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**AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
DELTA DENTAL OF KANSAS, INC.
(A Nonstock, Not-for-Profit Corporation)**

IT IS HEREBY CERTIFIED that the following Amendment to the Amended and Restated Articles of Incorporation filed August 22, 2000 (the "Articles") of Delta Dental of Kansas, Inc. (the "Corporation") was duly adopted by the Corporation's Board of Directors (the "Board") as the Corporation's governing body, in accordance with the provisions of K.S.A. 17-6602 and amendments thereto, and the General Corporation Code of the State of Kansas, as amended (the "Corporate Code").

NOW THEREFORE, the Corporation's Articles are hereby amended as follows:

1. AMENDMENTS TO ARTICLES.

1.1 Amendment to Article III. The introductory phrase of Article III (immediately preceding the colon) is deleted in its entirety and replaced with the following:

"This Corporation is organized as a not-for-profit corporation, and the purposes of this Corporation are, except as otherwise set forth in the Nonprofit Dental Service Corporation Act (the "Act") or supplemented by the Board as provided in these Articles:"

1.2 Amendment to Article V. Article V of the Articles of Incorporation is deleted in its entirety and replaced with the following:

"ARTICLE V

Membership Organization

A. This Corporation shall not have authority to issue capital stock. The membership of this Corporation shall be comprised of the dentists who have currently executed participating agreements with the Corporation as provided in the Act. Each member shall be entitled, at every meeting of the members, to one vote per person, but no member shall be entitled to vote by proxy. No member shall have any right, title, or interest in the Corporation's property, assets, or business.

B. Meetings of the members shall be held at the time and place, and in the manner, determined by the Board, and the Board may permit electronic participation and voting by means of remote communication to the maximum extent permitted under the Corporate Code. The Chairperson of the Board (the "Chairperson") shall preside at and set the agenda for the meeting. The Annual Meeting shall be for the purpose of electing any members to the Board who are elected by the membership (the "Elected Directors") and transacting such other business as is properly presented to the members at such meeting, including considering any Properly Proposed Amendment pursuant to Article VII."

1.3 Amendment to Article VI. Article VI of the Articles of Incorporation is deleted in its entirety and replaced with the following:

“ARTICLE VI

Board of Directors

A. The business of the Corporation shall be managed and all affairs shall be conducted at all times in accordance with the provisions of the Act. The affairs of the Corporation shall be managed and conducted by a Board of Directors, the size, composition and selection of which shall be as provided by the Act. The Board is the governing body of the Corporation and shall have full power, discretion, and authority to:

1. Manage the Corporation and any and all of its assets, properties, strategies, business operations, and business activities and affairs, including having full supervision and control of the Corporation’s business and social welfare affairs, employees, networks, reserves, surplus, and revolving funds;

2. Elect such officers and assistant officers and to select, designate, and appoint such agents and employees as the Board deems advisable and to allow them suitable compensation. The Board has full power, discretion, and authority over all matters relating to the Corporation’s directors, officers, assistant officers, employees, and agents including establishing compensation methodology, amount, and approach;

3. Enter into, establish terms and conditions, modify, suspend, or terminate all agreements and other contractual relationships with dentists, groups, individuals, subscribers, vendors, and other parties as the Board deems appropriate in its sole discretion; and

4. Exercise any and all additional powers and authority, not inconsistent with the express terms of these Articles, that are expressly or impliedly granted to or invested in the Board by the Act, the Corporate Code or other laws, as now in effect and as hereafter amended or modified.

B. No director of the Corporation shall be held personally liable to the Corporation or its members for breach of fiduciary duty as a director except for liability (i) to the Corporation for any breach of a director’s duty of loyalty to the Corporation, (ii) to the Corporation for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of the law, or (iii) to the Corporation for any transactions from which the director derived an improper personal benefit. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation serving at the time of such repeal or modification.

C. Notwithstanding anything herein to the contrary, the Board and the members shall not be authorized to do any act or activity which is contrary to any purpose for which an organization exempt from tax pursuant to Section 501(c)(4) of the Internal Revenue Code of 1986, as amended from time to time (the “Code”) may lawfully be organized.

D. In accordance with the Act and as set forth in the Bylaws, the terms of any directors appointed by the Governor or the Kansas Insurance Commissioner ("Appointed Directors") shall be six (6) years and shall automatically renew for successive six (6) year terms until a vacancy occurs. The terms of any Elected Directors shall be six (6) years and shall automatically renew for successive six (6) year terms until a vacancy occurs. The Board hereby delegates its authority to the Appointed Directors to modify the Bylaws as they may deem necessary and appropriate regarding the terms of office and tenure of Appointed Directors. The Board hereby delegates its authority to the Elected Directors to modify the Bylaws as they may deem necessary and appropriate regarding the terms of office and tenure of Elected Directors. Elected Directors shall have no power or authority to modify or otherwise change the terms of office or tenure of Appointed Directors. Appointed Directors shall have no power or authority to modify or otherwise change the terms of office or tenure of Elected Directors.

