Filing at a Glance

Company: Federal Insurance Company
Product Name: Accident Only
TOI: H02G Group Health - Accident Only
Sub-TOI: H02G.000 Health - Accident Only
Filing Type: Form

SERFF Tr Num: CLTR-127771609
SERFF Status: Closed-Filed-Closed
Co Tr Num: AAS - AR

Authors: Susan Coulter, Dana Suter, Natanella Har-Sinay
Date Submitted: 11/01/2011

State: Arkansas
State Tr Num: 50154

State Status: Filed-Closed
Reviewer(s): Rosalind Minor
Disposition Date: 11/04/2011

Disposition Status: Filed-Closed
Implementation Date:

Implementation Date Requested: 11/30/2011
State Filing Description:

General Information

Project Name: AAS
Project Number: AAS- Group Filing
Requested Filing Mode:
Explanation for Combination/Other:
Submission Type: New Submission
Group Market Type: Association
Filing Status Changed: 11/04/2011
State Status Changed: 11/04/2011
Created By: Natanella Har-Sinay
Corresponding Filing Tracking Number:
Filing Description:
Re: Chubb & Son
Company Code: AAS - AR

Status of Filing in Domicile: Pending
Date Approved in Domicile:
Domicile Status Comments:
Market Type: Group
Group Market Size: Large
Overall Rate Impact:

Deemer Date:
Submitted By: Natanella Har-Sinay

On behalf of Chubb & Son, Coulter and Associates is filing the group Alliance for Affordable Services on a single-case basis for use with previously approved forms. Voluntary Accident Policy Form GCA 5000 was approved in your state on 12/6/2002, and Accident Only Hospital Cash Policy Form HIP5000 REV was approved on 11/12/2010.

The Association's Constitution and Bylaws are attached. If you need additional information, please do not hesitate to contact us. Otherwise, we look forward to your approval.

Company and Contact

Filing Contact Information

Natanella Har-Sinay, consultant
379 Princeton-Hightstown Road
Suite 15
Cranbury, NJ 08512

natanella@coulter-and-associates.com
609-443-7540 [Phone]

Filing Company Information

(This filing was made by a third party - coulterandassociatesinc)

Federal Insurance Company	CoCode: 20281	State of Domicile: Indiana
15 Mountainview Rd	Group Code: 20281	Company Type: property and casualty
Warren, NJ 07059	Group Name: CHUBB	State ID Number:
(609) 443-7540 ext. [Phone]	FEIN Number: 13-1963496	

Filing Fees

Fee Required?	No
Retaliatory?	No
Fee Explanation:	
Per Company:	No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Federal Insurance Company	$0.00	11/01/2011	

Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Filed-Closed	Rosalind Minor	11/04/2011	11/04/2011

Disposition

Disposition Date: 11/04/2011

Implementation Date:

Status: Filed-Closed

Comment:

Rate data does NOT apply to filing.

SERFF Tracking Number:	*CLTR-127771609*	*State:*	*Arkansas*
Filing Company:	*Federal Insurance Company*	*State Tracking Number:*	*50154*
Company Tracking Number:	*AAS - AR*		
TOI:	*H02G Group Health - Accident Only*	*Sub-TOI:*	*H02G.000 Health - Accident Only*
Product Name:	*Accident Only*		
Project Name/Number:	*AAS/AAS- Group Filing*		

Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Filed-Closed	Yes
Supporting Document	Application	Filed-Closed	Yes
Supporting Document	Constitution and Bylaws	Filed-Closed	Yes
Supporting Document	Authorization to File	Filed-Closed	Yes

Supporting Document Schedules

		Item Status:	Status Date:
Bypassed - Item:	Flesch Certification	Filed-Closed	11/04/2011

Bypass Reason: Forms approved, filing the group only.

Comments:

		Item Status:	Status Date:
Bypassed - Item:	Application	Filed-Closed	11/04/2011

Bypass Reason: Application approved, filing the group only.

Comments:

		Item Status:	Status Date:
Satisfied - Item:	Constitution and Bylaws	Filed-Closed	11/04/2011

Comments:

Attachments:

Alliance Articles of Incorporation.pdf
AAS bylaws Oct 2004_signed.pdf
Certificate of Amendment to Alliance ArticlesofIncorporation_Part1.pdf
Certificate of Amendment to Alliance ArticlesofIncorporation_Part2.pdf
Certificate of Amendment to Alliance ArticlesofIncorporation_Part3.pdf
Certificate of Amendment to Alliance ArticlesofIncorporation_Part4.pdf
Certificate of Amendment to Alliance ArticlesofIncorporation_Part5.pdf
AAS Filing Form .pdf

		Item Status:	Status Date:
Satisfied - Item:	Authorization to File	Filed-Closed	11/04/2011

Comments:

Attachment:

Coulter authorization for filing (10-28-2011).pdf

ARTICLES OF INCORPORATION
OF
ALLIANCE FOR AFFORDABLE SERVICES

ARTICLE I

The name of the Corporation is Alliance for Affordable Services.

ARTICLE II

The Corporation is of perpetual duration.

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for the charitable and educational purposes in connection with following:

1. To inform and educate individuals on matters relating to the concerns of individuals for affordable personal, social and financial needs, including access to affordable business, travel, leisure, healthcare and lifestyle information, products and services.

2. To inform and educate individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations related to affordable business, travel, leisure, healthcare and lifestyle information, products and services.

3. To act as a clearinghouse and information center for matters relating to the concerns and needs of individuals for affordable business, travel, leisure, healthcare and lifestyle information, products and services.

4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of individuals for affordable business, travel, leisure, healthcare and lifestyle information, products and services.

5. To prepare educational materials and conduct educational activities in support of the general purposes of this Corporation.

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this Corporation.

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities.

8. To establish in the main office of this Corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this Corporation; and

9. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and to exercise all the powers conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Nonprofit Corporation Act.

ARTICLE IV

The Corporation shall have members.

ARTICLE V

All members shall have voting rights, The qualifications, rights and duties of membership shall be stated or provided for in the Bylaws of the Corporation.

ARTICLE VI

The governing body of the Corporation shall be its Board of Directors, which shall consist of not less than three (3) and not more than nine (9) directors. The Board of Directors shall be elected at the annual meeting of members. The qualifications, terms, and duties of such Board of Directors shall be provided for in the Bylaws of the Corporation.

(a) The Board of Directors is hereby empowered to adopt, from time to time, By-Law provisions with respect to the indemnification of directors, officers, employees, agents and other persons and to make such other indemnification as it shall deem expedient and in the best interest of the Corporation and to the extent permitted by law.

(b) The Board of Directors is expressly authorized to make, amend, alter, repeal or rescind the Bylaws of the Corporation.

(c) The Corporation reserves the right to amend these Articles of Incorporation.

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws, and with respect to distribution of assets on dissolution, after paying or making

provisions for the payment of all the liabilities of the corporation, any assets remaining shall be distributed as provided in the Bylaws.

ARTICLE VIII

The address, including street and number of the Corporation's initial registered office is: 1747 Pennsylvania Avenue, N.W., Suite 1000, Washington, D.C. 20006, and the initial registered agent at such address is: Alan P. Dye.

