

SERFF Tracking Number: FDLT-126218655 State: Arkansas
Filing Company: Fidelity Security Life Insurance Company State Tracking Number: 42848
Company Tracking Number:
TOI: H17G Group Health - Prescription Drug Sub-TOI: H17G.000 Health - Prescription Drug
Product Name: United Service Association for Health Care
Project Name/Number: United Service Association for Health care/M-9031

Filing at a Glance

Company: Fidelity Security Life Insurance Company

Product Name: United Service Association for Health Care SERFF Tr Num: FDLT-126218655 State: ArkansasLH

TOI: H17G Group Health - Prescription Drug SERFF Status: Closed State Tr Num: 42848
Sub-TOI: H17G.000 Health - Prescription Drug Co Tr Num: State Status: Approved-Closed
Filing Type: Form Co Status: Reviewer(s): Rosalind Minor
Authors: Janice Garmon, Jennifer Disposition Date: 07/09/2009
Glaser, Kelly Humiston, Teresa
Saling, Tara Wilson
Date Submitted: 07/07/2009 Disposition Status: Approved-Closed

Implementation Date Requested: On Approval

Implementation Date:

State Filing Description:

General Information

Project Name: United Service Association for Health care
Project Number: M-9031
Requested Filing Mode: Review & Approval

Explanation for Combination/Other:
Submission Type: New Submission
Overall Rate Impact:
Filing Status Changed: 07/09/2009

Deemer Date:

Filing Description:

Fidelity Security Life Insurance Company

NAIC #71870 FEIN #43-0949844

Group Health

Policyholder: United Service Association for Health Care

Status of Filing in Domicile: Not Filed

Date Approved in Domicile:

Domicile Status Comments: The group is not required to be filed on Missouri.

Market Type: Group

Group Market Size: Small and Large

Group Market Type: Association

Explanation for Other Group Market Type:

State Status Changed: 07/09/2009

Corresponding Filing Tracking Number:

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We respectfully submit the above group for review and approval to be issued with Group Outpatient Prescription Drug form M-9031. This form was previously approved in your state on October 11, 1999.

If you have questions or need additional information, please do not hesitate to contact me at 1-800-648-8624 (extension 1143) or e-mail me at jglaser@fslins.com.

Company and Contact

Filing Contact Information

Jennifer Glaser, Sr. Contract Analyst jglaser@fslins.com
 3130 Broadway (800) 648-8624 [Phone]
 Kansas City, MO 64111-2406 (816) 751-6026[FAX]

Filing Company Information

Fidelity Security Life Insurance Company CoCode: 71870 State of Domicile: Missouri
 3130 Broadway Group Code: 451 Company Type: Life & Health
 Kansas City, MO 64111-2406 Group Name: State ID Number:
 (800) 648-8624 ext. [Phone] FEIN Number: 43-0949844

Filing Fees

Fee Required? Yes
 Fee Amount: \$50.00
 Retaliatory? Yes
 Fee Explanation:
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Fidelity Security Life Insurance Company	\$50.00	07/07/2009	29024717

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved-Closed	Rosalind Minor	07/09/2009	07/09/2009

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Disposition

Disposition Date: 07/09/2009

Implementation Date:

Status: Approved-Closed

Comment:

Rate data does NOT apply to filing.

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Item Type	Item Name	Item Status	Public Access
Supporting Document	Flesch Certification	Approved-Closed	Yes
Supporting Document	Application	Approved-Closed	Yes
Supporting Document	Bylaws	Approved-Closed	Yes

SERFF Tracking Number: *FDLT-126218655* *State:* *Arkansas*
Filing Company: *Fidelity Security Life Insurance Company* *State Tracking Number:* *42848*
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Rate Information

Rate data does NOT apply to filing.

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Supporting Document Schedules

Bypassed -Name: Flesch Certification	Review Status: Approved-Closed	07/09/2009
Bypass Reason: Not applicable. No form filed.		
Comments:		
Bypassed -Name: Application	Review Status: Approved-Closed	07/09/2009
Bypass Reason: Not applicable. No form filed.		
Comments:		
Satisfied -Name: Bylaws	Review Status: Approved-Closed	07/09/2009
Comments: See Bylaws and Group Questionnaire sheet		
Attachments: USA Bylaws page 1.pdf USA Bylaws page 2.pdf Membership information page 1.pdf Membership information page 2.pdf Membership information page 3.pdf		

BYLAWS
OF
UNITED SERVICE ASSOCIATION FOR HEALTH CARE

These Bylaws (referred to as the "Bylaws") govern the affairs of United Service Association For Health Care, a non-profit corporation (hereinafter referred to as the "Corporation") organized and existing under the District of Columbia Non-Profit Corporation Act (hereinafter referred to as the "Act").

ARTICLE 1
OFFICES

1.1 Principal Office. The principal office of the Corporation shall be located at 1901 N. Hwy. 360 Suite 101, Grand Prairie, Texas 75050. The Corporation may have such other offices, either in the District of Columbia, Texas, or elsewhere, as the Board of Directors may determine. The Board of Directors may change the location of any office of the Corporation.

1.2 Registered Office and Registered Agent. The Corporation shall comply with the Act and maintain a registered office and registered agent in the District of Columbia. The Board of Directors may change the registered office and the registered agent as provided in the Act.

ARTICLE 2
MEMBERS

2.1 Class of Members. The Corporation shall have one (1) class of members, consisting of small business employers, employees, and persons who are self-employed, who are interested in and supportive of the purposes for which the Corporation was organized.

