

CERTIFICATE OF INCORPORATION

GROUP HOSPITAL SERVICE, INCORPORATED

FIRST: The name of this corporation is GROUP HOSPITAL SERVICE, INCORPORATED.

SECOND: Its principal office in the State of Delaware is to be located at 1501 Van Buren Street, in the City of Wilmington, County of New Castle, State of Delaware, and the name and address of its Resident Agent is James S. Stirling, 1501 Van Buren Street, Wilmington, New Castle County, Delaware.

THIRD: The objects and purposes of said corporation shall be to inaugurate, operate and maintain in the City of Wilmington and State of Delaware, and in such other parts of the State of Delaware as may be approved by the three-fourths vote of the entire Board of Trustees, a hospital service plan by which hospitals subscribing to the plan shall furnish hospitalization to individuals, who are also subscribers and contributors to the plan, when they may be in need of hospital care; to collect in connection with the operation of the plan, statistics and data and to compile reports which may be deemed of value to the community, other hospitals and to the furtherance of the plan; to be of assistance in the promotion of such activities as are considered to be for the best interests of the community in relation to its hospitals; to assist in defraying the cost of hospital care to such subscribers and contributors when such care is rendered in hospitals not within the State of Delaware or not members of the plan.

FOURTH: The said corporation is not a corporation organized for profit and shall not have authority to issue capital stock.

The members of this corporation shall consist of The Delaware Hospital, Homeopathic Hospital Association of Delaware, St. Francis Hospital, Incorporated, and Wilmington General Hospital Association, and such other hospitals situated within the State of Delaware as may from time to time be selected by a majority of the members hereof. The corporation shall have power in its By-Laws to provide for other classes of membership and attach conditions and limitations thereto, but the voting power of the members of this corporation shall reside solely in the members which are hospitals associated with this corporation in its group hospital service. In the event that any member hospital shall withdraw from participation in the plan of group hospital service conducted by this corporation its membership herein shall immediately cease and determine.

FIFTH: The names and places of residence of each of the incorporators are as follows:

Clarence A. Hume	Wilmington, Delaware	James F. McCloskey	Wilmington, Del.
James S. Stirling	Wilmington, Delaware	Theodore A. Weth	Wilmington, Del.

SIXTH: The existence of this corporation shall be perpetual.

SEVENTH: Private property of the members shall not be subject to the payment of the corporate debts to any extent whatsoever.

EIGHTH: The business and affairs of the corporation shall be carried on by a governing body which shall be called the "Board of Trustees", which shall consist of three Trustees selected by each of the hospital members and four additional members to be selected by the Board of Trustees. The Trustees so selected shall hold office for a period of one year or until their successors are duly elected and qualified. Any vacancy occurring among the Trustees selected by the hospital members shall be filled for the unexpired term by the hospital member which theretofore elected to the office in which the vacancy occurred; any vacancy occurring among the four Trustees elected at large shall be filled for the unexpired term by the remaining Trustees. Of the three Trustees selected by each of said hospital members one shall be selected from the medical staff of the hospital. The Board of Trustees shall have the right to oust any Trustee, whether with or without cause shown therefor, by a three-fourths vote of the entire Board of Trustees.

NINTH: The Board of Trustees shall have the whole and sole control of the property and business of the corporation, except as shall be otherwise provided by the laws of the State of Delaware and except that none of the property of the corporation shall be used for any purpose other than the purposes herein set forth. The Trustees shall have no power to borrow money, except for the purpose of meeting the initial organization and promotion expenses and the current operating expenses of the corporation.

TENTH: The Board of Trustees shall keep a record of all donations, moneys, securities or other property received by the corporation for its corporate purposes and, in the event of the dissolution or liquidation of the corporation, the assets of the corporation, after the payment of all debts, shall be prorated to and distributed among such donors, their heirs, executors or administrators, in the proportion which their total donations shall bear to the entire donations made to the corporation; provided, however, that the amount of such distribution shall not exceed the amount of any donation.

ELEVENTH: This corporation shall have power to receive, by deed, assignment, gift, bequest, or otherwise, and to purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, real and personal property of whatever kind or nature, including the shares of the capital stock of, or bonds, securities or other evidences of indebtedness issued or created by the United States, any State, political subdivision of any State, or by any other corporation of the State of Delaware or elsewhere, and, while the owner of any such stock or securities, may exercise all the rights, powers and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do, subject to the limitations of the powers of the Board of Trustees herein set forth.

TWELFTH: This corporation shall have power to enter into, make and perform, contracts of every kind with any person, firm, association or corporation, governmental agency or body and, without limit as to amount,

to draw, make, acknowledge, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures or other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, so far as may be permitted by the laws of the State of Delaware, in so far as the same may be necessary or incidental to the exercise of the powers of the corporation and subject to the limitations upon the powers of the Board of Trustees, as herein set forth.

THIRTEENTH: This corporation reserves the right to amend, alter, change or repeal any provision contained in the Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of the State of Delaware, upon the affirmative vote of three-fourths of the entire Board of Trustees, and all of the rights conferred upon officers, Trustees and members are granted subject to this reservation.

We, the undersigned, being the incorporators hereinbefore named, for the purposes of forming a corporation in pursuance of the Act of the Legislature of the State of Delaware entitled "An Act Providing a General Corporation Law," approved March 10, 1899, and the Acts amendatory thereof and supplemental thereto, do make and file this Certificate, and declare that the facts herein stated are true, and we have accordingly hereunto set our respective hands and seals, this 13th day of August, A. D. 1935.

CLARENCE A. HUME	(SEAL)
JAMES S. STIRLING	(SEAL)
JAMES F. McCLOSKEY	(SEAL)
THEODORE A. WETH	(SEAL)

MEETING OF THE BOARD OF DIRECTORS
BLUE CROSS & BLUE SHIELD OF DELAWARE, INCORPORATED

JUNE 25, 1980

AGENDA

- I. Announcements
- II. Review of Minutes
 - : Board of Trustees - March 26, 1980
 - : Special Meeting of the Board of Trustees -
May 14, 1980
- III. Corporate Bylaws - Confirmation of Approval
- IV. Certificate of Incorporation - Adoption of Amendments
- V. Committee Reports
 - : Medical Advisory Committee
 - : Audit Committee
 - : Health Care Costs Committee
 - : Personnel Committee
 - : Investment Committee
 - : Executive Committee
- VI. Financial Report
- VII. Management Report
- VIII. Other Business