ARTICLE IX

The number of directors constituting the initial Board of Directors is 3 and the names and addresses, including street and number of the persons who are to serve as the initial directors until the first annual meeting or until their successors be appointed are:

George D. Webster	5305 Cardinal Court Washington, D.C. 20016
Bud Meredith	1611 N. Kent Street Arlington, VA 22209
James P. Low	1575 Eye Street, N.W. Washington, D.C. 20003

ARTICLE X

The name and address, including street and number of each incorporator is:

Richard L. Haight	2610 Tunlaw Road, N.W. Washington, D.C. 20007
Steven D. Simpson	9666 Scotch Haven Drive Vienna, VA 22180
John W. Hazard, Jr.	1255 Martha Custis Drive Alexandria, VA 22302

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John W. Hazard, Jr.	1255 Martha Custis Drive Alexandria, VA 22302

Jan Blackmon
Secretary

RESTATED BYLAWS
OF
THE ALLIANCE FOR AFFORDABLE SERVICES

ARTICLE I
NAME, AUTHORITY AND PURPOSE

Section 1. The name of the corporation is Alliance for Affordable Services (the "Corporation"). The Corporation shall be a membership nonprofit corporation organized under, and subject to, the District of Columbia Nonprofit Corporation Act. The Corporation shall exercise such powers, and shall carry out such purposes as are provided under such act and the Corporation's Articles of Incorporation.

ARTICLE II
OFFICES

Section 1. The registered office of the Corporation is 1015 15th Street NW, Ste. 1000, Washington, DC 20005, and the name of its registered agent is CT Corporation. The Corporation may also have offices at such other places both within and without the District of Columbia as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE III
MEMBERSHIP

Section 1. Divisions. The Corporation shall have such divisions of membership as the Board of Directors may provide by resolution. Membership shall consist of persons who are interested in and supportive of the purposes for which the Corporation was organized. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Applicants for membership shall be admitted at the discretion of the Board of Directors (or its delegate from time to time). The Board of Directors shall have absolute discretion to determine whether an applicant for membership has the requisites for membership; a determined lack thereof shall be grounds for rejection of the application for membership. The Board of Directors may from time to time establish by resolution additional qualifications required for membership as it determines necessary or appropriate to effect the purposes of this Corporation. Neither the Board of Directors nor a committee designated by the Board may approve admission to membership of an applicant who does not meet the membership qualifications then in effect.

Section 2. Membership Cards. The Corporation shall issue to its members Membership Cards in such form and of such design as the Board of Directors may from time to time prescribe. The name and address of each member and the effective date of membership shall be entered on the records of the Corporation. If any membership card shall become lost, mutilated, or destroyed, a new card may be issued therefore upon such terms and conditions as the Board of Directors may determine.

Section 3. Admission Fees and Dues. The Board of Directors shall have power and authority to establish and collect admission fees for the admission of members and to levy and collect annual dues, said fees and dues to be in such amounts and payable in such manner as may be determined from time to time by the Board of Directors.

Section 4. Rights Not Transferable. All rights, benefits and privileges conferred upon a member herein shall cease upon the termination of such member's membership in the Corporation. A member may not voluntarily or involuntarily transfer his membership, or any right arising therefrom.

Section 5. Termination of Memberships. Memberships may be canceled (upon reasonable notice thereof) and all rights of members thereunder shall terminate upon the determination by the Board of Directors (or its delegate) that any of the following has occurred:

(a) the death (or in the case of a member which is not a natural person, the dissolution) of the member holding such membership provided, however, that the surviving spouse of the deceased member shall be eligible to apply for membership if such surviving spouse meets the membership qualifications then in effect;

(b) the voluntary withdrawal of such member from this Corporation;

(c) the failure of such member to renew said membership upon the expiration thereof;

(d) the failure of such member to pay the amount of dues and fees as fixed from time to time by the Board of Directors;

(e) the failure of the member to satisfy the qualification requirements for membership (whether or not such qualification requirements were in effect at the time such person became a member).

The determination of the Board of Directors shall be conclusive. No member so terminated shall be entitled to any refund of fees or dues on account of such termination.

ARTICLE IV
MEETINGS OF MEMBERS

Section 1. Time and Place of Meetings. All meetings of the members for the election of Directors or for any other purpose shall be held at such time and place, within or without the District of Columbia, as shall be designated by the Board of Directors.

Section 2. Annual Meetings. An annual meeting of members shall be held for the purpose of electing Directors and transacting such other business as may be properly brought before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by law, may be called by the President and shall be called by the Chairman at the direction of a majority (2/3rds) of the Board of Directors, or at the request in writing of at least 100 members representing votes entitled to be cast at such meeting.

Section 4. Notice of Meetings. Written notice of each meeting of the members stating the place, date and time of the meeting shall be delivered not less than 10 nor more than 50 days before the date of the meeting, to each member entitled to vote at such meeting. The notice of any meeting of members shall state the purpose or purposes for which the meeting is called and include a proxy when needed. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Corporation with postage thereon paid.

Section 5. Quorum. Those members entitled to vote and present in person or by proxy shall constitute a quorum at all Annual or Special meetings of the members for the transaction of business, except as otherwise provided by law.

Section 6. Voting. At all meetings of the members, each member of record shall be entitled to one vote. A "member of record" is a person who is a member of the Corporation as of the close of business on a date, selected by the Board or Directors, not less than 10 days nor more than 50 days before the date of the meeting (the "record date"). When a quorum is present at any meeting, the vote of the holders of majority of members present shall decide any questions brought before such meeting, unless the question is one upon which, by express provision of law or of the Corporation's Articles of Incorporation, a different vote is required, in which case such express provision shall govern and control the decision of such question.

Section 7. Voting By Proxy. Voting by members shall be cast in person or by proxy.

Section 8. Matters Reserved to Membership Vote.

(a) The following matters shall be authorized only upon a vote therefore by the members at a meeting called to consider such matter:

(i) Election of Directors;

(ii) Any other matter which the Board of Directors, in their sole discretion, by resolution shall commit to a vote of the members entitled to vote.

(b) Except as provided under the District of Columbia Nonprofit Corporation Act, a majority of the votes cast at a meeting on any matter shall control the disposition of such matter.

ARTICLE V
DIRECTORS

Section 1. General Powers. The business and affairs of the Corporation shall be managed and controlled by or under the direction of a Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are not by law or by the Certificate of Incorporation or by these Bylaws directed or required to be exercised or done by the members.

Section 2. Number, Qualification and Tenure. The Board of Directors shall consist of at least three (3) and not more than nine (9) Directors. The number of Directors may be changed from time to time by resolution of the Board of Directors amending this Section 2 of Article V, except that the number of directors shall not be less than three (3). The Directors shall be elected at the annual meeting of the members, except as provided in Section 3 of this Article, and each Director elected shall hold office until his successor is elected and qualified or until his earlier death, resignation, or removal. Directors shall be members or representatives of members which are not natural persons.

Section 3. Vacancies. Vacancies created by the death, resignation, or removal of a Director may be filled by a majority of the Directors then in office though less than a quorum, and each Director so chosen shall hold office until his successor is elected and qualified or until his earlier death, resignation, or removal. A Director may be removed at any time, with or without cause, by a vote of a majority of the remaining Directors. If there are no Directors in office, then an election of Directors may be held in the manner provided by law. Newly created directorships shall be filled by election at an annual meeting or special meeting called for that purpose.

Section 4. Place of Meetings. The Board of Directors may hold meetings, both regular and special, either within or without the District of Columbia.

Section 5. Regular Meetings. The Board of Directors shall hold a regular meeting, to be known as the annual meeting, immediately following each annual meeting of the members. Other regular meetings of the Board of Directors shall be held at such time and at such place as shall from time to time be determined by the Board. No notice of regular meetings need be given.

