

BY-LAWS

of

**VNA HEALTH SYSTEM
OF NORTHERN NEW ENGLAND, INC.**

June 4, 2004

TABLE OF CONTENTS

ARTICLE I – Name	1
ARTICLE II – Purpose	1
ARTICLE III – Membership	1
Section 1: Members:	1
Section 2: Membership Qualifications:	2
Section 3: Non-Member Participating Providers:	2
Section 4: Withdrawal:	2
Section 5: Termination of Member for Failure to Maintain Membership Qualifications:	3
Section 6: No Refunds:	3
ARTICLE IV – Membership Meetings	3
Section 1: Regular Meetings:	3
Section 2: Annual Meeting:	3
Section 3: Special Meetings:	3
Section 4: Notices:	3
Section 5: Voting:	3
Section 6: Quorum:	3
Section 7: Rights:	4
Section 8: Action Without a Member:	4
Section 9: Telephonic Participation:	4
ARTICLE V – Board of Directors	4
Section 1: Number:	4
Section 2: Powers:	4
Section 3: Access to Records:	4
Section 4: Eligibility:	4
Section 5: Appointment:	5
Section 6: Resignation:	5
Section 7: Vacancies:	5
Section 8: Removal	5
Section 9: Compensation:	6
ARTICLE VI – Meetings of the Board of Directors	6
Section 1: Meetings:	6
Section 2: Special Meetings:	6
Section 3: Notice of Meetings:	6
Section 4: Quorum and Voting:	6
Section 5: Action Without a Meeting:	6
Section 6: Telephonic Participation:	6
ARTICLE VII – Officers of the Board of Directors	7

Section 1: Officers:	7
Section 2: Duties of the Officers:	7
Section 3: Election of Officers:	7
Section 4: Resignation and Removal:	7
Section 5: Vacancies:	7
Section 6: Compensation	7
ARTICLE VIII – Committees	8
ARTICLE IX – Parliamentary Authority	8
ARTICLE X – Amendment of the Bylaws	8
ARTICLE XI – Right of Indemnification and Reimbursement	9
ARTICLE XII – Dissolution of the Corporation	9
ARTICLE XIII – Dues and Assessments	9
Section 1: Dues:	9
Section 2: Failure to Pay:	10
Section 3: Initial Dues:	10
Section 4: Annual Dues:	10
ARTICLE XIV – Management	10
ARTICLE XV – Conflict of Interest	10
ARTICLE XVI – General	11
Section 1: Fiscal Year:	11
Section 2: Receipt and Disbursement of Funds:	11
Section 3: Other Corporations:	11
Section 4: Personal Liability:	11
Section 3: Confidentiality:	11
Section 4: Gender:	12
CERTIFICATION OF ADOPTION.....	12

VNA HEALTH SYSTEM OF NORTHERN NEW ENGLAND, INC

BYLAWS

ARTICLE I

Name

The name of this organization shall be the VNA Health System of Northern New England, Inc. (hereinafter, the “Corporation”).

ARTICLE II

Purpose

The purpose of this corporation shall include those purposes stated in the Corporation’s Articles of Agreement and shall be to promote the charitable nonprofit mission of Visiting Nurse Association in the State of New Hampshire in providing quality home health, hospice, and other community services and health promotion/wellness activities to all residents. Such promotion shall encompass, but not be limited to the following:

- commitment to provide access to medically necessary home health, hospice and other community services for all residents
- preservation to local community governance and responsibility
- standardization of core home health, hospice and other community services and the quality of that care for all geographic regions served
- administration of home health, hospice and other community services and health promotion activities by experienced providers
- creation of a network of home health and hospice providers promoting efficiency and quality of service delivery at a competitive cost to the citizens of New Hampshire and Vermont.

ARTICLE III

Membership

Section 1: Members: The initial membership of the Corporation shall be the six founding member organizations which are; Concord Regional Visiting Nurse Association, Community Health and Hospice, Inc, Home Healthcare, Hospice and Community Services and, Home Health & Hospice Care, Lake Sunapee Region Visiting Nurse Association and such of its Affiliates or

subsidiaries as are necessary to provide services contemplated hereby, Visiting Nurse Alliance of Vermont and New Hampshire, all of which are not for profit, certified, licensed home health agencies and hospice programs and possess a Certificate of Good Standing from the State of New Hampshire (each a “Member” and collectively, the “Members”).

