

SERFF Tracking Number: USHG-127839469 State: Arkansas
Filing Company: Freedom Life Insurance Company of America State Tracking Number: 50307
Company Tracking Number: AR GDENT-FLIC MSGA
TOI: H21 Health - Other Sub-TOI: H21.000 Health - Other
Product Name: AR GDENT-FLIC MSGA
Project Name/Number: AR GDENT-FLIC MSGA/AR GDENT-FLIC MSGA

Filing at a Glance

Company: Freedom Life Insurance Company of America

Product Name: AR GDENT-FLIC MSGA

TOI: H21 Health - Other

Sub-TOI: H21.000 Health - Other

SERFF Tr Num: USHG-127839469 State: Arkansas

SERFF Status: Closed-Approved State Tr Num: 50307

Co Tr Num: AR GDENT-FLIC State Status: Approved-Closed
MSGA

Filing Type: Form

Reviewer(s): Donna Lambert

Authors: Arlene Derozier, Martha
Guevara

Disposition Date: 11/23/2011

Date Submitted: 11/21/2011

Disposition Status: Approved

Implementation Date Requested: On Approval

Implementation Date: 12/23/2011

State Filing Description:

General Information

Project Name: AR GDENT-FLIC MSGA

Project Number: AR GDENT-FLIC MSGA

Requested Filing Mode: Informational

Explanation for Combination/Other:

Submission Type: New Submission

Group Market Type: Association

Filing Status Changed: 11/23/2011

State Status Changed: 11/23/2011

Created By: Martha Guevara

Corresponding Filing Tracking Number:

PPACA: Not PPACA-Related

PPACA Notes: null

Filing Description:

This filing is to inform your office of a new association to which we intend to offer a previously approved product. Please see cover letter for details.

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: Martha Guevara

Company and Contact

Filing Contact Information

Arlene Derozier, Product Analyst

deroziera@ushealthgroup.com

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3100 Burnett Plaza 817-878-3422 [Phone]
 801 cherry Street, "Unit 33 817-878-3310 [FAX]
 Fort Worth, TX 76102

Filing Company Information

Freedom Life Insurance Company of America CoCode: 62324 State of Domicile: Texas
 3100 Burnett Plaza Group Code: 839 Company Type: Accident, Life and Health
 801 Cherry Street, Unit 33 Group Name: State ID Number:
 Fort Worth, TX 76102 FEIN Number: 61-1096685
 (817) 878-3328 ext. [Phone]

Filing Fees

Fee Required? Yes
 Fee Amount: \$100.00
 Retaliatory? No
 Fee Explanation:
 Per Company: No

COMPANY	AMOUNT	DATE PROCESSED	TRANSACTION #
Freedom Life Insurance Company of America	\$100.00	11/21/2011	53926243

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Correspondence Summary

Dispositions

Status	Created By	Created On	Date Submitted
Approved	Donna Lambert	11/23/2011	11/23/2011

Objection Letters and Response Letters

Objection Letters				Response Letters		
Status	Created By	Created On	Date Submitted	Responded By	Created On	Date Submitted
Pending Industry Response	Donna Lambert	11/23/2011	11/23/2011	Martha Guevara	11/23/2011	11/23/2011
Pending Industry Response	Donna Lambert	11/22/2011	11/22/2011	Martha Guevara	11/22/2011	11/22/2011

Filing Notes

Subject	Note Type	Created By	Created On	Date Submitted
MSGA Articles of Incorporation & By-laws	Note To Reviewer	Martha Guevara	11/21/2011	11/21/2011

SERFF Tracking Number: USHG-127839469 *State:* Arkansas
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Disposition

Disposition Date: 11/23/2011

Implementation Date: 12/23/2011

Status: Approved

HHS Status: HHS Approved

State Review: Reviewed-No Actuary

Comment:

Rate data does NOT apply to filing.

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Schedule	Schedule Item	Schedule Item Status	Public Access
Supporting Document	Flesch Certification	Approved	Yes
Supporting Document (revised)	Application	Approved	Yes
Supporting Document	Application	Replaced	Yes
Supporting Document	Health - Actuarial Justification	Approved	Yes
Supporting Document	Outline of Coverage	Approved	Yes
Supporting Document	PPACA Uniform Compliance Summary	Approved	Yes
Supporting Document	MSGA Articles of Incorporation & By-laws	Approved	Yes
Supporting Document	Group Policy Documents	Approved	Yes
Supporting Document	Cover Letter	Approved	Yes

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Objection Letter

Objection Letter Status	Pending Industry Response
Objection Letter Date	11/23/2011
Submitted Date	11/23/2011
Respond By Date	12/23/2011

Dear Arlene Derozier,

Please provide the information requested in the "Application" field of the Supporting Documentation tab. I can then approve this filing.