Section 6. Special Meetings. Special meetings of the Board may be called by the President. Special meetings shall be called by the Secretary on the written request of any Director. No notice of special meetings need be given.

Section 7. Quorum. At all meetings of the Board a majority of the total number of Directors shall constitute a quorum for the transaction of business and the act of a majority of the Directors present at any meeting at which there is quorum shall be the act of the Board of Directors, except as may be otherwise specifically provided by law. If a quorum shall not be present at any meeting of the Board of 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.

Section 8. Organization. The Chairman of the Board, if elected, shall act as chairman at all meetings of the Board of Directors. If a Chairman of the Board is not elected or, if elected, is not present, the President or, in the absence of the President, a Director chosen by a majority of the Directors present, shall act as chairman at meetings of the Board of Directors.

Section 9. Committees. The Board of Directors, by resolution adopted by a majority of the whole Board of Directors, may designate one or more committees, each such committee to consist of one or more Directors. Except as expressly limited by the Nonprofit Corporation Act of the District of Columbia or the Articles of Incorporation, any such committee shall have and may exercise such powers as the Board of Directors may determine and specify in the resolution adopted by a majority of the whole Board, also may designate one or more additional Directors as alternate members of any such committee, and at any time may change the membership of any committee or amend or rescind the resolution designating the committee. In the absence of disqualification of a member or alternate member of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another Director to act at the meeting in the place of any such absent or disqualified member, provided that the Director so appointed meets any qualifications stated in the resolution designating the committee. Each committee shall keep a record of proceedings and report the same to the Board of Directors to such extent and in such as the Board of Directors may require. Unless otherwise provided in the resolution designating a committee, a majority of all of the members of any such committee may select its chairman, fix its rules of procedure, fix the time and place of its meetings and specify what notice of meetings, if any, shall be given.

Section 10. Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these Bylaws, any action required or permitted to be taken at

any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if all members of the Board or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board or committee.

Section 11. Attendance by Telephone. Members of the Board of Directors, or of any committee designated by the Board of Directors, may participate in a meeting of the Board of Directors, or any committee, by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other, and such participation in a meeting shall constitute presence in person at the meeting.

Section 12. Compensation. The Board of Directors shall have the authority to fix the compensation of Directors, which may include their expense, if any, of attendance at each meeting of the Board of Directors or of a committee.

ARTICLE VI
OFFICERS

Section 1. Enumeration. The officers of the Corporation shall be chosen by the Board of Directors and shall be a President, a Secretary, and a Treasurer. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen, one or more Vice Presidents, one or more Assistant Secretaries and Assistant Treasurers, and such other officers and agents as it shall deem appropriate. Any number of offices may be held by the same person with the following exceptions:

- The President may hold other offices but not the Secretary position
- The Secretary may hold other offices but not the President position

Section 2. Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors and shall hold office until their successors are elected and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time with or without cause by the Board of Directors. Any vacancy occurring in any office of the Corporation required by this Article shall be filled by the Board of Directors.

Section 3. Chairman of the Board. The Chairman of the Board, when elected, shall preside at meetings of members, and shall have such other functions, authority and duties as customarily appertain to the office of Chairman of the Board or as may be prescribed by the Board of Directors.

Section 4. President. During any period when there shall be an office of Chairman of the Board, the President shall be the Chief Executive Officer of the Corporation and shall have such functions, authority and duties as may be prescribed by the Board of Directors or the Chairman of the Board.

Section 5. Vice President. The Vice President shall perform such duties and have such other powers as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President.

Section 6. Secretary. The Secretary shall keep a record of all proceedings of the members of the Corporation and of the Board of Directors, and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice, if any, of all meetings of the members and shall perform such other duties as may be prescribed by the Board of Directors, the Chairman of the Board or the President. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or in the absence of the Secretary any Assistant Secretary, shall have authority to affix the same to any instrument requiring it, and when so affixed it may be attested by the signature of the Secretary or any Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest such affixing of the seal.

Section 7. Assistant Secretary. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Director (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of the Secretary's inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or the Secretary.

Section 8. Treasurer. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements 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. 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 to the Chairman of the Board, the President, and the Board of Directors, at its regular meetings or when the Board of Directors so requires, an account of all transactions as Treasurer and of the financial condition of the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors, the Chairman of the Board or the President.

Section 9. Assistant Treasurer. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of the Treasurer's inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as may from time to time be prescribed by the Board of Directors, the Chairman of the Board, the President, or the Treasurer.

Section 10. Other Officers. Any officer who is elected or appointed from time to time by the Board of Directors and whose duties are not specified in these Bylaws shall perform such duties and have such powers as may be prescribed from time to time by the Board of Directors, the Chairman of the Board or the President.

ARTICLE VII
GENERAL PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall end on December 31, or any other date which the Board of Directors shall fix by resolution.

Section 2. Amendments and Bylaws. These Bylaws may be altered or amended from time to time by vote of a majority of the Directors or by a vote of a majority of the members at a meeting called for such purpose.

Section 3. Contracts; Bank Accounts; Checks.

(a) The Board of Directors may authorize any officer to enter any contract or execute or deliver any instrument in the name of and on behalf of the Corporation, which authority may be general or limited to specific instances.

(b) All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, savings institutions or other depositories as the Board of Directors may approve.

(c) All checks or demands for money and notes of the Corporation shall be signed by such officer or such other person as the Board of Directors may from time to time designate.

Section 4. Indemnification.

(a) The Corporation shall indemnify its Directors and officers and its former Directors and officers to the fullest extent permitted under the laws of the District of Columbia. The Corporation may indemnify its other employees and agents and its former employees and agents to the extent permitted under the laws of the District of Columbia.

(b) The Corporation may purchase and obtain insurance on behalf of any Director, officer, employee, or agent or any former Director, officer, employee, or agent against any liability asserted against or incurred by such person arising out of such person's status whether or not the Corporation would have the power to indemnify such person against such liability under the laws of the District of Columbia.

Section 5. Transactions with Affiliates.

(a) The Corporation shall not make any loans to any of its Directors or Officers.

(b) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any corporation, firm, association, or other entity in which one or more of the Directors or officers of the Corporation are officers or directors, or are pecuniary or otherwise interested, shall be either void or voidable because of such common directorate, officerships, or interest because such Directors or officers are present at the meeting of the Board of Directors or any committee thereof which authorized, approves or ratifies the contract or transaction, or because their votes are counted for such purpose, if (unless otherwise prohibited by law) any of the conditions specified in the following paragraphs exist:

(1) The material facts of the common directorate or interest or contract or transaction are disclosed or known to the Board of Directors or committee thereof and the Board or committee authorizes, approves, or ramifies such contract or transaction in good faith by the affirmative vote of a majority of the disinterested Directors, even though the number of such disinterested Directors may be less than a quorum; or

(2) The material facts of the common directorate or interest or contract or transactions are disclosed or known to the members entitled to vote thereon and the contract or transaction is specifically ratified in good faith by vote of the members; or

(3) The contract or transaction is fair and commercially reasonable to the Corporation at the time it is authorized, approved, or ratified by the Board of Directors, a committee thereof, or the members, as the case may be.

Common or interested Directors may be counted in determining whether a quorum is present at any meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies any contract or transaction and may vote thereat to authorize any contract or transaction with like force and effect as if they were not such directors or officers of such other corporation or were not so interested.

Section 6. Distribution of Assets Upon Dissolution. In the event the Corporation is dissolved, its assets shall first be applied as provided in the Articles of Incorporation; and any remaining assets not requiring their return, transfer or conveyance by reason of the dissolution, and not received and held subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational, or similar purposes, may be distributed as otherwise permitted or provided in the District of

Columbia Nonprofit Corporation Act as directed by a resolution of the Board of Directors.