Section 2: Membership Qualifications: In order to qualify and/or to continue to qualify for membership in the Corporation a Member (and/or any of its subsidiaries as shall be rendering services) shall at all times be: (i) licensed by the State of New Hampshire to provide home health and related services; (ii) certified by Medicare as a “freestanding” home health agency and hospice program; (iii) in the opinion of the Board, financially able to fulfill its obligations hereunder; (iv) in compliance with the Corporation’s Articles of Agreement, By-laws and Membership Agreement, as such agreement may be adopted and amended from time to time, (v) current in the payment of any dues, fees, or assessments levied by the Corporation as set forth herein or by a properly adopted resolution of the Board of Directors of the Corporation (the “Board”), (vi) approved for membership or reappointed as a condition for the renewal of membership in the Corporation by the Board in accordance with criteria related to clinical quality, access and utilization as may be adopted from time to time by the board upon the recommendation of the appropriate committee of the Board, and (vii) in fulfillment with such other criteria for membership in the Corporation as the Board may from time to time require.

Section 3: Non-Member Participating Providers: The Board may establish criteria and such other requirements for services to be rendered by other categories of health care providers, to be known as participating providers, who shall not be required to be members of the Corporation, but who shall have been approved and reapproved by the Board pursuant to the criteria and such other requirements as may be established by the Board from time to time. Non-member participating providers shall have the right to elect or appoint directors and shall have only such rights, duties and obligations as shall be set forth in any membership or participation agreement as may be entered into between the Corporation and the participating provider.

Section 4: Withdrawal: A Member may withdraw from the Corporation effective only on a date that is subsequent to the latest date that the term or terms of any payor contracts negotiated or arranged by the Corporation on behalf of the Member expire or are terminated (the “Termination Date”), such resignation to be accomplished by providing written notice to the President of the Board no later than ninety (90) days prior to the Termination Date. A Member who resigns may not (a) reapply for membership until one year from the date of the Member’s resignation or until such time as the Board deems appropriate, consistent with the Corporation’s focus on quality, access and utilization of health care services, or (b) participate in any venture undertaken or approved by the Corporation during any period when it is not a Member. For purposes of this Section, a “payor contract” shall mean any contract or agreement with insurers, managed care plans, self-insured employers, labor unions or any other organization or entity that arranges for the delivery of health care services to its enrollees. Withdrawing Members must pay any dues arrearages in full prior to withdrawal.

Section 5: Termination of Member for Failure to Maintain Membership Qualifications: If any Member at any time ceases for any reason to meet the qualifications for membership set forth in

Section 2 of this article III, any participation agreement, or a credentialing committee, the Board shall cause notice of such failure to be given to such Member, with a stipulation that correction of the failure, if possible, be accomplished within a stated time. If correction of a failure to meet qualifications by a Member is impossible or is not corrected within the time stated by the Board in such notice, the board shall have the right to terminate the Member upon an affirmative vote of a majority of the Board, other than the Member who is the subject of the termination.

Section 6: No Refunds: There shall be no refund of dues, fees, levies or assessments previously paid to the Corporation by a withdrawing or terminated Member.

ARTICLE IV

Membership Meetings

Section 1: Regular Meetings: The membership shall meet on a regular basis but not less than one time a year.

Section 2: Annual Meeting: The annual meeting of the Corporation shall be held annually.

Section 3: Special Meetings: A special meeting of the membership may be called by the Board of Directors or the call of two Members.

Section 4: Notices: There will be notice of at least seven (7) days given for any meeting of the membership, given by the President or the Secretary to each Member by (a) hand-delivery, (b) delivery to the Member's address at the business address on file with the Secretary, (c) first-class mail or facsimile to such business address, or (d) other reasonable means of communication; such that the Member shall be in receipt of such notice in writing not less than seven (7) days prior to the date of such meeting, except as may otherwise be required by law. Each notice shall state the date, time and place of the meeting within New Hampshire or Vermont. Notices of any special meeting shall contain a description of the purpose(s) for which the meeting is called.

Section 5: Voting: For purposes of voting as a Member, each Member shall be represented by its Chief Executive Officer, each of whom shall have one vote. A vote of majority of all such persons acting on behalf of all Members shall be the vote of the Membership.