A.C.A. 23-79-109(1)-(5) sets forth the procedure by which filings may be deemed approved upon the expiration of certain time periods with no affirmative action by the commissioner. If the commissioner determines that additional information is needed to make a decision regarding approval, such request for information will be made to the company. The filing will not be considered complete until said additional information is received. The time periods set forth in this statute will not begin to run until the filing is complete.

Please feel free to contact me if you have questions.

Sincerely,

Donna Lambert

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Response Letter

Response Letter Status Submitted to State
Response Letter Date 11/23/2011
Submitted Date 11/23/2011

Dear Donna Lambert,

Comments:

Response 1

Comments: Per your request, the "Application" field of the Supporting Documents tab has been revised.

Changed Items:

Supporting Document Schedule Item Changes

Satisfied -Name: Application

Comment: Application APP-FI-FLIC, et al approved October 18, 2006.

No Form Schedule items changed.

No Rate/Rule Schedule items changed.

Sincerely,

Arlene Derozier, Martha Guevara

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Objection Letter

Objection Letter Status	Pending Industry Response
Objection Letter Date	11/22/2011
Submitted Date	11/22/2011
Respond By Date	12/22/2011

Dear Arlene Derozier,

The association must have at least 100 members as required by 23-86-106(2).

Does this association comply?

A.C.A. 23-79-109(1)-(5) sets forth the procedure by which filings may be deemed approved upon the expiration of certain time periods with no affirmative action by the commissioner. If the commissioner determines that additional information is needed to make a decision regarding approval, such request for information will be made to the company. The filing will not be considered complete until said additional information is received. The time periods set forth in this statute will not begin to run until the filing is complete.

Please feel free to contact me if you have questions.

Sincerely,

Donna Lambert

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Response Letter

Response Letter Status Submitted to State
Response Letter Date 11/22/2011
Submitted Date 11/22/2011

Dear Donna Lambert,

Comments:

Response 1

Comments: Yes the association does comply.

Changed Items:

No Supporting Documents changed.

No Form Schedule items changed.

No Rate/Rule Schedule items changed.

Sincerely,
Arlene Derozier, Martha Guevara

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Note To Reviewer

Created By:

Martha Guevara on 11/21/2011 10:21 AM

Last Edited By:

Donna Lambert

Submitted On:

11/23/2011 12:37 PM

Subject:

MSGA Articles of Incorporation & By-laws

Comments:

Please note that the association date of incorporation was 12/29/2003.

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Supporting Document Schedules

		Item Status:	Status Date:
Bypassed - Item:	Flesch Certification	Approved	11/23/2011
Bypass Reason:	This is a previously approved form, for which we are adding an additional Association. Only the Association needs approval.		
Comments:			

		Item Status:	Status Date:
Satisfied - Item:	Application	Approved	11/23/2011
Comments:	Application APP-FI-FLIC, et al approved October 18, 2006.		

		Item Status:	Status Date:
Bypassed - Item:	Health - Actuarial Justification	Approved	11/23/2011
Bypass Reason:	This is a previously approved form, for which we are adding an additional Association. Only the Association needs approval.		
Comments:			

		Item Status:	Status Date:
Bypassed - Item:	Outline of Coverage	Approved	11/23/2011
Bypass Reason:	This is a previously approved form, for which we are adding an additional Association. Only the Association needs approval.		
Comments:			

		Item Status:	Status Date:
Bypassed - Item:	PPACA Uniform Compliance Summary	Approved	11/23/2011
Bypass Reason:	This is not a PPACA form filing. This is a previously approved form, for which we are adding an additional Association. Only the Association needs approval.		

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 Product Name: AR GDENT-FLIC MSGA
 Project Name/Number: AR GDENT-FLIC MSGA/AR GDENT-FLIC MSGA

Comments:

		Item Status:	Status Date:
Satisfied - Item:	MSGA Articles of Incorporation & By-laws	Approved	11/23/2011

Comments:

See attached.

Attachment:

MSGA_AIC-Bylaws_IL MO.pdf

		Item Status:	Status Date:
Satisfied - Item:	Group Policy Documents	Approved	11/23/2011

Comments:

See attached.

Attachments:

GDENT-P-FLIC.pdf

GRP-APP-FLIC.pdf

		Item Status:	Status Date:
Satisfied - Item:	Cover Letter	Approved	11/23/2011

Comments:

See attached.