2.2 Admission of Members and Renewal of Membership. Members may be admitted to the Corporation by completing an application form, submitting such form to the Corporation, and having the application accepted by the Board of Directors or a committee designated by the Board to handle such matters. The Board of Directors or a Board-designated committee may adopt and amend application procedures and qualifications for membership in the Corporation. An affirmative vote of the Directors or a Board-designated committee present and voting shall be required for admission of any applicant who meets the membership qualifications then in effect. A member which continues to meet all membership qualifications may renew membership by paying all required fees and dues. Neither the Board of Directors nor a Board-designated committee may approve the admission to membership of an applicant who does not meet the membership qualifications then in effect.

2.3 Membership fees and dues. The Board of Directors may set and change the amount of an initiation fee, if any, and the annual dues payable to the Corporation by members. Dues shall be payable in advance on the first day of each fiscal year. The dues for a new member's first year shall be prorated from the first day of the month in which the member is admitted to membership through the end of the fiscal year.

2.4 Voting Rights. Each member shall be entitled to one (1) vote on each matter submitted to a vote of the members.

2.5 Resignation. Any member may resign from the Corporation by submitting a written resignation to the secretary. The resignation need not be accepted by the Corporation to be effective. A member's resignation shall not relieve the member of obligations to pay any dues, assessments, or other charges that had accrued and were unpaid prior to the effective date of the resignation.

2.6 Termination. Membership in the Corporation terminates upon the death of a Member, if an individual, or dissolution, if an organization. In addition the Board of Directors of the Corporation by affirmation vote of two-thirds (2/3) of all of the Directors may suspend or expel a member for cause after an appropriate hearing. Furthermore, a member shall be automatically terminated without notice in the Corporation for nonpayment of dues that are over sixty (60) days delinquent.

2.7 Reinstatement. A former member may submit a written request for reinstatement of membership. The Board of Directors or a committee designated by the Board of Directors to handle the matter may reinstate membership in accordance with the membership qualifications then in effect, on any reasonable terms that the Board of Directors or committee deems appropriate.

2.8 Transfer of Membership. Membership in the Corporation is not transferable or assignable.

2.9 Waiver of Interest in Corporation Property. All real and personal property, including all improvements located on the property, acquired by the Corporation shall be owned by the Corporation. A member shall have no interest in specific property of the Corporation.

ARTICLE 3

MEETINGS OF MEMBERS

3.1 Annual Meeting. Annual meetings of members shall be held between January 1 and June 30 of each year, or at any other time that the Board of Directors designates. At the annual meeting the members shall elect a board of directors, and transact such other business as may properly be brought before the meeting.

3.2 Special Meetings. Special meetings of the members for any purpose or purposes may be called by the President and shall be called by the President or Secretary at the request in writing of a majority of the Board of Directors, or at the request in writing of not less than ten percent (10%) of the members. A request for a special meeting shall state the purpose or purposes of the proposed meeting, and business transacted at any special meeting of members shall be limited to the purposes stated in the notice.

3.3 Notice and Waivers of Notice. (a) Written notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than thirty (30) days from the date of the holding of such meeting. Attendance at meeting shall constitute a waiver of notice, except where the person attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called.

3.4 Record Date. For the purpose of determining members entitled to notice of or to vote at any meeting of members or any adjournment thereof, the Board of Directors may in advance establish a record date which must be at least ten (10) but not more than fifty (50) days prior to such meeting. If the Board of Directors fails to establish a record date, the record date shall be the date on which notice of the meeting is mailed.

3.5 Quorum of Members. The lesser of one hundred (100) members, or members holding five percent (5%) of the votes that may be cast at a meeting, present in person or represented by proxy, shall constitute a quorum at all meetings of the members for the transaction of business except as otherwise provided by statute or by the Articles of Incorporation. If, however, a quorum shall not be present or represented at any meeting of the members, the members entitled to vote thereat, present in person or represented by proxy, shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. At such adjourned meeting, provided a quorum shall be present or represented thereat, any business may be transacted which might have been transacted if the meeting had been held in accordance with the original notice thereof.

3.6 Method of Voting. Each member shall be entitled to one vote on each matter submitted to a vote at a meeting of members. A member may vote either in person or by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

3.7 Action Without Meetings. The Board of Directors may authorize members to vote by mail on the election of directors and officers or on any other matter that may be voted on by the members, without a meeting. Any action required or which may be taken at a meeting of the members 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 such consent shall have the same force and effect as a unanimous vote of the members.

ARTICLE 4 DIRECTORS

4.1 Powers. The business and affairs of the Corporation and all corporate powers shall be managed by the Board of Directors, subject to any limitation imposed by statute, the Articles of Incorporation or these Bylaws as to action which requires authorization or approval by the members.

4.2 Number, Qualifications, and Tenure of Directors. The number of Directors which shall constitute the whole Board shall be not less than three (3) or more than nine (9), such number to be determined from time to time by the Board of Directors. Directors shall be members or representatives of the members of the Corporation. Representatives of members may include officers or employees of the employer member. Each Director shall serve until his successor shall have been elected and qualified.

4.3 Nomination of Directors. Candidates for directorship positions on the Board of Directors shall be nominated by existing directors or by a voting member in good standing. Such nominations shall be made at least thirty (30) days prior to any meeting at which the election of a director occurs.