Section 6: Quorum: The presence in person of a majority of Members shall constitute a quorum at all meetings of the Members. If less than a quorum is present, any meeting of the members may be adjourned to a subsequent date or until a quorum exists without further notice, and at such adjourned meeting any business may be transacted which might have been transacted at the original meeting. When a quorum is present, any matter shall be deemed to be approved by the Members if a majority of the Members present in person vote in favor thereof.

Section 7: Rights: Membership rights shall include, without limitation, the right to attend and participate in and vote at all meetings of the Members of the Corporation, the right to receive notices and reports issued by this Corporation and ratification of Bylaws and those rights

otherwise reserved to the Members by law, by the Corporation's Articles of Agreement or by these Bylaws.

Section 8: Action Without a Meeting: Any action required or permitted to be taken by the Members may be taken without a meeting if all those Members entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting. The vote shall be effective as of the date the first written consent is signed.

Section 9: Telephonic Participation: The Members may participate in their meetings by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE V

Board of Directors

Section 1: Number: Each Member shall have one seat on the Board of Directors. The Member's representative to the Board of Directors shall be the chief executive officer or president (whichever position carries a higher operational authority) of each Member organization. The initial board shall consist of six (6) directors and shall expand or contract subject to the number of voting Members of the Corporation.

Section 2: Powers: Except as otherwise reserved to the Members by law, the Articles of Agreement and these bylaws, the management of affairs, business, and property the Corporation shall have vested in the Board of Directors. The Board of Directors shall elect the Officers; shall have the power to hire an Executive Director and shall determine the salary for this position; shall advise and determine the investments of the funds of the Corporation and instruct the Treasurer in the investment of such funds and approve the Annual Budget; and, shall have any other duties usually held by Directors of similar organizations.

Section 3: Access to Records: The Board shall have access to the books and vouchers of the Corporation.

Section 4: Eligibility: A person shall not be eligible to serve as a Director if such person is an officer, director, trustee of, or serves in fiduciary capacity to any organization (other than a Member) whose business and/or purpose, in the judgment of a majority of the remainder of the Board, may have a conflict of interest with the Corporation or its businesses. The foregoing sentence shall not apply to an independent contractor relationship between a Member and any such organization for the provision of health care services by such Member.

Section 5: Appointment: At the organizational meeting, the incorporators shall appoint the initial Directors. Each such initial Director shall serve for a term expiring at the first annual Members' meeting. At the first annual Members' meeting and at each succeeding annual Members'

meeting, the Members shall each appoint their representative Directors, for a term expiring at the next annual Members' meeting. Nothing herein shall be construed to prevent any of the following; (i) the appointment of a Director to succeed him/herself; (ii) the appointment of a Director for the remainder of an unexpired term of another Director; or (iii) amendment of these Bylaws to increase or decrease the number of Directors. Each Director shall hold office until the Director's successor is duly appointed and qualified, or until the Director sooner dies, resigns, or until the Member of which he or she represents herein as Director terminates its membership herein, or is removed or is otherwise disqualified as a Director.

Section 6: Resignation: If a Director resigns as the chief executive officer or president of his or her Member organization, then such Director shall be deemed to have resigned as a Director of this Corporation. Such resignation shall be effective at the time specified in any notice of resignation given to the constituent agency, or if no time is specified, upon receipt of such notice by the Secretary of the constituent agency or earlier at the discretion of the Board. If the resignation is effective at a future time, a successor may be appointed before such time to take office when the resignation becomes effective. Such resignation as a Director of the Corporation shall also constitute resignation as an officer and may, in the sole discretion of the Board, constitute resignation as a member of all committees.

Section 7: Vacancies: Any vacancy among the Directors shall be filled by the successor chief executive officer or president or by the then acting successor chief executive officer or president of such Member for the then remaining unexpired term.

Section 8: Removal: A Director may be removed with cause only by a majority of the Members. In any such event, the Board shall give written notice to the Director so removed and the effective date of such removal. Removal as a Director of the Corporation shall also constitute as removal as an officer and as a member of all committees. Election of a Director shall not of itself create any contract rights. As used herein, "cause" shall include, without limitation, (a) the failure to attend a lease fifty percent (50%) of the meetings of the Board (including regular or special meetings) any board year, (b) the involuntary termination of Director as chief executive officer or president (as applicable) of his or her Member agency, (c) an act of fraud, embezzlement, misappropriation or breach of fiduciary duty against the Corporation, (d) any intentional, knowing or reckless action or inaction by Director which causes the material breach of a representation, warranty or covenant by the Director under any agreement between the Director and the Corporation, including these bylaws, (e) conviction of Director by a court of competent jurisdiction of or a plea of guilty or nolo contendere by Director to any felony or crime involving moral turpitude, (f) the habitual drug addiction or intoxication of Director, or (g) the willful failure or refusal of Director to exercise his or her best efforts to perform his or her duties as Director.

