative of the corporation, with particulars sufficient to identify the director or officer, shall be deemed notice to the corporation.

9.13 Jurisdiction. The indemnification hereunder only applies to acts committed by and suits brought against a director or officer in the United States of America, its territories or possessions or Canada.

9.14 Cooperation. The director or officer shall cooperate with the corporation and, upon the corporation's request, assist in making settlements and in the conduct of suits, including arbitration proceedings. The director or officer shall attend hearings, trials and depositions and shall assist in securing and giving evidence and obtain the attendance of witnesses. The director or officer shall not, except at his own cost, voluntarily make any payment, assume any obligation or incur any expenses in any such proceedings.

9.15 Liability. No action shall lie against the corporation unless, as a condition precedent thereto, the director or officer shall have fully complied with all the terms, provisions and conditions of this entire article nor until the amount of the obligation to pay shall have been finally determined either by judgment against the director or officer after actual trial, arbitration determination, or by written agreement of the director or officer and the claimant subject to the prior written consent of the corporation. Any person or organization or the legal representative thereof who has secured such judgment or written agreement shall thereafter be entitled to recover against the corporation. No person or organization shall have the right to join the corporation as a party to any action against the director or officer to determine the director's or officer's liability, nor shall the corporation be interpleaded by the director or officer or their legal representative.

9.16 Subrogation. In the event of any payment under this article, the corporation shall be subrogated to all the director's or officer's rights of recovery therefore against any person or organization, and the director or officer shall execute and deliver all instruments and papers and do whatever else is necessary to secure such rights. Any amount recovered in excess of the corporation's total payment shall be restored to the director or officer, less the cost to the corporation of recovery. This indemnification as proved shall apply only as excess over any valid and collectible insurance the director or officer may have.

9.17 Effect of Amendment. No amendment, modification or repeal of the articles on indemnification and insurance hereof shall in any manner terminate, reduce or impair the right of any past, present or future director or officer of the corporation, nor the obligation of the corporation to indemnify such directors, under and in accordance with the provisions of these articles as in effect immediately prior to such amendment, modification or repeal with respect to claims arising from or relating to matters occurring, in whole or in part, prior to such amendment, modification or repeal, regardless of when such claims may arise or be asserted.

9.18 Surety Bond. Such officers and agents of the corporation as the president, board of directors or the executive committee may designate from time to time, may be bonded for the faithful performance of their duties to the corporation and for the restoration to the corporation, in case of their death, resignation, retirement, disqualification or removal from office, of all books, papers, vouchers, money and other property of whatever kind in their possession or under their control belonging to the corporation, in such amounts and by such surety companies as the president, board of directors or the executive committee may determine. The premiums on such surety bonds shall be paid by the corporation and the bonds so furnished shall be in the custody of the secretary of the corporation.

ARTICLE 10. PROHIBITED ACTS

10.01 Dividends Prohibited. A dividend may not be paid to, and no part of the income of the corporation may be distributed to, the corporation's members, directors or officers.

10.02 Authorized Benefits and Distributions. The corporation may pay compensation in a reasonable amount to the members, directors or officers for services rendered and may confer benefits on its members in conformity with the corporation's purposes.

10.03 Loans To Directors Prohibited. No loans shall be made by the corporation to its directors.

ARTICLE 11. DISSOLUTION AND DISTRIBUTION OF ASSETS

11.01 Voluntary Dissolution. The corporation may dissolve and commence to wind up its affairs. The board of directors shall adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at an annual or special meeting of members having voting rights. A resolution to dissolve the corporation shall be adopted upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast. Upon the adoption of such resolution by the members, the corporation shall cease to conduct its affairs except in so far as may be necessary for the winding up thereof, shall immediately cause a notice of the proposed

dissolution to be mailed to each know creditor of and claimant against the corporation and shall proceed to collect its assets and apply and distribute them as provided in these bylaws or as allowed by law.

11.02 Application and Distribution of Assets. If in the process of dissolution, all valid and legally enforceable liabilities and obligations of the corporation shall be paid, satisfied and discharged. In case the property and assets are not sufficient to satisfy or discharge all of the corporation's valid and legally enforceable liabilities and obligations, the corporation shall apply them so far as they will go to the just and equitable payment of the liabilities and obligations. Assets held by the corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred or conveyed in accordance with such requirements. The remaining assets of the corporation shall be distributed only for tax exempt purposes to one or more organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code, or which are described in Section 170(c)(1) or (2), Internal Revenue Code, under a plan of distribution adopted pursuant to applicable law. Any remaining assets not distributed under the plan of distribution shall be disposed of by a district court of the county in which corporation's principal office is located exclusively to one or more exempt organizations described above. Any distribution by the court shall be made in such manner as, in the judgment of the court, will best accomplish the general purposes for which the corporation was organized.

ARTICLE 12. GENERAL PROVISIONS

12.01 Fiscal Year. The fiscal year of the corporation shall begin the first day of January and end on the last day of December in each year.

12.02 Seal. The corporate seal shall be in such form as may be prescribed by the board of directors. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

12.03 Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, board of directors and committees having any authority of the board of directors and shall keep at its principal office a record of the names and addresses of its members entitled to vote. A member of the corporation, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant or attorney, at any reasonable time during normal business hours, for any proper purpose, the books and records of the corporation relevant to that purpose, at the expense of the member. However, since membership information of the corporation is a valuable and proprietary asset of the corporation, such information may not be given or sold to, or be copied by, any member or his agent or attorney. The corporation may be audited annually by certified public accountants selected by the board of directors.

12.04 Amendment of Articles of Incorporation. A proposed amendment to the articles of incorporation of the corporation shall be adopted at a special or annual meeting of members called for such purpose, upon receiving at least two-thirds (2/3) of the votes which members present at such meeting in person or by proxy are entitled to cast.

12.05 Amendment of Bylaws. The bylaws may be altered, amended or repealed or new bylaws may be adopted upon receiving a vote of a majority of the board of directors present

in person or by proxy at a special or annual meeting at which a quorum is present.

12.06 Waiver of Notice. Notice of a meeting is not required to be given to a member, director or member of a committee if the person entitled to notice signs a written waiver of notice of the meeting, regardless of whether the waiver is signed before or after the time of the meeting. Attendance at a meeting constitutes a waiver of notice of such meeting, unless the person participates in or attends the meeting solely to object to the transaction of business at the meeting on the ground that the meeting was not lawfully called or convened.

12.07 Governing Law. These bylaws shall be construed under and in accordance with the laws of the State of Texas.

12.08 Construction. The gender of all words used in these bylaws includes the masculine, feminine, and neuter. Headings of all articles and sections are for reference purposes only and shall not constitute substantive matter to be considered in construing the terms of these bylaws.

12.09 Counterparts. These bylaws may be executed in any number of counterparts with the same effect as if all signing parties had signed the same document. All counterparts shall be construed together and constitute the same instrument.

12.10 Procedures. Parliamentary procedures for all meetings shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these bylaws or by resolution of the board of directors.

CERTIFICATE OF SECRETARY

The undersigned, being the duly elected Secretary of the Corporation, certifies that the foregoing bylaws were duly adopted, approved, authorized and ratified by the board of directors of the corporation and the same do now constitute the bylaws of the corporation.

Dated and Effective this 5th day of December, 2002.

Anne M. Nored, Secretary