4.4 Election of Directors. A person who meets any qualification requirements to be a director and who has been duly nominated may be elected as a director. Directors shall be elected by the vote of the membership of the Corporation. A director may be elected to succeed himself or herself as director.

4.5 Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal or otherwise shall be filled through the appointment of a member by a majority of the remaining Directors, even if it is less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

4.6 Increase or Decrease in Number. The number of Directors may be increased or decreased from time to time by amendment to these Bylaws but no decrease shall have the effect of shortening the term on any incumbent Director. Any directorship to be filled by reason of an increase in the number of Directors shall be filled by election at any annual or special meeting of members.

4.7 Removal of Directors. At any meeting of members called expressly for the purpose of removing a Director, any Director or the entire Board of Directors may be removed, with or without cause, by a vote of majority of the members then entitled to vote at any election of Directors.

ARTICLE 5 MEETINGS OF THE BOARD OF DIRECTORS

5.1 Place. Meetings of the Board of Directors, regular or special, may be held either within or without the State of Texas.

5.2 Regular Meetings. Regular meetings of the Board of Directors may be held upon notice, or without notice unless notice is required under these Bylaws, and at such time and at such place as shall from time to time be determined by the Board.

5.3 Special Meetings. Special meeting of the Board of Directors shall be called by the President. Notice of each special meeting of the Board of Directors shall be given to each Director at least ten (10) days before the date of the meeting.

5.4 Notice and Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened. Except as may be otherwise provided by law or by the Articles of Incorporation or by these Bylaws, neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice of waiver of notice of such meeting.

5.5 Quorum of Directors. At all meetings of the Board of Directors a majority of the Directors present at any meeting at which there is a Quorum shall be the act of the Board of Directors. If a quorum shall not be present at any meeting of the Directors, the Directors present thereat may adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present.

5.6 Action without Meetings. Any action required or permitted to be taken at a meeting of the Board of Directors or any committee may be taken without a meeting if a

consent in writing, setting forth the action so taken, is signed by all the members of the Board of Directors or committee, as the case may be.

5.7 Committees. The Board of Directors may from time to time designate members of the Board to constitute committees, including an Executive Committee, which shall in each case consist of such number of Directors, not less than two (2), and shall have and may exercise such power, as the Board may determine and specify in the respective resolutions appointing them. A majority of all the members of any such committee may determine its action and fix the time and place of its meeting, unless the Board of Directors shall otherwise provide. The Board of Directors shall have power at any time to change the number, subject as aforesaid, and members of any such committee, to fill vacancies and to discharge any such committee.

ARTICLE 6 OFFICERS

6.1 Election, Number, Qualification, Term, Compensation. The officers of the Corporation shall be elected by the Board of Directors and shall consist of an Executive Director or President, a Vice-President, a Secretary and a Treasurer. The Board of Directors may also elect a Chairman of the Board, additional Vice-Presidents, one or more Assistant Secretaries and Assistant Treasurers and such other officers and assistant officers and agents as it shall deem necessary, who shall hold their offices for such terms and shall have such authority and exercise such powers and perform such duties as shall be determined from time to time by the Board by resolution not inconsistent with these Bylaws. Two (2) or more offices may be held by the same person. None of the officers need be Directors. The Board of Directors shall have the power to enter into contracts, including the employment and compensation of officers for such terms as the Board deems advisable. The salaries of all officers and agents of the Corporation shall be fixed by the Board of Directors.

6.2 Removal. The officers of the Corporation shall hold office until their successors are elected or appointed and qualify, or until their death or until their resignation or removal from office. Any officer elected or appointed by the Board of Directors may be removed at any time by the Board, with or without cause, whenever in its judgment the best interest of the Corporation will be served thereby. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer shall not of itself create contract rights.

6.3 Vacancies. Any vacancy occurring in any office of the Corporation by death, resignation, removal or otherwise shall be filled by the Board of Directors.

6.4 Authority. Officers and agents shall have such authority and perform such duties in the management of the Corporation as may be provided in these Bylaws or as may be determined by the Board of Directors, not inconsistent with these Bylaws.

6.5 Chairman of the Board. The Chairman of the Board, if one is elected, shall preside at all meetings of the Board of Directors and shall have such other powers and duties as may from time to time be prescribed by the Board of Directors upon written directions given to him pursuant to resolutions duly adopted by the Board of Directors. If, however, the Chairman is not a member or a representative of a member of the Corporation, but is so elected solely by virtue of being an officer of the Corporation, the Chairman shall serve as an *ex officio* Director, without voting powers.

6.6 Executive Director/President. The Executive Director, also known as the President, shall be the chief executive officer of the Corporation, shall have general and active management of the business and affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall preside at all meetings of the members and at all meetings of the Board of Directors, unless a Chairman of the Board has been elected, in which event the President shall preside at meetings of the Board of Directors in the absence or disability of the Chairman of the Board.

6.7 Vice-President. The Vice-Presidents, in the order of their seniority, unless otherwise determined by the Board of Directors, shall, in the absence or disability of the President, perform the duties and have the authority and exercise the powers of the President. They shall perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe or as the President may from time to time delegate.

6.8 Secretary. The Secretary shall attend all meetings of the Board of Directors and all meetings of members and record all of the proceedings of the meetings of the Board of Directors and of the members in a minute book to be kept for that purpose and shall perform like duties for the standing committees when required. He shall give, or cause to be given, notice of all meetings of the members and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision he shall be. He shall keep in safe custody the seal of the Corporation and shall affix the same to any instrument requiring it.