Attachment:

AR MSGA filing FLIC 11-21-2011.pdf

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF AUTHORITY
FOREIGN NONPROFIT

WHEREAS,

MED-SENSE GUARANTEED ASSOCIATION
E01096044

using in Missouri the name

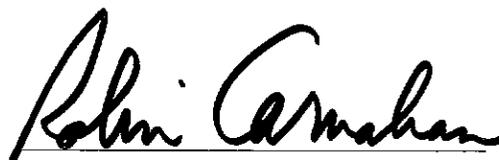
MED-SENSE GUARANTEED ASSOCIATION

has complied with the Missouri Nonprofit Corporation Law which governs Foreign Corporations; by filing in the office of the Secretary of State of Missouri authenticated evidence of its incorporation and good standing under the Laws of the State of Illinois.

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of State of the State of Missouri, do hereby certify that said corporation is from this date duly authorized to transact business in this State, and is entitled to all rights and privileges granted to Foreign Nonprofit Corporations under the Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the GREAT SEAL of the State of Missouri.

Done at the City of Jefferson, this
1st day of November, 2010.


Secretary of State





State of Missouri
 Robin Carnahan, Secretary of State

Corporations Division
 PO Box 778 / 600 W. Main St., Rm. 322
 Jefferson City, MO 65102

File Number:
 E01096044
 Date Filed: 11/01/2010
 Robin Carnahan
 Secretary of State

**Application for Certificate of Authority
 of a Foreign Nonprofit Corporation**

(Submit with filing fee of \$23.00)

1. The Corporation's name is Med-Sense Guaranteed Association
 and it is organized and existing under the laws of Illinois

2. If the corporation's name is unavailable, the name it will use in Missouri is Med-Sense Guaranteed, Inc.

3. The date of its incorporation was 12/29/2003, and the period of its duration is Perpetual
month/day/year

4. The address of its principal place of business is 700 Ray O Vac Drive, Madison, WI 53711
Address City/State/Zip

5. The name and physical address of its registered agent and office in the State of Missouri is
Karen Boeker 16476 Wild Horse Creek Road, Chesterfield, MO 63017
Name Address City/State/Zip

6. The names of its officers and directors and their business or home addresses are as follows (attach additional sheets as necessary):

Name	Address	City/State/Zip
President <u>Michael Hershberger</u>	<u>700 Ray O Vac Drive, Madison, WI 53711</u>	
Vice President <u>Jim Norland</u>	<u>218 East Bearss Ave, Suite 325 Tampa, FL 33613</u>	
Secretary <u>Jim Stevens</u>	<u>24761 US 19 N, Suite 640, Clearwater, FL 33763</u>	
Treasurer <u>Michael Hershberger</u>	<u>700 Ray O Vac Drive, Madison, WI 53711</u>	
Director <u>Michael Hershberger</u>	<u>700 Ray O Vac Drive, Madison, WI 53711</u>	
Director <u>Jim Stevens</u>	<u>24761 US 19 N, Suite 640, Clearwater, FL 33763</u>	

7. The specific purpose(s) of its business in Missouri: See Attached

(Please see next page)

Name and address to return filed document:
 Name: Ryan Johnston
 Address: 16476 Wild Horse Creek Road
 City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri
 Creation - NonProfit 4 Page(s)



T1030516630

8. Does the corporation have members? Yes No _____

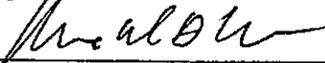
9. If incorporated in Missouri would the corporation be a public benefit _____ or mutual benefit Corporation?

10. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____

Date may not be more than 90 days after the filing date in this Office

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)



Authorized signature of officer or chairman of the board

Michael Herberger
Printed Name

President
Title

5/10/2010
Date

Note: You must submit a current (not more than 60 days old) certificate of good standing or certificate of existence with this application. This may be obtained from the Secretary of State or other authority that issues corporate charters in your state of domicile.

The general purposes of the Med-Sense Guaranteed Association("Association") shall be "Educational" as stated in its Articles of Incorporation and to otherwise engage in (i) distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (ii) all other permitted purposes under the General Not-For-Profit Law of the State of Illinois".

File Number 6147-197-9



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

MED-SENSE GUARANTEED ASSOCIATION, A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON JANUARY 26, 2001, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE GENERAL NOT FOR PROFIT CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 28TH day of OCTOBER A.D. 2010



Jesse White

SECRETARY OF STATE

STATE OF MISSOURI



Robin Carnahan
Secretary of State

CERTIFICATE OF INCORPORATION MISSOURI NONPROFIT

WHEREAS, Articles of Incorporation of

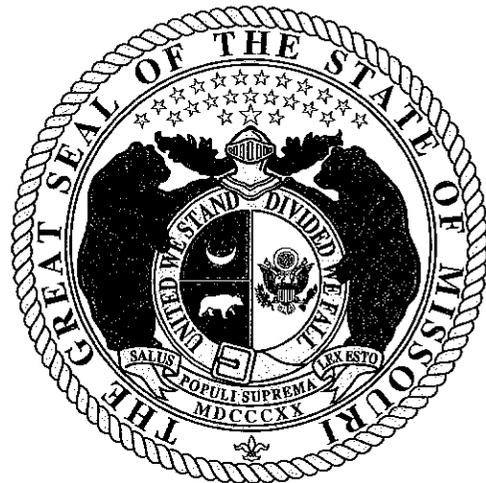
Med-Sense Guaranteed Association
N01111773

have been received and filed in the Office of the Secretary of State, which Articles, in all respects, comply with the requirements of Missouri Nonprofit Corporation Law;