Section 9: Compensation: The Board shall have the authority to authorize the payment of reasonable expenses actually incurred by Directors in connection with their duties and to reimburse Members for reasonably documented bona fide and reasonable business expenses.

ARTICLE VI

Meetings of the Board of Directors

Section 1: Meetings: The Board of Directors shall meet at least quarterly unless otherwise voted by a two-thirds vote of the Board of Directors.

Section 2: Special Meetings: All special meetings of the Board of Directors shall be called by the President or at the request of at least one third of the Board of Directors.

Section 3: Notice of Meetings: Notice of the meeting shall be communicated to each Member at least seven (7) days prior to the meeting by the Secretary to each Director by (a) hand-delivery, (b) delivery to the Director's business address on file with the Secretary, (c) first-class mail or telecopy to such business address, or (d) other reasonable means of communication, except as may otherwise be required by law. Such notice shall state the time and place of the meeting and the purpose for which the meeting is being held.

Section 4: Quorum and Voting: (a) At any meeting of the Board of Directors, the presence of a majority shall be necessary for the transaction of business; (b) at all meetings of the Board of Directors each Director shall have one vote; (c) except as otherwise required by law or the Articles of Agreement of these Bylaws, all corporate Board action shall be determined by vote of a majority of the votes cast at a meeting of Directors, by those Directors entitled to vote and present in person; (d) if a quorum is not present, a lesser number adjourn the meeting to a further time and the notice required shall be waived.

Section 5: Action Without a Meeting: Any action required or permitted to be taken by the Board may be taken without a meeting if all those entitled to vote consent in writing and if the written consents are filed with the records of the Corporation. Such consents shall be treated for all purposes as a vote at a meeting. The vote shall be effective as of the date the first written consent is signed.

Section 6: Telephonic Participation: The Directors may participate in their meetings by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VII

Officers of the Board of Directors

Section 1: Officers: The officers of the Corporation shall be a President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time in its discretion deem

advisable. These officers shall perform the duties prescribed by these bylaws.

Section 2: Duties of Officers: Subject to the direction and supervision of the Board, the principle officers shall have the duties commonly incident to their respective offices, including the powers and duties listed below, and such other duties as from time to time may be assigned by the Board.

The President shall: (a) preside at Board meetings as the parliamentary officer; (b) give leadership to the Board; (c) cast a deciding vote to make or break a tie; (d) sign documents as authorized by the Board of Directors; and (e) preside at the Annual Meeting.

The Secretary shall: (a) be the custodian of the records of the Board unless otherwise designated; (b) be responsible that minutes are kept; (c) conduct general correspondence of the Board unless otherwise designated; (d) make minutes and records available to members upon request; and (e) in the absence of the President shall preside at Board of Directors and/or membership meetings.

The Treasurer shall: (a) make reports to the Board of Directors and to the Members at the annual meeting of the membership regarding the Corporation's financial condition at their meeting; (b) be responsible for submitting all appropriate financial reports to permitted third parties.

Section 3: Election of Officers: The Officers will be elected by the Board of Directors at the Annual Meeting of the Board. All officers shall take an office at the end of the meeting at which they are elected and shall serve for a term of one year or until their successors have been duly elected and qualified, or until their death, resignation or removal.

Section 4: Resignation and Removal: Any officer may resign at any time by giving written notice of such resignation to the President or the Secretary. An officer may be removed from officer with or without cause by vote of a majority of the Board (exclusive of such officer if such officer is also a Director). Election or appointment of an Officer shall not of itself create any contract rights.

Section 5: Vacancies: A vacancy in any principal office shall be filled by the Board at any regular or special meeting called for that purpose and the officer so elected shall serve until the expiration of the term of the vacancy he/she was selected to fill or until his/her successor is elected and qualified by the Board.

Section 6: Compensation: The compensation, if any, of all officers shall be fixed by the Board, and may be changed from time to time by a majority vote of the Board.