6.9 Treasurer. (a) The Treasurer shall have custody of the corporate funds and securities and shall keep full and accurate accounts and records of receipts, disbursements and other transactions in books belonging to the Corporation, and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors.

(b) The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render the President and the Board of Directors, at its regular meetings, or when the President or Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation.

(c) If required by the Board of Directors, the Treasurer, as well as any other officers and employees, shall give the Corporation a bond of such type, character and amount as the Board of Directors may require.

6.10 Assistant Secretary and Assistant Treasurer. In the absence of the Secretary or Treasurer, an Assistant Secretary or Assistant Treasurer, respectively shall perform the duties of the Secretary or Treasurer. Assistant Treasurers may be required to give bond as in 6.9 (c). The Assistant Secretaries and Assistant Treasurers, in general shall have such powers and perform such duties as the Treasurer or Secretary, respectively, or the Board of Directors or President may prescribe.

ARTICLE 7

PROTECTION OF OFFICERS, DIRECTORS AND EMPLOYEES

7.1 Indemnification. The Corporation shall indemnify any Director or officer or former Director or officer of the Corporation, or any person who may have served at its request as a director or officer or former director or officer of another

corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding, whether civil or criminal, in which he or she is made a party by reason of being or having been such Director or officer, except in relation to matters to which he or she shall be adjudged in such action, suit or proceeding to be liable for intentional misconduct or a knowing violation of law in the performance of duty. The Corporation shall also reimburse any such Director or officer or former Director or officer or any such person serving or formerly serving in the capacities set forth in the first sentence above at the request of the Corporation for the reasonable cost of settlement of any such action, suit or proceeding, if it shall be found by a majority of the Directors not involved in the matter of controversy, whether or not a quorum, or by written recommendation of legal counsel to the Corporation that it was in the best interest of the Corporation that such settlement be made, and that such Director or officer or former Director or officer or such person was not guilty of willful misconduct or a knowing violation of law in the performance of duty.

7.2 Expenses Advanced. The Corporation may pay in advance any expenses which may become subject to indemnification if the Board of Directors authorizes the specific payment, and the person receiving the payment undertakes in writing to repay unless it is ultimately determined that he is entitled to indemnification by the Corporation.

7.3 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under these Bylaws or the laws of the State of Texas.

7.4 Other Protection and Indemnification. The protection and indemnification provided hereunder shall not be deemed exclusive of any other rights to which such Director or officer or former Director or officer or such person may be entitled, under any agreement, insurance policy or vote of members, or otherwise.

ARTICLE 8 GENERAL PROVISIONS

8.1 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December.

8.2 Seal. The Board of Directors shall provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the corporation, the words "District of Columbia" and the year "1983". The seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced.

8.3 Minutes. The Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members and Board of Directors, and shall keep at its registered office or principal place of business, a record of its members, giving the names and addresses of all members.

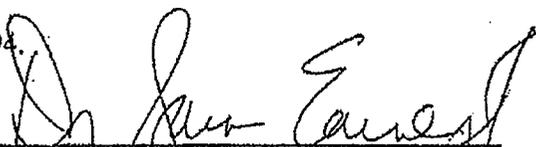
8.4 Amendment. These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors, subject to repeal or change by action of the members, at any meeting of the Board of Directors at which a

quorum is present, provided notice of the proposed alteration, amendment, or repeal is contained in the notice of the meeting. In addition, members representing at least five percent (5%) of the total membership may, by initiative and referendum, propose amendments to these bylaws for adoption by the Board of Directors or by affirmative vote of two-thirds (2/3) majority of the then-existing voting members. At least thirty (30) days written notice of any meeting to consider adoption of an amendment proposed by membership initiative and referendum shall be provided to the Board of Directors or the membership.

8.5 Notice. Any notice to Directors or members shall be in writing and shall be delivered personally or mailed to the Directors or members at their respective addresses appearing on the books of the Corporation. Notice by mail shall be deemed to be given at the time when the same shall be deposited in the United States mail, postage prepaid. Notice to Directors may also be given by telegram. Whenever any notice is required to be given under the provisions of applicable statutes or of the Articles of Incorporation or of these Bylaws, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

KNOW ALL MEN BY THESE PRESENTS, that I, the undersigned, being the Executive Director of **UNITED SERVICE ASSOCIATION FOR HEALTH CARE**, do hereby certify that the above and foregoing Bylaws, consisting of Eight (8) Articles, were duly adopted as the Bylaws of this Corporation, amending and superseding any bylaws previously adopted by the Corporation, and that the same do now constitute the Bylaws of said Corporation.

DATED this the 10th day of June, 1994.


DR. SARA EARNEST, Executive Director

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.

**United Service Association For Health Care
1901 N. Highway 360
Grand Prairie, TX 75050**

2. Is this group incorporated? If so, give state of incorporation.

United Service Association For Health Care (USA+) was chartered under the chartered under the provisions of the District of Columbia Non-Profit Corporation Act (D.C. Code, 1981 Edition, Title 29, Chapter 5) by the Department of Consumer and Regulatory Affairs, Washington, D.C. on April 15, 1983.

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 vary from \$0 to \$500 based on the membership level.

