

1808922

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ARTICLES OF INCORPORATION  
OF

FILED  
In the office of the Secretary of State  
of the State of California

FOUNDATION  
FOR  
PROMOTION OF CONSUMER HEALTH EDUCATION

JUN 30 1992

*March Fong Eu*  
MARCH FONG EU, Secretary of State

I

The name of this corporation is FOUNDATION FOR  
PROMOTION OF CONSUMER HEALTH EDUCATION.

II

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes of this corporation are to promote consumer education about the health care system and to improve the health care system, which purposes shall include, but not be limited to, the following:

(i) Education of consumers about health care, including access to, utilization of, and current issues relating to health care.

(ii) Fundraising for creation and distribution of educational materials relating to health care issues.

(iii) Creation and distribution of materials relating to health care issues.

(iv) Provision of information resources to consumers of health care, health insurance providers and other health care related industries.

(v) Provision of support, both financial and otherwise, to other programs that promote or improve health care.

III

The name and address in the State of California of this corporation's initial agent for service of process is: Julia M. Steverson, 1109 East Washington, Unit 201, El Cajon, California 92019.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

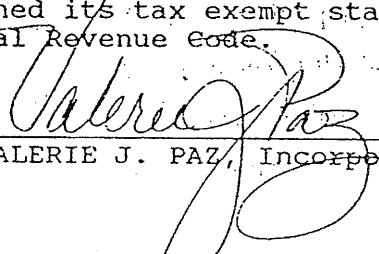
B. Notwithstanding any other provision of these articles, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

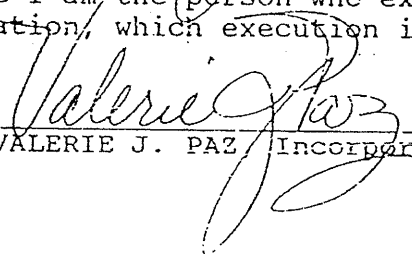
V

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATED: June 30, 1992

  
VALERIE J. PAZ, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
VALERIE J. PAZ, Incorporator

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FILED  
in the office of the Secretary of State  
of the State of California

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CERTIFICATE OF AMENDMENT

APR 7 1997

OF THE

ARTICLES OF INCORPORATION

*Bill Jones*  
BILL JONES, Secretary of State

OF

FOUNDATION FOR PROMOTION OF CONSUMER HEALTH EDUCATION

Jay Drucker and Kevin Corcoran hereby certify:

ONE: That they are the president and secretary, respectively, of Foundation for Promotion of Consumer Health Education, a California nonprofit, public benefit corporation ("the Corporation").

TWO: That Articles I and II of the Articles of Incorporation of the Corporation shall be amended, and a new Article VI shall be added to the Articles of Incorporation, to read as follows:

1. Articles I is amended to read as follows:  
The name of this corporation is NAIHU Education Foundation.
2. Article II, Paragraph B is amended to read as follows:  
  
B. The specific purposes of this corporation are to promote education about the health care system and improve the health care system, which purposes shall include, but not be limited to, the following:  
  
(i) Informing consumers, governmental agencies, insurers, and field underwriters about health care.

including access to, utilization of, and current issues relating to health care and disability insurance;

(ii) Fundraising for creation and distribution of seminars, courses, and other educational materials relating to health care issues;

(iii) Creation of and distribution of materials relating to health care and disability issues;

(iv) Provision of information resources to consumers of health care, health insurance providers, and others interested in health care and disability issues; and

(v) Provision of support, both financial and otherwise, to other programs that promote or improve health care and disability education.

3. A new Article VI is added to the Articles of Incorporation, to read as follows:

#### Article VI

This Corporation reserves the right to amend its Articles of Incorporation, or to merge or consolidate with any other nonprofit corporation or to transfer substantially all of its assets to any other corporation, in the manner now or hereafter prescribed by statute; provided, however, that any such action shall be undertaken exclusively to carry out the purposes for which the corporation is formed, and that no such amendment, merger, consolidation, or transfer shall be

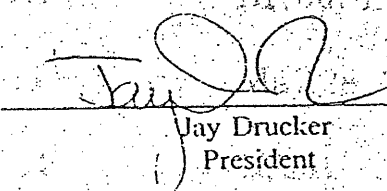
effective unless and until it is approved by the Executive Committee of the National Association of Health Underwriters, and all rights herein reserved shall be subject to his limitation.

THREE That the amendments herein set fourth have been duly approved by the Board of Directors.

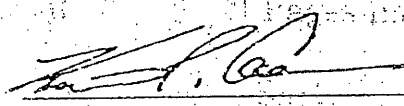
FOUR That the amendments are ones which may be adopted with approval of the Board alone under §5812(b) of the California Corporations Code, there being no members of the Corporation.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: 3-27-97

  
Jay Drucker  
President

Date: 3-24-97

  
Kevin Corcoran  
Secretary