These Amended and restated Bylaws were adopted by a majority vote of the Board of Directors of the Corporation on October 16, 2004.

Howard Segal, Secretary

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to

ALLIANCE FOR AFFORDABLE SERVICES

as of January 26th , 1998 .

W. David Watts
Director

Patricia A. Montgomery
Administrator
Business Regulation Administration

William L. Ables, Jr
Act. Asst. Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
ALLIANCE FOR AFFORDABLE SERVICES

JAN 26

To: Department of Consumer and Regulatory Affairs
Washington, D.C.

We, the undersigned, William Callaghan and Jan Blackmon, being the duly elected President and Secretary, respectively, of Alliance for Affordable Services, desiring to give notice of corporate action affecting the Articles of Incorporation of the Corporation, as amended, certify as follows:

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for purposes in connection with the following:

1. To inform and educate individuals on matters relating to the concerns of individuals for affordable personal, social and financial needs, including access to affordable business, travel, leisure, healthcare and lifestyle information, products and services.

2. To inform and educate individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations related to affordable business, travel, leisure, healthcare and lifestyle information, products and services.

3. To act as a clearinghouse and information center for matters relating to the concerns and needs of individuals for affordable business, travel, leisure, healthcare and lifestyle information, products and services.

4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of individuals for affordable business, travel, leisure, healthcare and lifestyle information, products and services.

5. To Prepare educational materials and conduct educational activities in support of the general purposes of the Corporation.

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this Corporation.

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities.

8. To establish in the main office of this Corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this Corporation; and

9. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and to exercise all the powers conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Nonprofit Corporation Act.

ARTICLE IV

The Corporation shall have members.

ARTICLE V

All members shall have voting rights, The qualifications, rights and duties of membership shall be stated or provided for in the Bylaws of the Corporation.

ARTICLE VII

Provisions for the regulation of the internal affairs of the corporation are set forth in the Bylaws, and with respect to distribution of assets on dissolution, after paying or making provisions for the payment of all the liabilities of the corporation, any assets remaining shall be distributed as provided in the Bylaws.

ARTICLE XI to be deleted in its entirety.

These amended Articles of Incorporation were duly adopted by a majority of the Board of Directors of the Corporation on December 13, 1997, there being no members having voting rights in respect thereof.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set out hands this 13th day of December, 1997.

ALLIANCE FOR AFFORDABLE SERVICES

Attest:

Jan Blackmon, Secretary

William Callaghan, President

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

Name Change To

ALLIANCE FOR AFFORDABLE SERVICES

as of August 14th , 1997 .

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration

William L. Ables Jr

William L. Ables, Jr
Act. Asst. Superintendent of Corporations
Corporations Division

Barry, Jr.

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

TO: Department of Consumer and Regulatory Affairs
Washington, DC

We, the undersigned, William Callaghan and Danell Nixon, being the duly elected President and Secretary, respectively, of ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION, desiring to give notice of corporate action affecting the name of the Corporation, as amended, certify as follows:

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION, a not-for-profit corporation existing under and pursuant to the District of Columbia Non-Profit Corporation Act (the "corporation"), hereby amends the provisions of the Articles of Incorporation by changing the name of the corporation to **ALLIANCE FOR AFFORDABLE SERVICES**,

This name change was duly adopted by a majority of the Board of Directors of the Corporation on August 7, 1997, there being no members having voting rights in respect ther

IN WITNESS WHEREOF, we, the undersigned, have here unto set our hands this _
7th day of August, 1997.

ALLIANCE FOR AFFORDABLE SERVICES

William Callaghan

WILLIAM CALLAGHAN, President

FILED

AUG 14 1997

WLA

ATTEST:

Danell Nixon

DANELL NIXON, Secretary

STATE OF TEXAS

COUNTY OF DALLAS

I, a Notary Public in and for the State of Texas, hereby certify that on the 8th day of August, 1997, personally appeared before me, William Callaghan and Danell Nixon, the President and Secretary, respectively, of the above corporation, and acknowledged to me that they executed the foregoing instrument as its President and Secretary, respectively, and that they executed the same as their free and voluntary act and deed, and as the free and voluntary act of such corporation, for the uses and purposes therein set forth.

Notary Public, State of Texas

SEAL

Linda L Anders

NOTARY PUBLIC STATE OF TEXAS

LINDA L. ANDERS
Notary Public
STATE OF TEXAS
My Comm. Exp. 06/07/98

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this ***CERTIFICATE of AMENDMENT*** is hereby issued to

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

as of ***March 26th , 1996 .***

Hampton Cross
Director

Katherine A. Williams
Administrator
Business Regulation Administration

William L. Ables Jr

William L. Ables, Jr
Act. Asst. Corporate Program Manager
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

TO: Department of Consumer and Regulatory Affairs
Washington, D.C.

We, the undersigned, William Callaghan and Danell Nixon, being the duly elected President and Secretary, respectively, of ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION, desiring to give notice of corporate action affecting the Articles of Incorporation of the Corporation, as amended, certify as follows:

The text of the Articles of Incorporation has been amended so as to provide as follows:

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION, a not-for-profit corporation existing under and pursuant to the District of Columbia Non-Profit Corporation Act (the "Corporation"), hereby amends the provisions of the Articles of Incorporation of the Company, as amended, which became effective October 2, 1981, as hereinafter set forth in this Charter of Alliance for Affordable Health Care Association.

FILED
MAR 26 1998
WLR

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for the charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of individuals for affordable health care;

2. To inform and educate individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations related to affordable health care;

3. To act as a clearinghouse and information center for matters relating to the concerns and needs of individuals for affordable health care;

4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of individuals for affordable health care;

5. To prepare educational materials and conduct educational activities in support of the general purposes of this Corporation;

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this Corporation;

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

8. To establish in the main office of this Corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this Corporation; and

9. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and to exercise all the powers conferred by the laws of the District of Columbia upon corporations formed under the District of Columbia Non-Profit Corporation Act.

ARTICLE V

The Corporation shall have one type of membership. It shall be known as Individual membership and be comprised of two individual membership classes. They shall be known as Full and Associate. Full membership shall receive all benefits of membership and have full voting rights. Associate membership shall have limited access and use of the benefits and membership and shall have no voting rights. The qualifications, terms, privileges, rights, and duties of membership shall be stated or provided for in the By-Laws of the Corporation.

ARTICLE VI

The governing body of the Corporation shall be its Board of Directors, which shall consist of not less than three (3) and not more than nine (9) directors. The Board of Directors shall be elected at the annual meeting of members. The qualifications, terms, and duties of such Board of Directors shall be provided for in the By-Laws of the Corporation.

(a) The Board of Directors is hereby empowered to adopt, from time to time, By-Law provisions with respect to the indemnification of directors, officers, employees, agents and other persons and to make such other indemnification as it shall deem expedient and in the best interest of the Corporation and to the extent permitted by law.

(b) The Board of Directors is expressly authorized to make, amend, alter, repeal or rescind the By-Laws of the Corporation.

(c) The Corporation reserves the right to amend these Articles of Incorporation.

These Amended Articles of Incorporation were duly adopted by a majority of the Board of Directors of the Corporation on October 28, 1995, there being no members having voting rights in respect thereof.

IN WITNESS WHEREOF, we, the undersigned, have hereunto set our hands this 27th day of February, 1996.