6. What are the specific activities of the organization?

- **Assist charitable, educational and social welfare organizations in the conduct of similar activities: The association donates \$2 of the membership dues collected from each member each month in order to support organizations that have purpose to discover new health treatment solutions that are effective and affordable, improve the level of treatment provided to patients, provide assistance for those individuals with handicaps and to provide assistance to educational organizations. To date, the foundation has donated almost \$7 million to organizations such as St. Jude's, United Cerebral Palsy and Juvenile Diabetes Research Foundation, scholarships for students attending the University of Texas School of Nursing, to name a few. A list of grand and award recipients can be found on the association's website at www.usahc.com.**
- **Engage in nonpartisan research, study and analysis for the benefit of the general public regarding the health care system of the United States and to publish the results of such research.**
- **Prepare educational materials, sponsor forums and conduct educational activities in support of the general purposes of the corporation;**

7. What benefits are provided to the members in addition to insurance? PLEASE ATTACH BROCHURES ON THE BENEFITS.

The member receives advocacy benefits, which is included in the basic membership in the association. Basic benefits also include a Benefits Protector program, which

helps cushion the impact of economic downturns that occur. Should a member lose their job through no fault of their own, membership dues are waived and membership benefits continue for three (3) months.

8. What qualifies an individual for membership?
Membership in USA+ is open to employers and employees (including persons who are small business owners, self-employed or retired) who are interested in and supportive of the purposes for which the Corporation was organized, which include improving national health policy issues and providing practical solutions for members. Board meetings are held bi-annually and all members have voting rights as established by the Bylaws.

9. How are members recruited? If by mailing list, advise the source of this list.
Members are recruited via the internet and by independent contractors.