NOW, THEREFORE, I, ROBIN CARNAHAN, Secretary of the State of Missouri do by virtue of the authority vested in me by law, do hereby certify and declare this entity a body corporate, duly organized this date and that it is entitled to all rights and privileges granted corporations organized under the Missouri Nonprofit Corporation Law.

IN TESTIMONY WHEREOF, I hereunto
set my hand and cause to be affixed the
GREAT SEAL of the State of Missouri.
Done at the City of Jefferson, this
13th day of January, 2011.


Secretary of State





State of Missouri
Robin Carnahan, Secretary of State

Corporations Division
PO Box 778 / 600 W. Main St., Rm. 322
Jefferson City, MO 65102

File Number:
N01111773
Date Filed: 01/13/2011
Robin Carnahan
Secretary of State

Articles of Incorporation of a Nonprofit Corporation

(Submit with a filing fee of \$25.00)

The undersigned natural person(s) of the age of eighteen years or more for the purpose of forming a corporation under the Missouri Nonprofit Corporation Act adopt the following Articles of Incorporation:

1. The name of the corporation is Med-Sense Guaranteed Association

2. This corporation is a mutual Public or Mutual Benefit Corporation.

3. The period of duration of the corporation is perpetual "Perpetual" unless stated otherwise

4. The name and street address of the Registered Agent and Registered Office in Missouri is:
Karen Boeker 16476 Wild Horse Creek Rd Chesterfield, MO 63017
Name Address City/State/Zip

5. The name(s) and address(es) of each incorporator:
Mike Hershberger, 700 Ray O Vac Drive, Madison, WI 53711

6. Does the corporation have members? YES NO

7. The assets of the corporation will be distributed on dissolution as follows: See Attached

8. The corporation is formed for the following purpose(s): See Attached

9. The effective date of this document is the date it is filed by the Secretary of State of Missouri unless a future date is otherwise indicated: _____
(Date may not be more than 90 days after the filing date in this Office)

(Please see next page)

Name and address to return filed document:
Name: Ryan Johnston
Address: 16476 Wild Horse Creek Rd
City, State, and Zip Code: Chesterfield, MO 63017

State of Missouri
Creation - NonProfit 4 Page(s)

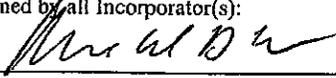


T1101302080

In Affirmation thereof, the facts stated above are true and correct:

(The undersigned understands that false statements made in this filing are subject to the penalties provided under Section 575.040, RSMo)

Must be signed by all Incorporator(s):



Mike Hershberger, president

Dec. 13, 2010

Signature

Printed Name

Date Signed

DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

The general purposes of the Med-Sense Guaranteed Association (“Association”) shall be “Educational” as stated in its Articles of Incorporation and to otherwise engage in (i) distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (ii) all other permitted purposes under the general Not-For-Profit Law of the State of Missouri.

BY-LAWS
OF
“MED-SENSE GUARANTEED ASSOCIATION“

ARTICLE I
PURPOSES

The general purposes of the Med-Sense Guaranteed Association (“Association”) shall be “Educational” as stated in its Articles of Incorporation and to otherwise engage in (i) distribution of various benefits, services, discounts and privileges for members of the Association by using, among other things, the collective buying power of all members, and (ii) all other permitted purposes under the general Not-For-Profit Law of the State of Missouri.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Missouri as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. 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 Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Illinois as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Illinois as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it

appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (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 a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association'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 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

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

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 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 residents of the United States of America and be members of the Association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Illinois for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered either personally, by mail or through the internet, to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote 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 not 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 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The 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 committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be.

The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President,

and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the

Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI
DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII
SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Illinois under the provisions of the Articles of

Incorporation or the By-Laws of the Association, 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.

ARTICLE XV AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors of officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

BY-LAWS
OF
"MED-SENSE GUARANTEED ASSOCIATION"

ARTICLE I
PURPOSES

The purpose of "MED-SENSE GUARANTEED ASSOCIATION" ("association") shall be: "educational" as stated in the Certificate of Incorporation, as well as any powers as are now or may hereafter be granted by the General Not-For-Profit Law of the State of Illinois.

ARTICLE II
OFFICES

The Association shall have and continuously maintain in this state a registered office and a registered agent, and the registered office of the association shall be identical with that of its registered agent. The Association may have other offices within or without the State of Illinois as the Board of Directors may from time to time determine.