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

WILLIAM CALLAGHAN, President

ATTEST:

DANELL NIXON, Secretary

STATE OF TEXAS }
}
COUNTY OF DALLAS }

I, a Notary Public in and for the State of Texas, hereby certify that on the 27th day of February, 1996, personally appeared before me, William Callaghan and Danell Nixon, the President and Secretary, respectively, of the above corporation, and acknowledged to me that they executed the foregoing instrument as its President and Secretary, respectively, and that they executed the same as their free and voluntary act and deed, and as the free and voluntary act of such corporation, for the uses and purposes therein set forth.

Notary Public, State of Texas

[SEAL]
MARY A. CRABTREE
Notary Public, State of Texas
My Commission Expires
DECEMBER 19, 1996.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to

ALLIANCE FOR AFFORDABLE HEALTH CARE

NAME CHANGED TO:

ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION

as of JULY 21ST , 1989 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration

Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

814441

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
ALLIANCE FOR AFFORDABLE HEALTH CARE

To: The Office of Consumer and Regulatory Affairs
Washington, DC 20001

Pursuant to the provisions of the District of Columbia Non-profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the Corporation is ALLIANCE FOR AFFORDABLE HEALTH CARE.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Non-profit Corporation Act:

(a) The name of the Corporation is changed from ALLIANCE FOR AFFORDABLE HEALTH CARE to ALLIANCE FOR AFFORDABLE HEALTH CARE ASSOCIATION.

(b) Article III is amended to read:

ARTICLE III

The specific and primary purposes for which this Corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds for the charitable and educational purposes in connection with the following:

1. To inform and educate American citizens on matters relating to the concerns and needs of self-employed individuals;

2. To inform and educate self-employed individuals concerning current events and matters of interest to them and to provide to them general information concerning benefits available to them from all levels of government, the private sector and other charitable and educational organizations;

3. To act as a clearinghouse and information center for matters relating to the concerns and needs for affordable health care;

4. To engage in non-partisan research, study and analysis for the benefit of the general public on matters relating to the concerns and needs of self-employed individuals;

5. To prepare educational materials and conduct educational activities in support of the general purposes of this Corporation;

FILED JUL 21 1989

BY

6. To conduct and sponsor forums, lectures, debates and similar programs to carry out the general purposes of this Corporation;

7. To assist other charitable, educational and social welfare organizations in the conduct of similar activities;

8. To establish in the main office of this Corporation or elsewhere all departments, programs, projects and activities necessary to carry out the general purposes of this Corporation; and

9. In general, to carry on any other business connected with or incidental to the foregoing objects and purposes, and to have and exercise all the powers conferred by the laws of the District of Columbia upon Corporations formed under the District of Columbia Non-Profit Corporations Act.

(c) Article VI is revised is read:

ARTICLE VI

The governing body of the Corporation shall be its Board of Directors, which shall consist of not less than three and not more that ten members. New members of the Board shall be elected by existing members for such terms as shall be provided for in the ByLaws.

(a) The Board of Directors is hereby empowered to adopt, from time to time, Bylaw provisions with respect to the indemnification of directors, officers, employees, agents and other persons and to make such other indemnification as it shall deem expedient and in the best interest of the Corporation and to the extent permitted by law.

(b) The Board of Directors is expressly authorized to make amend, alter, repeal or rescind the Bylaws of the Corporation.

(c) The Corporation reserves the right to amend these Articles of Incorporation.

THIRD: The amendments were adopted in the following manner:

The amendments were adopted at a meeting of the Board of Directors held on July 12, and received the vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

Date: July 17, 1985

ALLIANCE FOR AFFORDABLE HEALTH CARE

Attest:

Nancy Culpepper
Secretary

By: Donald J. Perry
President

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to

AMERICAN LIFESHARE ASSOCIATION

NAME CHANGED TO:

ALLIANCE FOR AFFORDABLE HEALTH CARE

as of June 20th , 1989 .

Donald G. Murray
Director

Henry C. Lee, III
Administrator
Business Regulation Administration

Vandy L. Jamison, Jr
Assistant Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

AMERICAN LIFESHARE ASSOCIATION

To: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, D.C. 20001

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is AMERICAN LIFESHARE ASSOCIATION.

SECOND: The following amendment of the Articles of Incorporation was adopted by the corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act: To change the name of the corporation from AMERICAN LIFESHARE ASSOCIATION to ALLIANCE FOR AFFORDABLE HEALTH CARE.

THIRD: The amendment was adopted in the following manner: The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

Date: 6/16/89

AMERICAN LIFESHARE ASSOCIATION

By: _____
President

Attest:

_____
Secretary

JUN 20

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

CERTIFICATE

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NONPROFIT CORPORATION ACT have been complied with and accordingly, this CERTIFICATE of AMENDMENT is hereby issued to

AMERICAN LIFESHARE ASSOCIATION

as of July 28th , 1987.

Donald G. Murray
Director

Henry C. Lee, III
Acting Administrator
Business Regulation Administration

Miriam Hellen Jones
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION

To: Department of Consumer and Regulatory Affairs
Corporation Division
Washington, DC 20001

Pursuant to the provisions of the Non-profit Corporation Act of the District of Columbia, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American LifeShare Association.

SECOND: The following amendments to the Articles of Incorporation were adopted by the corporation in a manner prescribed by the District of Columbia Non-profit Corporation Act:

(a) ARTICLE III is amended to read:

ARTICLE III

The purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following:

1. To foster and promote research and education concerning the role of the senior citizen in American society;

2. To educate members and the general public as to the needs and concerns of the senior citizen;

3. To promote the common welfare and business interest of the organization in a reasonable and legal manner;

4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purpose of this corporation;

5. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual;

6. No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation.

FILED
JUL 28 1987
BY: MRG

(b) ARTICLE V is amended to read:

ARTICLE V

The Corporation shall have one or more classes of members who shall be entitled to vote as provided in the Bylaws of the Corporation. Subject to the provisions of the Articles of Incorporation, the qualifications, terms, privileges, rights, and duties of membership shall be stated or provided for in the Bylaws of the Corporation.

The amendment was adopted in the following manner:

The amendment was adopted by a consent in writing by all members entitled to vote with respect thereto.

DATE: _____

American LifeShare Association

By: _____
Kent Millington, President

ATTEST: Deborah Lovette
Deborah Lovette, Secretary

(b) ARTICLE V is amended to read:

ARTICLE V

The Corporation shall have one or more classes of members who shall be entitled to vote as provided in the Bylaws of the Corporation. Subject to the provisions of the Articles of Incorporation, the qualifications, terms, privileges, rights, and duties of membership shall be stated or provided for in the Bylaws of the Corporation.

The amendment was adopted in the following manner:

The amendment was adopted by a consent in writing by all members entitled to vote with respect thereto.

DATE: _____

American LifeShare Association

By: _____
Kent Millington, President

ATTEST: Deborah Lovette
Deborah Lovette, Secretary

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION

C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA NON PROFIT CORPORATION ACT have been complied with and ACCORDINGLY, this CERTIFICATE of Amendment is hereby issued to AMERICAN LIFESHARES ASSOCIATION (CHANGED TO) AMERICAN LIFESHARE ASSOCIATION

as of March 9, XXX 1987.

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison Jr.

Asst. Vandy L. Jamison, Jr.
Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

To: Department of Consumer and Regulatory Affairs
Business Regulations Administration
Corporations Division
614 H Street, N.W.
Washington, D.C. 20001

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

OF

AMERICAN LIFESHARES ASSOCIATION

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Lifeshares Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act: To change the name of American Lifeshares Association to American Lifeshare Association.