10. Attach a copy of the organization by-laws.
Attached as requested

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.
Attached as requested

12. Please attach a copy of the organization's most recent financial statement.
Attached as requested

13. Does the organization receive any compensation of any kind from the insurer issuing contracts to its members?
NO

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

WeeklyMembers

MemberNo	Plan_Code	Package_Code	Last_Name	First_Name	Eff_Date	Address_Line1	Address_Line2	City	State	Zip_Code	Zip_Code4	Paid_to_Date
0300135480	AA810	USAFSTCHCSA	Mullenax	Gene	19970711	6005 Southwind Dr		N Little Rock	AR	72118	0	20090711
0303962470	AA800	USAFSTCHC	Pharr	Fitz	19900407	53 Dominar Way	1710 N. Main St.	Hotsprings Village	AR	71909	0	20090607
030V550870	AA800	USAFSTCHC	Mitchell	Tami	19980815	Kerr Photography		Searcy	AR	72143	0	20090615
030V659750	AA811	USAFSTCHC2	Lauhon	Philip	19990201	121 Ashley 120 Road		Hamburg	AR	71646	0	20090601
031204088	AA811	USAFSTCHC2	Melhart	Walter	19990501	15419 Putman Road		Rogers	AR	72756	0	20090601
031211327	AA811	USAFSTCHC2	Adams	Christina	19990601	606 Edna Street		Fayetteville	AR	72703	0	20090601
031212790	AA110	USAVALU	Walters	Shelly	19990601	PO Box 512		West Fork	AR	72774	512	20090601
031213964	AA811	USAFSTCHC2	Donaldson	Samuel	19990801	5263 Guy Terry Rd		Springdale	AR	72764	0	20090601
031217325	AA811	USAFSTCHC2	Gardner	George	19990715	2506 S Lakeshore Drive		Lake Village	AR	71653	0	20090815
031221460	AA811	USAFSTCHC2	Oates	J	19990901	P O Box 192		Mena	AR	71953	0	20090601
031226553	AA811	USAFSTCHC2	Carter	James	19991201	115 Shamrock Lane		Hot Springs	AR	71913	0	20090601
031226591	AA811	USAFSTCHC2	Martin	Debra	19991101	8582 Oakland Road		Oakland	AR	72661	9136	20090601
031227990	AA030	USAHEALTH30	Spraggins	Glenn	19991201	1207 Brownwood		Malvern	AR	72104	0	20090601
031230522	AA811	USAFSTCHC2	Goodwin	Bobbie	20000101	P O Box 27		Willisville	AR	71864	0	20090601
031236007	AA811	USAFSTCHC2	Lamkin	Carolyn	20000201	Lamkin Oil	P O Box 623	Stephens	AR	71764	0	20090601
031251734	AA030	USAHEALTH30	Magar	Glenda	20000701	207-B Martin St.		Mena	AR	71953	0	20090601
031252695	AA030	USAHEALTH30	Amaud	James	20000615	1201 West Hill Dr		Eldorado	AR	71730	0	20090515
031262101	AA030	USAHEALTH30	Page	Barbara	20000905	P.O. Box 1244		Mount Ida	AR	71957	0	20090605
031266902	AA030	USAHEALTH30	Hopson	Kathy	20001015	3804 Highway 79		Roe	AR	72134	0	20090615
031267667	AA030	USAHEALTH30	Lisenby	Tommy	20001015	Lisenbys Jewelry Inc	421 South Main Street	Malvern	AR	72104	3834	20090615
031267768	AA030	USAHEALTH30	Bullard	Dana	20001015	140 Park Way Place		Pearcy	AR	71964	0	20090615
031273373	AA030	USAHEALTH30	Clouse	Patsy	20001201	141 Thunderbird Drive #102		Batesville	AR	72501	0	20090601
031275110	AA110	USAVALU	Weems	Terr	20001201	51 1/2 Spring St.		Eureka Springs	AR	72632	0	20090601
031280384	AA030	USAHEALTH30	Moody	The Estate of Donald	20010401	c/o Michael G Epley Atty	P O Box 748	Magnolia	AR	71754	748	20090601
031298419	AA900	USAPRESEC	Ingram	James	20010601	789 Rosebud Rd		Quitman	AR	72131	0	20090601
031300891	AA030	USAHEALTH30	Cheatham	Donna	20010715	H & W Tank Cleaning Inc	PO Box 702	Stephens	AR	71764	0	20090615
031308027	AA900	USAPRESEC	Eaton	Jimmy	20011115	1824 Main St		North Little Rock	AR	72114	0	20090615
031308972	AA030	USAHEALTH30	Jumper	James	20011101	J Thomas Jumper, DDS	715 Military Rd	Benton	AR	72015	0	20090601
031310784	AA190	USAHLTHBEN	Coleman	Tona	20011201	4805 Alma Hwy		Van Buren	AR	72956	0	20090601
031311011	AA030	USAHEALTH30	Tackett	William	20020201	P O Box 1323		Danville	AR	72833	0	20090601
031314811	AA035	USAHEALTH35	Walker	Dennis	20020115	407 Oak Manor Circle		Springdale	AR	72764	0	20090615
031316035	AA035	USAHEALTH35	Wilkins	Hilary	20020301	11518 Pryor Road		Carlisle	AR	72024	0	20090601
031321293	AA035	USAHEALTH35	Tressler	Ray	20020501	4647A Hwy 23 South		Eureka Springs	AR	72632	0	20090601
031328440	AA811	USAFSTCHC2	Lamkin	Troy	20000201	Lamkin Oil	P O Box 623	Stephens	AR	71764	0	20090601
036014005	AA039	USAHLTH30AD	Washington	Beatrice	20020601	P.O. Box 293		Wheatley	AR	72392	0	20090601
036028613	AAV90	USAFPLAT+A	Burgess	Martha	20021204	P.O Box 82		Guy	AR	72061	0	20090604
036033115	AA0NB	USA+NOBENE	Massey	Donna	20030310	1410 S.Tyler		Little Rock	AR	72204	0	20090610
036034624	AA029	USA+BRON	Nowden	Hattie	20030328	802 I St.		North Little Rock	AR	72114	0	20090528
036038189	AA389	USA+PLAT-AD	Ellis	Kelly	20030602	2533 N. Litchfield Lane		Fayetteville	AR	72703	0	20090602
036039882	AA029	USA+BRON	Goodwin	Tommie	20030703	10434 W. 38th Apt. 14D		Little Rock	AR	72204	0	20090603
036041298	AA389	USA+PLAT-AD	Smart	Gregory	20030728	209 Thompson		El Dorado	AR	71730	0	20090528
036048584	AA195	USAHBEN3+	Brouillette	Charles	20040226	6217 Navajo Trail		North Little Rock	AR	72116	0	20090526
036048754	AA359	USA+GOLD-AD	Henagan	Michael	20040304	628 Hempstead 207		Prescott	AR	71857	0	20090604
036049015	AA194	USAHBEN-AD	Knapp	Robert	20040318	7 Table Rock Drive		Eureka Springs	AR	72631	0	20090618
036049715	AA194	USAHBEN-AD	Hernandez	Marfa	20040427	601 W Easy Apt. J4		Rogers	AR	72756	0	20090527
036049792	AA194	USAHBEN-AD	Davie	Malvin	20040428	169 Bethel Ame Rd		Bigelow	AR	72016	0	20090528
036049974	AA029	USA+BRON	Henagan	James	20040509	628 Hempstead 207		Prescott	AR	71857	0	20090609
036050438	AA194	USAHBEN-AD	Hernandez	Rosa	20040608	444 Village Ln		Springdale	AR	72764	0	20090608
036050464	AA194	USAHBEN-AD	Merechka	Harry	20040611	1004 Pernot		Van Buren	AR	72956	0	20090611
036055184	AA065	GLDRWDS+2	Brown	Mary F.	20060220	3000 Kellogg Acres Rd		N. Little Rock	AR	72120	0	20090520
036056058	AALF3	LIFSTYLE+TG	Tyler	Barbara	20061001	1171 S Hwy 305		Searcy	AR	72143	0	20090501
036056069	AALF3	LIFSTYLE+TG	Rainey	Iida	20061001	17327 Raines RD		Little Rock	AR	72210	0	20090501
036056306	AALF3	LIFSTYLE+TG	Davis	William	20061201	2123 Labelle Manor Dr L-13		Little Rock	AR	72205	0	20090501
036056641	AALF3	LIFSTYLE+TG	Campbell	Carl	20070301	2 Odum Rd		Conway	AR	72032	0	20090501
036057409	AALF3	LIFSTYLE+TG	Relford	Melvia	20071201	7301 Yarbber LN		Little Rock	AR	72209	0	20090501
036057526	AALF3	LIFSTYLE+TG	Ridgell	Doradio	20081001	132 Summit Dr		Maumelle	AR	72113	0	20090501
038004091	AVS11	VS+1000-I	Noblis	Judy	20080306	Po Box 880		Hazen	AR	72064	0	20090606
038006934	AHR08	HTHRWD+300I	Rowe	Alice	20080919	3835 Hwy 167 South		Ash flat	AR	72513	0	20090619
038008920	AHS33	GHSI-300I	Graham	Glenda	20070405	1808 Rosewood St		Pocahontas	AR	72455	0	20090605
038009018	AHS32	GHSI-300F	Gerry	Sharon	20070416	PO BOX 132		PEA RIDGE	AR	72751	132	20090616
038009347	AHS33	GHSI-300I	Alkins	Susan	20070516	4700 S. Zero		Fort Smith	AR	72903	0	20090616
038011057	AHP31	GHP3-I	Hamilton	Travis	20071201	11486 Country Loop		Dardanelle	AR	72834	0	20090601
038011199	AHA11	GHA-1KI	Moore	Cary	20071121	Faith Assembly of Gods Church	1600 N 50th St	Fort Smith	AR	72904	0	20090521
038011250	AHC06	GRPHLCNTS+	Brown	Mary	20071128	3000 Kellogg Acres Road		N. Little Rock	AR	72120	0	20090528
038013057	ASC02	SECARE300I	Curl	Susie	20080505	5304 Lisbon Road		Smackover	AR	71762	9761	20090605
038013776	ASC01	SECARE300F	Parochka	Sheila	20080610	1811 BUNKER HILL DR		VAN BUREN	AR	72956	2836	20090610
038014437	ASC10	SECARE1KI	Roberson	Laura	20080708	144 Roberson Road		El Dorado	AR	71730	0	20090608
038014559	ASC15	SECAREUSA+	Gagnen	Duane	20080714	859 POLK RD 21		COVE	AR	71937	9581	20090614
038014841	ASC02	SECARE300I	Ridgell	Velma	20080724	1118 E34th		Pinebluff	AR	71601	0	20090524
038014846	ASC10	SECARE1KI	Broadway	Margaret	20080724	915 Cason Lane		Batesville	AR	72501	0	20090524
038015088	ASC02	SECARE300I	Cathey	Charles	20080801	3752 Highway 79 South		Stephens	AR	71764	0	20090601