ARTICLE III
MEMBERS

Section 1. Classes of Members. The Association shall have two (2) classes of members. The designation of such classes and qualifications of the members of such classes shall be as follows:

1. Individual membership: The individual is entitled to participate in all benefit programs offered by the Association.
2. Family membership: The member and his spouse are entitled to participate in all benefit programs offered by the Association.

Section 2. Voting Rights. Each member of classes 1 and 2 shall be entitled to one vote on each matter submitted to a vote of the members by the Board of Directors. Voting may be in person or by proxy; provided that no proxy may be used for voting purposes unless the original of the proxy is filed with the Secretary of the Association at least seven (7) days before the meeting at which it is to be used.

Section 3. Termination of Membership. Any member who shall be in default in the payment of dues for the period fixed in Article XI of the By-Laws is automatically ineligible for membership and loses all privileges and rights of the Association, subject to the discretion of the Board of Directors to extend such time period for the payment of dues.

Section 4. Resignation. Any member may resign by filing a written resignation with the Secretary, but such resignation shall not entitle such member to any refund of dues and the member shall immediately lose all privileges and rights of the Association.

Section 5. Reinstatement. Upon written reapplication a former member may be reinstated to membership in the Association.

Section 6. Transfer of Membership. Membership in the Association is not transferable or assignable.

ARTICLE IV MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members of the Association shall be held for the purpose of electing Directors and the transaction of any other business as may come before the meeting. The date of the annual meeting shall be determined by the Board of Directors.

Section 2. Special Meeting. 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 Secretary at the direction of a majority of the Board of Directors, or at the request in writing of members representing at least one hundred (100) votes entitled to be cast at such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place, within or without the State of Illinois as the place of meeting for any annual meeting. The President or the Board of Directors may designate any place within or without the State of Illinois as the place of the meeting for any special meeting. If no designation is made, the place of meeting shall be the registered office of the Association.

Section 4. Notice of Meetings. Written or printed notice stating the place, day and hour of any regular or special meeting of the Association members shall be delivered, either personally, by mail or through the internet, to each member, not less than seven (7) or more than forty (40) days before the date of such meeting, by or at the direction of the President, or Secretary, or the Board of Directors or person calling the meeting. In the case of special meetings, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of meeting shall be deemed delivered when deposited in the United States mail addressed to the member at this address as it

appears on the records of the Association, with postage thereon paid. Notice of meetings may be included in any publication that is distributed to the member.

Section 5. Quorum. There shall be no minimum number of members necessary to be present at any regular meeting or special meeting, in order to constitute a quorum. Those members present shall therefore constitute a quorum.

Section 6. Manner of Acting. The act of a majority of the members present at any regular or special meeting shall constitute the act of the members.

Section 7. Informal Action by Members. Upon approval by the directors, any action required to be taken at a meeting of the members of the Association or any other action which may be taken at a meeting, may be taken without a meeting if consents in writing, setting forth the action so taken, shall be signed by a majority of the members with respect to the subject matter thereof.

Section 8. Parliamentary Procedures. Parliamentary Procedure for all meetings of members, directors, and committees shall be conducted in accordance with the latest revised edition of Robert's Rules of Order, unless otherwise inconsistent with these By-Laws.

Section 9. Voting. At all meetings of the members, each member of records shall be entitled to one (1) vote. A vote may be cast either orally or in writing in person or by proxy. A "member of record" is a person who is a member in good standing of the Association as of the close of business on a date, selected by the Board of Directors, not less than forty (40) days nor more than fifty (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 a majority of members present shall decide any questions brought before such meeting, unless the questions are ones upon which, by express provision of law or of the Association'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 10. Matters Reserved to Membership Vote. The following matters shall be authorized only upon a vote "thereon" by the members at a meeting called to consider such matter:

1. An amendment to the Association's Articles of Incorporation;
2. The election of the Board of Directors; and

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

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The affairs of the Association shall be managed by its Board of Directors.

Section 2. Number, Tenure and Qualifications. The number of directors shall be no fewer than three (3) and no more than twenty-five (25) and may be changed from time to time by resolution of the Board of Directors. The Board of Directors shall appoint a committee to nominate successor directors. The directors shall be elected at an annual meeting of the members, except as provided in Section 8 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 residents of the United States of America and be members of the Association.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held each year immediately after the annual meeting of the members of the Association for the purpose of electing officers and for the transaction of such other business as may come before the meeting. The regular annual meeting of directors shall be held without other notice than these By-Laws. The Board of Directors may provide by resolution the time and place, within or without the State of Illinois for the holding of additional regular meetings of the Board of Directors.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two (2) directors. All special meetings shall be held at the registered office of the Association unless otherwise agreed upon by a majority of the Board of Directors in attendance at the meeting.