THIRD: The amendment was adopted in the following manner: The amendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

Date 3-12-87

American Lifeshares Association

By Donna Bursey
Donna Bursey, President

Attest:

Leann Wood
Leann Wood, Secretary

CONSENT TO ACTION
BY DIRECTORS

We, the undersigned, being all of the Directors of the AmericanLifeshares Association, do hereby consent to the following resolution pursuant to Section 29-103 of the District of Columbia Nonprofit Corporation Act.

> RESOLVED, that the name of the corporation is changed from American Lifeshares Association to American Lifeshare Association.

Jere W. Glover

Neal Kay

Gary Friedman

ARTICLES OF INCORPORATION

OF

AMERICAN LIFESHARE ASSOCIATION

AS AMENDED

ARTICLE I

The name of the Corporation is American Lifeshare Association.

ARTICLE II

The Corporation is of perpetual duration.

ARTICLE III

The purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following:

1. To foster and promote research and education concerning the role of the senior citizen in American society;

2. To educate members and the general public as to the needs and concerns of the senior citizen;

3. To promote the common welfare and business interest of the organization in a reasonable and legal manner;

4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purpose of this corporation;

5. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual;

6. No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation.

ARTICLE IV

The Corporation is to have members.

ARTICLE V

The Corporation shall have one or more classes of members who shall be entitled to vote as provided in the Bylaws of the Corporation. Subject to the provisions of the Articles of Incorporation, the qualifications, terms, privileges, rights, and duties of membership shall be stated or provided for in the Bylaws of the Corporation.

ARTICLE VI

The governing body of the corporation shall be its Board of Directors, which shall consist of not less than three and not more than ten members. New members of the Board shall be elected by existing members for such terms as shall be provided for in the bylaws.

ARTICLE VII

Provisions for the regulation of the internal affairs of the Corporation are set forth in the Bylaws and with respect to distribution of assets on dissolution or final liquidation are:

On dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, any funds remaining and derived from interest, investments, or earnings shall be distributed on one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations which are exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code, to be selected by the Board of Directors.

ARTICLE VIII

The address, including street and number, of the Corporation's initial registered office is: 1725 K Street NW, Suite 308, Washington, D.C. 20006, and the initial registered agent at such address is: Alfred S. Fried.

ARTICLE IX

The number of directors constituting the initial Board of Directors is 3 and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be appointed are:

George D. Webster	5305 Cardinal Court Washington, DC 20016
Bud Meredith	1611 N. Kent Street Arlington, VA 22209
James P. Low	1575 Eye Street, N.W. Washington, DC 20005

ARTICLE X

The name and address, including street and number, of each incorporator is:

Richard L. Haight	2610 Tunlaw Road, N.W. Washington, DC 20007
Steven D. Simpson	9666 Scotch Haven Drive Vienna, VA 22180
John W. Hazard, Jr.	1255 Martha Custis Drive Alexandria, VA 22302

ARTICLE XI

This Corporation shall have such powers as are provided by law and these Articles of Incorporation. Notwithstanding any other provision hereof, this Corporation shall not engage in any activities which are inconsistent with the qualifications for this Corporation as a business league exempt from Federal income tax in accordance with the provisions of the Internal Revenue Code of 1954 or any successor thereto, and no part of the net earnings of the corporation shall inure to the benefit of any individual.

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

C E R T I F I C A T E

THIS IS TO CERTIFY that there were received and accepted for record in the Department of Consumer and Regulatory Affairs, Corporations Division, on the 27th day of August, 19 86, Articles of Incorporation of:

AMERICAN LIFESHARE ASSOCIATION

The above named corporation is duly incorporated and existing pursuant to and by virtue of the Code of Laws of the District of Columbia and authorized to conduct its affairs in the District of Columbia as of the date mentioned above.

WE FURTHER CERTIFY that the above entitled corporation is at the time of issuance of this certificate in good standing, according to the records of this office.

IN TESTIMONY WHEREOF I have hereunto set my hand and caused the seal of this office to be affixed this 9th day of March, 19 87.

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison, Jr.

Asst. Superintendent of Corporations
Corporations Division

To: Department of Consumer and Regulatory Affairs
Business Regulations Administration
Corporations Division
614 H Street, N.W.
Washington, D.C. 20001

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

OF

AMERICAN LIFESHARES ASSOCIATION

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Lifeshares Association.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act: To change the name of American Lifeshares Association to American Lifeshare Association.

THIRD: The amendment was adopted in the following manner: Theamendment was adopted by a consent in writing signed by all members entitled to vote with respect thereto.

Date March 1, 1987

American Lifeshares Association

By Donna Bursey
Donna Bursey, President

Attest:
Leann Wood
Leann Wood, Secretary

FILED
MAR - 9 1987
BY:

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

C E R T I F I C A T E

THIS IS TO CERTIFY that all provisions of the DISTRICT OF COLUMBIA NON-PROFIT CORPORATION ACT have been complied with and accordingly this CERTIFICATE of AMENDMENT is hereby issued to AMERICAN SOCIETY OF SENIOR CITIZENS (CHANGED TO) AMERICAN LIFESHARES ASSOCIATION

as of November 17, 1986.

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison Jr.

Vandy L. Jamison, Jr.
Superintendent of Corporations
Corporations Division

Assistant

Marion Barry, Jr.
Mayor

814441

To: Department of Consumer and Regulatory Affairs
Business Regulations Administration
Corporations Division
614 H Street, N.W.
Washington, D.C. 20001

ARTICLES OF AMENDMENT
to the
ARTICLES OF INCORPORATION

OF

AMERICAN SOCIETY OF SENIOR CITIZENS

Pursuant to the provisions of the District of Columbia Nonprofit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is American Society of Senior Citizens.

SECOND: The following amendment of the Articles of Incorporation was adopted by the Corporation in the manner prescribed by the District of Columbia Nonprofit Corporation Act: To change the name of American Society of Senior Citizens to American Lifeshares Association.

THIRD: The amendment was adopted in the following manner: The amendmentwas adopted by a consent in writing signed by all members entitled to vote with respect thereto.

Date 11/17/86

American Society of Senior Citizens

By _____
President

Attest:
_____
Ed Dorbandt, Secretary

FILED
NOV 17 1986
BY: _____

CONSENT TO ACTION
BY DIRECTORS

We, the undersigned, being all of the Directors of the American Society of Senior Citizens, do hereby consent to the following resolution pursuant to Section 29-103 of the District of Columbia Nonprofit Corporation Act.

RESOLVED, that the name of the corporation is changed from the American Society of Senior Citizens to American Lifeshares Association.

Ed Dorbandt

Lee Strahan

Don Strahan

DISTRICT OF COLUMBIA

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

I hereby certify that the
and complete copy
filed in this office
Division of the Bu
Administration, an
ment was adopted

File # 814441
Certificate of Amendment 11/21/86

Date of Certification 8/22/02

Certified Copy

Superintendent of Corporations

By [illegible]

GOVERNMENT OF THE DISTRICT OF COLUMBIA
DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS

C E R T I F I C A T E

THIS IS TO CERTIFY that all applicable provisions of the DISTRICT OF COLUMBIA BUSINESS CORPORATION ACT have been complied with and ACCORDINGLY, this CERTIFICATE of Reservation of Name is hereby issued to AMERICAN LIFESHARES ASSOCIATION

as of August 27, 1986.