WeeklyMembers

038015101	ASC01	SECARE300F	Burson	John	20080801 P.o. Box 41		Strong	AR	71765	0	20090601
038015474	ASC02	SECARE300I	Schmidt	Deborah	20080814 145 LITTLE RIVER 11		ASHDOWN	AR	71822	9467	20090514
038015564	ASC01	SECARE300F	Hill	Eileen	20080818 3600 N 31ST ST		FORT SMITH	AR	72904	3439	20090618
038015588	ASC02	SECARE300I	Engels	William	20080820 PO BOX 687		ROGERS	AR	72757	687	20090620
038015693	ASC01	SECARE300F	Hackelton	Alvin	20080828 PO BOX 62		ROE	AR	72134	62	20090528
038015857	ASC09	SECARE1KF	Kessler	Constance	20081008 PO Box 102		Bismarck	AR	71929	0	20090608
038015864	ASC02	SECARE300I	Neville	Gretchen	20080912 #9 Vinegar Hill LN		Heber Springs	AR	72543	2833	20090612
038015962	ASC06	SECARE500I	Davis	Randy	20080919 2202 Highway 35 S		Benton	AR	72015	5712	20090419
038015963	ASC02	SECARE300I	Franks	Thad	20080919 PO BOX 146		Salado	AR	72575	146	20090619
038016453	ASC01	SECARE300F	Mardanlou	Mary	20081028 1620 Bawldwin		Van Buren	AR	72956	0	20090528
038016474	ASC02	SECARE300I	Croswell	Austollne	20081028 996 Ashley 17 Road		Hamburg	AR	71646	0	20090428
038016646	ASC15	SECAREUSA+	Rogers	David	20081115 1131 Nw H St		BenLionville	AR	72712	0	20090615
038017458	ASA96	SA-USA+IND	Blouir	Pamela	20090201 1577 Moccasin Creek Road		Mammoth Spring	AR	72554	0	20090601
038017519	ASC05	SECARE500F	King	Lynn	20090201 Po Box 383		Arkansas City	AR	71630	0	20090501
038018231	ASC02	SECARE300I	Davis	Debbie	20090301 1718 North Desarc Way		Fayetteville	AR	72704	0	20090601
038018291	ASA70	SA-300F	Karlovec	Brad	20090315 265 Nevada 38		Prescott	AR	71857	0	20090615
038018311	ASA72	SA-300I	Woodall	Mary	20090315 Po Box 112		Horatio	AR	71842	0	20090615
038018377	ASA77	SA-1000+1	Sanders	Sandra	20090315 2009 Grant St		Malvern	AR	72104	0	20090615
038018487	ASA78	SA-1000I	Millner	Matthew	20090315 2365 Riverbend Rd		Heber Springs	AR	72543	0	20090615
038018558	ASA96	SA-USA+IND	Cunningham	Pearl	20090401 Po Box 35		Parks	AR	72950	0	20090601
038018651	ASA81	SA-2000I	Roberts	Lance	20090415 P.o. Box 6258		North Little Rock	AR	72124	0	20090515
038018656	ASA78	SA-1000I	Burks	Eller	20090401 803 Mchenry St		Malvern	AR	72104	0	20090601
038018676	ASA72	SA-300I	Jensen	Sharyn	20090401 337 Glenstone Drive		Mountain Home	AR	72653	0	20090601
038018727	ASA96	SA-USA+IND	Smith	Bessie	20090401 103 Bransford Rd		Lonoke	AR	72086	0	20090601
038018745	ASA81	SA-2000I	Snyder	Dorothy	20090401 2 Joel Ln		Greenbriar	AR	72058	0	20090601
038018763	ASA71	SA-300I+1	Johnson	Joseph	20090401 11 Union Street	P.o. Box 64	Wilson	AR	72395	0	20090601
038018820	ASA96	SA-USA+IND	Cooper	Elois	20090401 1620 W. Sullenberger St.		Malvern	AR	72104	0	20090601
038018911	ASA75	SA-500I	Akridge	Barbi	20090415 4420 Hwy 64 West		Conway	AR	72034	0	20090615
038019040	ASA72	SA-300I	Parchman	Carolyn	20090415 Po Box 2703		Forrest City	AR	72335	0	20090615
038019366	ASA75	SA-500I	Wise	Melody	20090501 1702 Sunset Drive		Hope	AR	71801	0	20090601
038019435	ASA80	SA-2000I+1	Nuckles	Billy	20090501 170 Wish Street		Pleasant Plains	AR	72568	0	20090601
038019465	ASA74	SA-500I+1	Bryan	Jesse	20090501 2 Lennox Circle		Dumas	AR	71639	0	20090601
038019508	ASA31	SECAC300I	Boswell	Barb	20090501 1310 Logan		Arkadelphia	AR	71923	0	20090601
038019516	ASA71	SA-300I+1	Leary	W.b	20090501 2029 Rush Creek Road		Springdale	AR	72762	0	20090601
0400202370	AA320	USAGLDFAM	Reynolds	Ronnie	19910601 609 Godfrey Ave.		White Hall	AR	71602	0	20090601
0400476200	AA320	USAGLDFAM	Pitcock	Karen	19920210 8041 Portwood Lane		Rogers	AR	72756	6399	20090610
0401210880	AA320	USAGLDFAM	Dorton	Ronald	19940401 170 Dawson Road		Eudora	AR	71640	0	20090601