Section 5. Notice. Notice of any special meeting of the Board of Directors and the business to be transacted shall be given at least five (5) days previously thereto by written notice delivered either personally, by mail or through the internet, to each director at his address shown on the records of the Association. If notice be given by mail, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the director. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such

meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. The purpose of any special meeting of the Board of Directors shall be specified in the notice of such meeting.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors provided that if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, except where otherwise provided by law or these By-Laws.

Section 8. Vacancies. Vacancies created by the death, resignation, or removal of a director may be filled by a majority vote 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 not 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 9. Compensation. Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each meeting of the Board of Directors. Nothing herein contained shall be construed to preclude any director from serving the Association in any other capacity and receiving compensation therefor upon approval by the Board.

Section 10. Telephonic Participation in Meeting. The 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 committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 11. Action by Written Consent. Any action which is required to be or may be taken at a meeting of the directors, or of any committee of the directors, may be taken without a meeting if consents in writing, setting forth the action so taken are signed by all of the members of the Board of Directors or of the committee as the case may be.

The consents shall have the same force and effect as a unanimous vote at a meeting duly held. The Secretary shall file the consents with the minutes of the meetings of the Board of Directors or of the committee as the case may be.

ARTICLE VI OFFICERS

Section 1. Officers. The Officers of the Association shall be a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer, a Secretary or combination thereof, and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint other officers, including one or more Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The Officers of the Association shall be elected annually by the Board of Directors at the regular annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as convenient. Vacancies may be filled or new officers created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.

Section 3. Removal. Any Officer or Agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Association would be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President of the Association shall be the principal executive officer of the Association. He shall supervise and conduct the affairs of the Association in such manner as will best accomplish the purposes set forth in the Articles of Incorporation of the Association. He shall preside at all meetings of the Association members and the Board of Directors. He shall countersign all checks together with the Treasurer.

Section 6. Vice President. In the absence of the President, or in the event of his inability or refusal to act, the Vice President shall perform the duties of the President,

and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

Section 7. Treasurer. The Treasurer or Assistant Treasurer shall have charge and custody of and be responsible for all funds and securities of the Association; receive and give receipts for monies received by the Association from any source whatsoever, and deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these By-Laws.

Section 8. Secretary. The Secretary or Assistant Secretary of the Association shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; be custodian of the corporate records of the Association; see that the seal of the Association, if any, is affixed to all documents, the execution of which on behalf of the Association under its seal, if any, is duly authorized in accordance with the provisions of these By-Laws; keep a register of the post office address of each member which shall be furnished to the Secretary or Assistant Secretary by such member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary or Assistant Secretary by the President or by the Board of Directors.

ARTICLE VII COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by the majority of the directors in office, may designate one or more committees, each of which shall consist of two (2) or more directors, which committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Association; but the designation of such committees and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it or him by law. The President shall be an ex-officio member of all committees of directors.

Section 2. Other Committees. Other committees not having and exercising the authority of the Board of Directors in the management of the Association may be designated by a resolution adopted by a majority of the directors present at a meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the Association, and the President of the

Association shall appoint the members thereof. Any member thereof may be removed by the person or persons authorized to appoint such member whenever in their judgment the best interests of the Association will be served by such removal. One member of each committee shall be a director.

Section 3. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of original appointments.

Section 4. Quorum. Unless provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own government not inconsistent with these By-Laws or with rules adopted by the Board of Directors.

ARTICLE VIII CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts. The Board of Directors may authorize the officers or agents of the Association to enter into contracts or to execute and deliver documents in the name of and on behalf of the Association. Such authority shall be confined to specific instances. Such contracts may be for any purpose deemed by the Board of Directors to be appropriate, including the contracting with a third party for any or all administrative and other services and functions necessary for the Association to achieve its purpose.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes or other evidences of indebtedness issued in the name of the Association shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by the resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Association.

Section 3. Deposits. All funds coming into possession of the Association shall be deposited from time to time to the credit of the Association in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Association any contributions, gifts, bequests, or device for the general purpose or for any special purpose of the Association.

Section 5. Loans. The Association may, upon authorization of the Board of Directors, from time to time accept or negotiate loans of financial assistance to be repaid at such time as the Association is reasonably able to repay.

ARTICLE IX CERTIFICATES OF MEMBERSHIP

Section 1. Certificates of Membership. The Board of Directors may provide for the issuance of certificates evidencing membership in the Association which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or Vice President and shall be sealed with the seal of the Association, if any. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Association. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.

Section 2. Issuance of Certificates. When a member has applied for and is eligible for membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this article.