ARTICLE VIII

Committees

The Board of Directors shall act as a committee of the whole. The Directors, may however, by resolution and to the extent permitted by law, designate from time to time Directors and other persons who are not Directors to constitute committees, either standing or ad hoc, which may exercise such powers as are specified in the resolutions appointing them. A majority of the members of any such committee shall be a quorum, may determine its actions, and may fix the time and place of its meetings, unless the resolutions authorizing such committee shall otherwise provide. The Directors may at any time change the number of or replace members of any such committee, fill vacancies, or discharge any such committee. Minutes of such committees shall be available to any Director. To the fullest extent permitted by law, committees of the Corporation which conduct quality assurance or improvement activities are intended to be and shall be quality assurance or improvement committees, and programs conducted by such committees are intended to be and shall be quality assurance or improvement programs, as such terms are defined under applicable law, and such committees and such programs shall be entitled to all confidentiality and immunity protections provided for under applicable law. The compensation, if any, of all committee members shall be fixed by the Board, and may be changed from time to time by a majority vote of the Board.

ARTICLE IX

Parliamentary Authority

The current edition of *Robert's Rules of Order Newly Revised* shall be the parliamentary authority in all cases to which they are applicable and when they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

ARTICLE X

Amendment of the Bylaws

Subject to the right of the Members to reject or alter amendments to these Bylaws by a vote of two-thirds of those Members present and voting at any meeting called for the purpose of amending these Bylaws, these Bylaws may be amended by the Board at any regular meeting of the Board of Directors or special meeting of the Board of Directors called for the purpose of adopting or amending these Bylaws, by a two-thirds vote of the Board members present and voting, provided such Bylaws are not in conflict with the Corporation's Articles of Agreement or applicable law.

ARTICLE XI

Right of Indemnification and Reimbursement

Each Member representative, director, officer, and employee of this Corporation, and his/her

heirs, executor or administrator shall be indemnified and reimbursed by the Corporation against expense including without limitation, counsel fees reasonably incurred by her/him in connection with the defense or reasonable settlement of any suit, action or proceeding in which she/he is made a party by reason of her/his being or having been a director, officer, or employee of the Corporation, except such action, suit, or proceeding in which she/he is found to be liable for gross negligence or misconduct in the performance of his/her duties as director, officer or employee. Such right of indemnification and reimbursement shall not be deemed exclusive of any other rights to which she or he may be entitled by law.

ARTICLE XII

Dissolution of the Corporation

The Corporation shall be dissolved in accordance with RSA 292. The provisions for the disposition of the Corporate assets in the event of dissolution of the Corporation, including the prioritization of rights of the members to corporate assets are as follows: in the event of dissolution of the Corporation, the Board of Directors, after paying or making provision for the payment of all liabilities of the Corporation, shall distribute, in any proportion considered prudent, all the assets of the Corporation to the members, so long as such members are operated exclusively for charitable, educational or scientific purposes and at the time qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code.

Any such asset not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, as said court shall determine. No part of the assets, income or profit of the Corporation is distributable to, or inures to the benefit of, its trustees, directors or officers, or to any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its exempt purposes) except to the extent permitted by the laws affecting exempt status and except to the extent used to further exempt purposes.

ARTICLE XIII

Dues and Assessments

Section 1: Dues: The Members shall pay such dues, levies and assessments as the Board may determine from time to time. The Board may set the amount of dues, fees and assessments at different levels for different Members, vary the same from time to time, and waive payment of the same from time to time, in its sole discretion.

Section 2: Failure to Pay: If a Member fails to pay any dues, levies or assessment (which have not been waived in writing by the board pursuant to Section 1 of this Article XIII) within fifteen (15) days after notice of overdue payment, the Member shall automatically cease to be a Member of the Corporation and all rights, powers and privileges of such Member shall automatically terminate. Notwithstanding the foregoing, the unpaid balance of any of any such dues, levy or

assessment shall accrue interest from the original due date at an interest per annum equal to two and one-half percent (2 ½) above the prime rate as published in the Wall Street Journal in effect on such due date.

Section 3: Initial Dues: Initial membership dues in such amounts as may be specified by resolution of the Board shall be charged to all Members. Once paid, all annual membership dues shall be nonrefundable.

Section 4: Annual Dues: Annual membership dues in such amounts as may be specified by resolution of the Board shall be charged to all Members. Once paid, all annual membership dues shall be nonrefundable.