Donald G. Murray
Acting Director

R. Benjamin Johnson
Administrator
Business Regulation Administration

Vandy L. Jamison, Jr.
ASSISTANT Superintendent of Corporations
Corporations Division

Marion Barry, Jr.
Mayor

614 H Street, N.W.
Washington, D. C.

Filing Fee $5.00
Indexing Fee $2.00
$7.00

NOTE 1

Indicate if corporation is
☒ Domestic Profit
☐ Foreign Profit
☐ Non-Profit

APPLICATION FOR RESERVATION OF CORPORATE NAME

TO: Department of Consumer And Regulatory Affairs
of the District of Columbia:

Pursuant to the provisions of the Corporate Statutes of the District of Columbia, the undersigned hereby applies for reservation of the following corporate name for a period of sixty (60) days.

IF FOREIGN, WHAT STATE ORGANIZED IN? _____

AMERICAN LIFESHARES ASSOCIATION
Corporate Name

Dated August 27, 19 86

Thomas S. Toomey Jr. (Note 2)
Applicant

FILED
AUG 27 1986
BY: NJ

By: _____ (Note 3)

ITS _____

NOTES:

1. Make check covering filing fee and indexing fee payable to the "D.C. TREASURER, D.C."

2. Signature of applicant if an individual or name of applicant if a corporation.

3. Signature and title of officer if applicant is a corporation.

CONSENT TO ACTION
BY DIRECTORS

We, the undersigned, being all of the Directors of the American Society of Senior Citizens, do hereby consent to the following resolution pursuant to Section 29-103 of the District of Columbia Nonprofit Corporation Act.

> RESOLVED, that the name of the corporation is changed from the American Society of Senior Citizens to American Lifeshares Association.

Ed Dorbandt

Lee Strahan

Don Strahan

DEPARTMENT OF CONSUMER AND REGULATORY AFFAIRS
BUSINESS REGULATION ADMINISTRATION
CORPORATION DIVISION
614 H STREET, N.W.
WASHINGTON, D.C. 20001

811441

81-4441

C E R T I F I C A T E

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Amendment

is hereby issued to the NATIONAL COUNCIL OF COALIATIONS
Name Changed To: AMERICAN SOCIETY OF SENIOR CITIZENS

as of the date hereinafter mentioned.

Date March 1, 1984

Carol B. Thompson
Director

Shelly Finch

Assistant Superintendent of Corporations

GOVERNMENT OF THE DISTRICT OF COLUMBIA
MARION BARRY, JR., MAYOR
APRIL 1981

ARTICLES OF AMENDMENT

FILING FEE 5.00
INDEXING FEE 2.00
7.00

to the

ARTICLES OF INCORPORATION

of

NATIONAL COUNCIL FOR COALITIONS

To: The Recorder of Deeds, D.C.
Washington, D.C.

Pursuant to the provisions of the District of Columbia Non-Profit Corporation Act, the undersigned adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation of the National Council of Coaliations.

SECOND: The following amendments of the Articles of Incorporation were adopted by the corporation in the manner prescribed by the District of Columbia Non-Profit Corporation Act:

(a) The name of the corporation is changed to the American Society of Senior Citizens.

(b) Article III is revised to read:

"The purposes for which this corporation is formed and for which it shall be exclusively administered and operated are to receive, administer and expend funds in connection with the following:

1. To foster and promote research and education concerning the role of the senior citizen in American society;

2. To educate members and the general public as to the needs and concerns of the senior citizen;

3. To promote the common welfare and business needs and concerns of the senior citizen;

FILED
MAR 1 1984
BY:

interests of the organization in a reasonable and legal manner.

4. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purpose of this corporation."

(c) Article IV is revised to read:

"The corporation shall have members, but members shall not have voting rights."

(d) Article V is deleted.

(e) Article VI is revised to read:

"The governing body of the corporation shall be its Board of Directors, which shall consist of not less than three and not more than ten members. New members of the Board shall be elected by existing members for such terms as shall be provided for in the bylaws."

THIRD: The amendment was adopted at a meeting of the Board of Directors held on October 27, 1983, and received a vote of a majority of the Directors in office, there being no members having voting rights in respect thereof.

DATE: 27 Jan. 1984, 1984

(Corporate Seal)

NATIONAL COUNCIL FOR COALITIONS

By Marvin J. Schiller
President

ATTEST: Shirley J. Gurney
Secretary

-2-

MAR 1 9 04 AM '83

CONSENT TO ACTION

BY DIRECTORS

We, the undersigned, being all of the directors of the American Society of Senior Citizens, do hereby consent to the following resolution pursuant to Section 29-599.1 of the District of Columbia Nonprofit Corporation Act.

RESOLVED, that the registered office and registered agent of the American Society of Senior Citizens are changed to:

Alfred S. Fried
1725 K Street, N.W., Suite 308
Washington, D.C. 20006

Don Strahan

Lee Strahan

Ed Dorbandt

814441

OFFICE OF RECORDER OF DEEDS, D. C.

Corporation Division
515 D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Incorporation

is hereby issued to the NATIONAL COUNCIL FOR COALITIONS

as of the date hereinafter mentioned.

Date October 2, 1981

MARGURITE C. STOKES
Acting Recorder of Deeds, D.C.

Phyllis A. Pratt

Phyllis A. Pratt
Assistant *Superintendent of Corporations*

FILING FEE 10.00
INDEXING FEE 2.00
12.00

ARTICLES OF INCORPORATION

OF

NATIONAL COUNCIL FOR COALITIONS

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation not for profit adopt the following Articles of Incorporation for such corporation pursuant to the District of Columbia Non-profit Corporation Act.

ARTICLE I

The name of the Corporation is National Council For Coalitions.

ARTICLE II

The Corporation is of perpetual duration.

ARTICLE III

The purposes for which the Corporation is organized are to educate the public on understanding the role of government and the law making process; to promote research and development in building coalitions for nonprofit organizations and corporations; to hold meetings and conferences for the mutual improvement and education of its members; and to do and perform any and all legal acts and things necessary or expedient for carrying on the purposes of the Corporation not forbidden by its certificate of incorporation or bylaws.

No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

No substantial part of the activities of the corporation shall be the carrying on of propaganda or attempting to influence legislation.

ARTICLE IV

The Corporation is to have members.

FILED
OCT 2 1981
BY: [illegible]

ARTICLE V

The Corporation shall have one or more classes of members who shall be entitled to vote as provided in the Bylaws of the Corporation. Subject to the provisions of the Articles of Incorporation, the qualifications, terms, privileges, rights, and duties of memberhsip shall be stated or provided for in the Bylaws of the Corporation.

ARTICLE VI

The Board of Directors shall be elected by the members as provided in the Bylaws of the Corporation, except that the initial Board of Directors shall be named herein.

ARTICLE VII

Provisions for the regulation of the internal affairs of the Corporation are set forth in the Bylaws and with respect to distribution of assets on dissolution or final liquidation are:

On dissolution of the Corporation, after paying or making provision for the payment of all the liabilities of the Corporation, any funds remaining and derived from interest, investments, or earnings shall be distributed on one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations which are exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code, to be selected by the Board of Directors.

ARTICLE VIII

The address, including street and number , of the Corporation's initial registered office is: 1747 Pennsylvania Avenue, N.W., Suite 1000, Washington, D.C. 20006, and the initial registered agent at such address is: Alan P. Dye.