ARTICLE X BOOKS AND RECORDS

The Association shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the registered or principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Association may be inspected by any member, or his agent or attorney for any purpose at any reasonable time.

ARTICLE XI
DUES AND INITIATION FEE

Section 1. Annual Dues. The Board of Directors may determine from time to time the amount of annual dues payable to the Association by members of each class.

Section 2. Payment of Dues. Dues shall be payable in advance.

Section 3. Default and Termination of Membership. When any member of any class shall be in default in the payment of dues for a period of one month from the beginning of the period from which such dues became payable, such member shall be automatically dropped from membership unless the Board of Directors, in its discretion, extends the time for payment of dues.

Section 4. Initiation Fee. Each member may be required to pay, in addition to applicable dues, the amount of any initiation fee designated by the Board of Directors as a prerequisite to membership. The Board of Directors may provide that the initiation fee is waived for members who are part of a group where the sponsor pays a stated initiation fee on behalf of all group members.

ARTICLE XII
FISCAL YEAR

The fiscal year of the Association shall begin the first day of January and end on the last day of December in each year.

ARTICLE XIII
SEAL

The Board of Directors may provide a corporate seal, which shall be in the form of a circle and shall have inscribed thereon the name of the corporation and the words "Corporate Seal".

ARTICLE XIV
WAIVER OF NOTICE

Whenever any notice is required to be given under the provisions of the General Not-For-Profit Corporation Law of Illinois under the provisions of the Articles of

Incorporation or the By-Laws of the Association, 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.

ARTICLE XV AMENDMENT OF BY-LAWS

These By-Laws may be altered, amended or repealed and new By-Laws may be adopted by a two-thirds (2/3) majority of the directors present at any regular meeting or any special meeting, provided that at least seven (7) days' written notice is given of intention to alter, amend or repeal or to adopt new By-Laws at such meeting.

ARTICLE XVI INDEMNIFICATION

The Association shall provide for indemnification by the Association of any and all of its directors or officers or former directors or officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit, or proceeding, in which they or any of them are made parties, or a party, by reason of having been directors or officers of the Association, except in relation to matters as to which such director or officer or former director or officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for gross negligence or misconduct.

ARTICLE XVII DISSOLUTION

The Association shall use its funds only to accomplish the objectives and purposes specified in these By-Laws, and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors.

FREEDOM LIFE INSURANCE COMPANY OF AMERICA

[Home Office: 3100 Burnett Plaza, 801 Cherry Street, Unit 33 Fort Worth, Texas 76102]

(Hereinafter called: the **Company, We, Our** or **Us**)

Group Policy Number: [GDENT-FLIC-MSGA-0001]

Policyholder: [MED-SENSE GUARANTEED ASSOCIATION]

We agree to pay **Benefits** as set forth in all the terms of this **Group Policy** issued to the **Group Policyholder**.

This **Group Policy** is issued in consideration of the application made by the **Group Policyholder** and the payment of the required premiums, by those insured, when they are due.

This **Group Policy** is effective from 12:01 A.M. Standard Time, at the **Group Policyholder's** address [XXX Address, XXX Date]. It shall continue in effect until terminated by the **Group Policyholder** in the manner provided in the **Group Policy**.

The provisions on the following pages and the terms in the **Certificate** are a part of this **Group Policy**. A copy of the **Certificate** is attached to, and made a part of, this **Group Policy**.

Please read this **Group Policy** carefully. It contains EXCLUSIONS, EXCEPTIONS, and LIMITATIONS.



Secretary



President

Licensed Agent
(If required by law in this State.)

THE CONTRACT

The entire contract consists of:

1. This **Group Policy**, including the **Certificate**, and any:
 - a. Endorsements;
 - b. Amendments;
 - c. Riders;
2. The attached copy of the **Group Policyholder's** application; and
3. The enrollment applications of the **Insureds**.

All statements made by the **Insureds** and the **Group Policyholder** are deemed to be representations and not warranties. No statement will be used to void the insurance, reduce benefits, or defend against a claim under this **Group Policy** unless:

1. The statement is in writing; and
2. A copy of that statement is given to the **Group Policyholder**, the **Insured**, or to the **Insured's Beneficiary**.

This **Group Policy** may be changed at any time by a written agreement between the **Group Policyholder** and **Us**. The provisions of this **Group Policy** may be changed or waived only by an executive officer of **Our Company** and only in writing. **We** will not be bound by any promise or representations made by or to any other person.

REQUIRED DATA

The **Group Policyholder** will provide **Us** with all data needed to carry out the terms of this **Group Policy**, including any information **We** may reasonably require.

The relevant records of the **Group Policyholder** may be inspected by **Us** at any time during regular business hours.