USA for Health Care
 Balance Sheet
 As of December 31, 2008

	Balance 12/31/08	Balance 12/31/07
ASSETS		
CURRENT ASSETS:		
Cash	1,598,075	1,704,502
Accounts Receivable - Other	2,964,690	4,130,951
Prepaid Expense	3,157	13,648
Inventory	9,045	11,109
Total Current Assets	4,574,967	5,860,211
PROPERTY AND EQUIPMENT, net	4,340	4,058
OTHER ASSETS		
Deposits	194,502	210,124
Total Assets	4,773,809	6,074,393

LIABILITIES AND MEMBER'S EQUITY

CURRENT LIABILITIES:		
Accounts Payable	2,895,652	7,319,777
Agent Balances	788,846	1,761,180
Accrued Expenses	297,743	64,806
Deferred Revenue	796,659	637,594
Deferred Income Taxes	7,915	7,915
Total Current Liabilities	4,778,899	9,791,271
MEMBER'S EQUITY:		
Beginning of Year	(3,716,878)	(3,961,430)
Current Earnings	3,711,788	244,552
	(5,090)	(3,716,878)
Total Liabilities and Member's Equity	\$4,773,809	\$6,074,393

USA for Health Care
Statement of Income
Fourth Quarter

	Jan - Mar '08 1st Qtr Total	Apr-June '08 2nd Qtr Total	July-Sept '08 3rd Qtr Total	Oct-Dec '08 4th Qtr Total	YTD Total
Total Revenue	\$3,936,751	\$3,627,263	\$3,643,756	\$5,228,408	\$16,436,178
Expenses:					
Member benefits:					
United States Life Ins. Co.	661,285	730,171	737,029	669,993	2,798,478
Ameritas	158,498	161,256	175,387	156,652	651,793
Chesapeake	57,590	77,701	98,261	113,950	347,502
C.A.R.E. Benefit	20,962	62,179	67,948	62,884	213,973
ACE American	73,736	79,621	-	-	153,357
Fedelity Insurance	684	716	77,507	64,372	143,279
Caremark	38,586	33,939	21,627	32,925	127,077
All Other member benefits	196,894	195,429	208,134	191,388	791,845
Total Member benefits	1,208,235	1,341,012	1,385,893	1,292,164	5,227,304
Operating Expenses					
Salaries	115,735	164,960	137,885	174,613	593,193
Professional fees - consulting	32,285	27,945	31,331	27,903	119,464
Bank charges	36,858	54,175	63,496	64,886	219,415
All other operating expenses	105,521	133,970	137,265	113,312	490,068
Commission expense	1,766,013	1,915,045	1,818,914	574,974	6,074,946
Total Expenses	3,264,647	3,637,107	3,574,784	2,247,852	12,724,390
Income/(Loss) Before Taxes	\$672,104	(\$9,844)	\$68,972	\$2,980,556	\$3,711,788

USA for Health Care
Statement of Cash Flows
As of December 31, 2008

	<u>12/31/08</u>
Cash flows from operating activities:	
Net Income	3,711,788
Adjustments to reconcile net income to net cash provided by operating activities:	
Depreciation	2,979
Deferred income taxes	(7,915)
Change in assets and liabilities:	
Accounts receivable	1,166,262
Prepaid expenses and inventory	12,555
Deferred Revenue	159,064
Accounts payable and accrued expenses	(5,163,522)
Other Assets - Deposits	15,622
Net cash provided by operating activities	<u>(103,167)</u>
Cash flows from investing activities:	
Purchase of furniture and equipment	(3,261)
Net increase in cash and cash equivalents	(106,427)
Cash and cash equivalents at beginning of period	1,704,502
Cash and cash equivalents at end of period	<u><u>1,598,075</u></u>