ARTICLE IX

The number of directors constituting the initial Board of Directors is 3 and the names and addresses, including street and number, of the persons who are to serve as the initial directors until the first annual meeting or until their successors be appointed are:

George D. Webster	5305 Cardinal Court Washington, DC 20016
Bud Meredith	1611 N. Kent Street Arlington, VA 22209
James P. Low	1575 Eye Street, N.W. Washington, DC 20005

ARTICLE X

The name and address, including street and number, of each incorporator is:

Richard L. Haight	2610 Tunlaw Road, N.W. Washington, DC 20007
Steven D. Simpson	9666 Scotch Haven Drive Vienna, VA 22180
John W. Hazard, Jr.	1255 Martha Custis Drive Alexandria, VA 22302

ARTICLE XI

This Corporation shall have such powers as are provided by law and these Articles of Incorporation. Notwithstanding any other provision hereof, this Corporation shall not engage in any activities which are inconsistent with the qualifications for this Corporation as a business league exempt from Federal income tax in accordance with the provisions of the Internal Revenue Code of 1954 or any successor thereto, and no part of the net earnings of the corporation shall inure to the benefit of any individual.

IN WITNESS WHEREOF, we the undersigned incorporators have hereunto set our hand this 29 day of Sept., 1981.

Richard L. Haight

Richard L. Haight

Steven D. Simpson

Steven D. Simpson

John W. Hazard, Jr.

John W. Hazard, Jr.

Date:

DISTRICT OF COLUMBIA: SS

I, Jane L. Harsley a Notary Public, hereby certify that on the 29 day of Sept. 1981 personally appeared before me, Richard L. Haight, Steven D. Simpson and John W. Hazard, Jr. who first duly sworn declared that they signed the foregoing document as incorporators, and that the statements therein contained are true.

Jane L. Harsley
Notary Public

My Commission Expires:

4-14-86

RECEIVED

Oct 2 1 34 PM '81

RECORDER OF DEEDS
D.C.

029520

814441

OFFICE OF RECORDER OF DEEDS, D. C.
Corporation Division
515 D Streets, N. W.
Washington, D. C. 20001

CERTIFICATE

THIS IS TO CERTIFY that all provisions of the District of Columbia Non-profit Corporation Act have been complied with and ACCORDINGLY this Certificate of Incorporation

is hereby issued to the NATIONAL COUNCIL FOR COALITIONS

as of the date hereinafter mentioned.

Date October 2, 1981

MARGUERITE C. STOKES
Acting Recorder of Deeds, D.C.

Phyllis A. Pratt
Assistant *Superintendent of Corporations*

APPLICATION FOR CERTIFICATE OF AUTHORITY

OF

AMERICAN LIFESHARE ASSOCIATION

To the Secretary of State of the State of Texas:

Pursuant to the provisions of Article 8.04 of the Texas Non-Profit Corporation Act, the undersigned corporation hereby applies for a Certificate of Authority to conduct affairs in Texas, and for that purpose submits the following statement:

1. The name of the corporation is American Lifeshare Association.

2. If the corporate name is not available in Texas, then specify the assumed name which the corporation elects to use in Texas and attach Assumed Name Certificate.

   n/a

3. The corporation is a non-profit corporation.

4. It is incorporated under the laws of District of Columbia.

5. The date of its incorporation is 10-2-81

   and the period of its duration is Perpetual.

6. The address of its principal office in the state or country under the laws of which it is incorporated is

   1725 K Street, N.W., Suite 308
   Washington, DC 20006

7. The address of its proposed registered office in Texas is (a P. O. Box is not sufficient) 2330 Gravel Road
   Ft Worth TX 76118

   and the name of its proposed registered agent in Texas at that address is Neal Kay.

10. The name and respective addresses of its officers are:

NAME	OFFICE	ADDRESS
Donna Bursey	President	708 Oakwood Hurst, TX 76053
Deborah Lovette	Vice President	521 Highland Park Drive Hurst, TX 76054
Leann Wood	Secretary/Treasurer	904 Mission Drive Southlake, TX 76092

11. This application is accompanied by a copy of a certificate of good standing, duly authenticated by the proper officer of the state or country under the laws of which it is incorporated.

Dated March 9, 1987

American Lifeshare Association
Name of Corporation

BY Jere W. Glover Jere W. Glover

Its director
(Authorized Officer)

Sworn to by the officer executing the application, who states that he is duly authorized to do so on behalf of the corporation, this 9th day of March, 1987.

Joan K. Gordon
Notary Public in and for
D.C. ~~County~~

My Comm. Exp.: Jan. 31, 1991

(Notarial Seal)

INITIAL REQUEST FOR FILING OF AN ASSOCIATION

Name and address of the Association:__Alliance for Affordable Services_
5605 North Macarthur Blvd, #100, Irving, TX 75038_____

_____

Name and address of the Policyholder, if different from the association:__same__

_____

_____

Please explain why the Association is not the Policyholder:__N/A_____

_____

Association Website:__ http://www.affordableservices.org/_____

Estimated Annual Premium for our Policy:__$700,000_____

Purpose of Association:__ The Alliance for Affordable Services is a not-for-profit organization with over 80,000 members. For more than 25 years, our legislative efforts and group buying power have helped small businesses and consumers save thousands of dollars each year. Further details and specifics are provided in the Articles of Incorporation._____

How does an individual become a member of the association?__join the association, and pay monthly dues ranging from $10 to $99, depending on level of membership._____

_____

Is an individual required to purchase insurance to become a member of the association? [ ] Yes [X] No

Does an individual automatically become a member of the association if he/she purchases insurance? [ ] Yes [X] No

Who pays for the insurance?__association pays for the insurance out of revenues from members' dues._____

Does the association currently offer accident insurance? [X] Yes [ ] No

If yes, who is the current insurance carrier?___Chartis_____

List benefits, discounts and services offered by the association to its members:

___Some of the additional benefits of membership include discounts for medical and dental services, consumer discounts (hotel, movie tickets, rental cars, coupon books), emergency roadside assistance, financial and credit counseling, Advantage Card plans, travel assistance, and many more. A complete listing can be found on the association's website. Benefits vary depending on the level of membership elected by the member._____

_____

What type of insurance benefits will be offered to association members?__Coverages include 24 hr and Common Carrier AD&D (range from $2,500 to $45,000), Hospital Accident ($50/day to $500/day), Emergency Evacuation ($4,000). Individual and Family coverage is available. Coverages and benefit amounts vary depending on the level of membership elected by the members._____

How will the insurance coverage be marketed to the association members?_____

___website, brochures, sub-agents_____

_____

Identify the Producer who will market the insurance:_Resolution Re_____

Does the Association have members in the following states? (Check all that apply)

[X] Arkansas
[X] Indiana
[X] Maine
[X] Maryland
[X] North Carolina
[X] Oregon
[X] South Dakota

Please include dated, signed copies of the Association's:

- **Constitution and By-laws; and**
- **Articles of Incorporation**

Submit this request to Compliance. You will be notified if additional information is needed.

CHUBB GROUP OF INSURANCE COMPANIES

202 Hall's Mill Road, P.O. Box 1600, Whitehouse Station, NJ 08889-1600
Phone (908) 572-2579

Date: October 28, 2011

To: State Insurance Departments

From: Brian O'Connell
Vice President
Chubb & Son, a division of Federal Insurance Company

Subject: Filing Authority for Coulter & Associates, Inc.

Federal Insurance Company has engaged the services of Coulter & Associates to assist with its group eligibility filings. I hereby authorize Coulter and Associates, Inc. to represent Federal Insurance Company in regard to these eligible group filings for currently approved forms.

Signature: Brian O'Connell