CERTIFICATES

We will provide each person insured under this **Group Policy** with a **Certificate**. The **Certificate** will describe:

1. The basic features of the insurance provided under the **Group Policy**;
2. To whom the **Benefits** are payable; and
3. The limitations, exclusions, and other requirements of this **Group Policy**.

TERMINATION OF BENEFITS

As to the Entire Group Policy

The **Group Policyholder** may terminate this Policy by providing **Us** with written notice stating when such termination shall become effective. Such termination shall not affect any person covered under this Policy until **We** have mailed or delivered 30 days prior written notice of the **Group Policyholder's** request for termination, to the **Insureds'** last address as shown in **Our** records.

REPLACEMENT OF THE GROUP POLICY

If this **Group Policy** replaces another group policy, all persons covered under the prior group policy, on its date of termination, will be covered under this **Group Policy**.

PROVISIONS OF GROUP POLICY

The provisions of this **Group Policy** shall be construed according to **Our** practices and procedures.

INCONTESTABILITY

The validity of the **Group Policy** will not be contested after it has been in force for 2 years from the effective date. However, it may be at any time contested for fraudulent misrepresentation.

AGENCY

For all intents and purposes under this **Group Policy**, the **Group Policyholder** acts on its own behalf or as an agent of each **Insured**. Under no circumstances will the **Group Policyholder** be deemed an agent of **Ours**.

We are not an agent of the **Group Policyholder** or any **Insured**.

FREEDOM LIFE INSURANCE COMPANY OF AMERICA

Home Office: 3100 Burnett Plaza, 801 Cherry Street, Unit 33 Fort Worth, Texas 76102

(Hereinafter called: the Company, We, Our, or Us)

APPLICATION
for
GROUP INSURANCE POLICY

[Med-Sense Guaranteed Association], a(n) association organized under the laws of the state of Missouri hereby makes application to the Company for issuance of coverage described as GDENT - Dental Expense, under group policy form number GDENT-P-FLIC.

[Med-Sense Guaranteed Association]
Applicant

By _____
Name

Title

Date

FREEDOM LIFE INSURANCE COMPANY OF AMERICA

3100 Burnett Plaza • 801 Cherry Street, Unit 33 • Fort Worth, Texas 76102 • (800) 387-9027

November 21, 2011

The Honorable Jay Bradford
Life and Health Division
Department of Insurance
1200 West 3rd Street
Little Rock, AR 72201-1904

RE: **Freedom Life Insurance Company of America**
FEIN # 61-1096685 NAIC # 62324

NEW ASSOCIATION FOR THE FOLLOWING PREVIOUSLY APPROVED FORMS:

GDENT-C-AR-FLIC Group Dental Certificate

Dear Commissioner Bradford:

In our initial submission and subsequent approval, of the above referenced form, this policy was issued to a particular association, Consumers Independent Association. ***Since this time, we have also decided to issue this policy to another association, the Med-Sense Guaranteed Association.***

The Med-Sense Guaranteed Association is a not-for-profit association organized under and by virtue of the laws of the state of Missouri. Please note, in our submission dated November 15, 2011, SERFF Tracking Number USHG-127825369, the enclosed Med-Sense Guaranteed Association's By-Laws and Articles of Incorporation were incomplete. We have enclosed the completed copy of the Med-Sense Guaranteed Association's By-Laws and Articles of Incorporation for your review.

The group policy will be issued in Arizona. Please be advised these products are not employer/employee based, and we are offering the products to individuals on an individual basis. A certificate of insurance will be issued to members of the association to evidence coverage under the group policy.

You have our assurance there have not been any changes made to the applications, policy, or certificate as it was originally acknowledged and filed by your Department, effective March 24, 2000.

Your review and acknowledgment of the additional association to which we would like to offer the coverage provided by the above referenced form, would be greatly appreciated. A self-addressed, postage paid return envelope has been enclosed for your convenience.

Should you have any questions, please do not hesitate to contact me via email at guevaram@ushealthgroup.com, telephone (800) 221-9039, ext. 612, or fax (817) 878-3310.

Sincerely,

Martha Guevara
Product Analyst

SERFF Tracking Number: USHG-127839469 *State:* Arkansas
Filing Company: Freedom Life Insurance Company of America *State Tracking Number:* 50307
Company Tracking Number: AR GDENT-FLIC MSGA
TOI: H21 Health - Other *Sub-TOI:* H21.000 Health - Other
Product Name: AR GDENT-FLIC MSGA
Project Name/Number: AR GDENT-FLIC MSGA/AR GDENT-FLIC MSGA

Superseded Schedule Items

Please note that all items on the following pages are items, which have been replaced by a newer version. The newest version is located with the appropriate schedule on previous pages. These items are in date order with most recent first.

Creation Date:	Schedule	Schedule Item Name	Replacement Creation Date	Attached Document(s)
11/21/2011		Supporting Application Document	11/23/2011	