ARTICLE XIV

Management

The Board may appoint, in its sole discretion, an Executive Director of the Corporation and such other management personnel as the Board may determine from time to time. The Executive Director and all such other management personnel shall be engaged by the Corporation on such terms and conditions as the Board may establish from time to time, and shall serve at the pleasure of the Board.

ARTICLE XV

Conflict of Interest

The Corporation may enter into contracts or transact business with one or more of its Members (or candidates for Membership), Directors or officers, or with any corporation, association, trust company, organization or other concern in which any one or more of its Members, Directors or officers is a director, officer, trustee, shareholder, beneficiary, stockholder or employee or is otherwise interested or substantially affiliated, and may enter into other contracts or transactions in which any one or more of its Members, Directors or officers is in any way interested or substantially affiliated; and in the absence of fraud, no such contract or transaction shall be invalidated or in any way affected by the fact that such Members, Directors, or officers of the Corporation have or may have interests which are or might be adverse to the interest of the Corporation; provided that the nature and extent of such interest or affiliation shall be disclosed in advance or shall have been known to the Board and provided that such transaction is in the best interests of the Corporation and meets the conditions of NH RSA 7:19-a, if applicable. A general notice of the Member's, Director's or officer's interest or affiliation in any corporation or other concern of any kind referred to above, including but not limited to a staff model or closed panel health maintenance organization or its affiliated programs, shall be a sufficient disclosure as to such Member, Director or officer with respect to all contracts and transactions with such corporation or other concerns. Any Member, Director or officer who is interested in any corporation or other concern of any kind referred to above with which the Corporation

proposes to contract or transact any business, or who has an interest, pecuniary or otherwise, in any such contract or transaction, shall not be counted towards a quorum, participate in the discussion of or participate in the vote to authorize any such contract or transaction. Any such contract or transaction may be authorized or approved by the disinterested Directors voting in accordance with the provisions hereof. In the absence of fraud, no Member, Director or officer having such adverse interest shall be liable to the Corporation or to any creditor thereof or to any person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such Member, Director or officer be accountable for any gains or profits realized thereon.

ARTICLE XVI

General

Section 1: Fiscal Year: The fiscal year of the Corporation shall be determined by the Board.

Section 2: Receipt and Disbursement of Funds: The Board may designate such other officer or officers who in addition to or instead of the Treasurer shall be authorized to receive and receipt for all moneys due and payable to the Corporation from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Corporation may be deposited in such bank or banks or with such other corporations, firms, or individuals, as the Board may from time to time designate.

Section 3: Other Corporations: Except as the Board may otherwise designate, the President or Treasurer may waive notice of, and appoint any person or persons to act as proxy or attorney-in-fact for the Corporation (with or without power of substitution) at any meeting of members or shareholders of any other corporation or organization of which the Corporation is a member or shareholder.

Section 4: Personal Liability: Unless otherwise set forth in the Articles of Agreement, the Members, Directors, officers and committee members of the Corporation shall not be personally liable for any debt, liability, or obligation of the Corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against the Corporation, may look only to funds and property of the Corporation for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Corporation.

Section 5: Confidentiality: Except pursuant to a court order or subpoena, the Members, Directors, officers, committee members, employees and agents of the Corporation shall at all times hold in the strictest confidence, and will not, without the Board's prior written consent, use or disclose, any copyrighted, proprietary, secret or confidential information or product of the Corporation (the "Proprietary Information and Products"). Such Proprietary Information and Products shall include, but not be limited to, symbols, trademarks, servicemarks, designs, management information systems, utilization procedures and protocols, forms and claims processing techniques, quality improvement mechanisms, agreements with providers and purchasers of services, and educational programs related to the activities of and developed

exclusively for the use of the Corporation. The Proprietary Information and Products shall at all time be the property of the Corporation. The Members, Directors, officers, committee members, employees and agents of the Corporation shall cease any and all the Proprietary Information and Products and shall return any Proprietary Information and Products in their possession to the Corporation immediately upon termination of their employment or engagement by, or any other association with, the Corporation.

Section 6: Gender: Whenever used herein, pronouns in the masculine gender shall include the feminine as well.

CERTIFICATION OF ADOPTION

I hereby certify that the foregoing Bylaws were adopted by resolution of the Incorporators of the Corporation on the 4th day of June, 2004.