E. Directors shall act in a manner consistent with their fiduciary obligations to the Corporation and shall exercise particular care that no detriment to the interests of the Corporation, or appearance of such detriment, may result from a conflict between the Corporation's interests and any personal or business interests that a Director may have. Accordingly, no Director may vote on any issue with respect to which such Director is "interested" as that term is interpreted by the Board. The Board may adopt such rules, policies and procedures that are consistent with these Articles as the Board deems appropriate from time to time in order to implement the provisions and principles set forth in these Articles, including adopting and enforcing a code of conduct and conflict of interest policy."

1.4 Amendment to Article VII. Article VII of the Articles of Incorporation is deleted in its entirety and replaced with the following:

"ARTICLE VII

Amendments of Articles or Bylaws

A. The power to adopt, alter, amend or repeal these Articles, in whole or in part, at any time and from time to time, shall, to the maximum extent permitted under the Corporate Code, be vested exclusively in the Board and shall occur upon an affirmative vote of a majority of the Board and a vote of the majority of the Appointed Directors.

B. The power to adopt, alter, amend or repeal this Corporation's Bylaws, in whole or in part, at any time and from time to time, shall be vested concurrently in the Board and the membership.

1. To be considered for adoption, proposed Bylaws amendments shall not be inconsistent with the Corporation's purposes, these Articles, the Act, the Code, the Corporate Code and any other law or regulation, and the principles reflected in paragraph 3 below, all as interpreted and applied by the Board (a "Properly Proposed Amendment"). Each Bylaws amendment proposal will first be reviewed and considered in its entirety by the Board such that if all or any portion of such proposal is inconsistent with the requirements of a Properly Proposed Amendment, it will not then be submitted to the members for consideration or action.

2. In the event the members wish to propose a Properly Proposed Amendment, they may do so as generally provided in these Articles and the Bylaws, to the extent the Bylaws are not inconsistent with these Articles. Following any favorable determination by the Board that the proposal constitutes a Properly Proposed Amendment, notice and any comments or additional information regarding such proposal will be provided to the members as set forth in the Bylaws.

3. In addition to satisfying the foregoing requirements and principles, any proposed Bylaws amendment shall not be submitted to the members for approval if such proposal:

a. Would cause material harm to the Corporation or be inconsistent with the principles regarding the Board's exclusive authority and discretion set forth in Article VI above;

b. Would cause the Corporation to violate any state, federal or foreign law, regulation, or rule to which it is subject, or violate or breach an existing contract or agreement or the Delta Dental Plans Association ("DDPA") membership requirements or any rules, guidelines or policies of DDPA; and

c. Contemplates action that, if implemented, would cause a director to breach his or her fiduciary duty to the Corporation.

4. If the Board determines a proposed Bylaws amendment does not constitute a Properly Proposed Amendment, then upon the request of the proposing party, the Board may agree to meet or engage in non-binding mediation regarding the terms of the proposal."

1.5 Addition of Article X. A new Article X shall be inserted immediately after Article IX.C, to read in its entirety as follows:

"ARTICLE X

Miscellaneous

A. Except as otherwise provided in the Articles and the Bylaws, all proceedings of the Corporation, the Board and committees, and members shall, to the maximum extent permitted under the Corporate Code, be conducted in accordance with rules of procedure as determined by the Chairperson.

B. All claims or disputes in any way related to the Corporation, its Board, or its members, whether direct or derivative, shall be brought solely and exclusively in and resolved by a court sitting in Sedgwick County, Kansas.

C. If any term or other provision of these Articles shall be invalid, illegal, or unenforceable, the validity, legality and enforceability of the remaining provisions shall not in any way be affected or impaired hereby.

D. Pursuant to Kansas law, provisions that are required or permitted to be stated in the Bylaws may instead be stated in these Articles. Accordingly, both substantive and procedural provisions of these Articles are incorporated by reference in the Bylaws. Further, to the extent these Articles contain provisions that are legally required to be provided in the Bylaws, such terms are incorporated therein by reference. To the extent inconsistent with the terms of the Bylaws, the terms of these Articles will control.

E. All headings and other titles and captions used in these Articles are for convenience only and shall not be considered in construing or interpreting any provision of these Articles.”

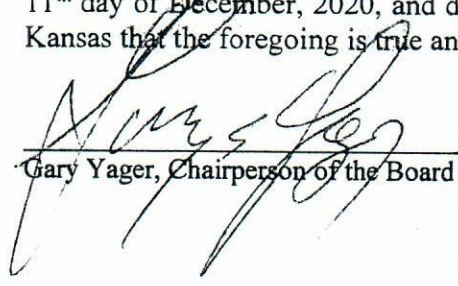
2. AMENDMENTS TO ARTICLES - MISCELLANEOUS.

2.1 No Other Amendment. Except as specifically amended by this Amendment and those prior amendments to the Articles that have not been specifically superseded, the Articles shall remain unchanged and in full force and effect.

2.2 Incorporation of Amendment into the Articles. Upon its filing with the Kansas Secretary of State, this Amendment together with those prior amendments to the Articles that have not been specifically superseded shall form and constitute the entirety of the Corporation's Articles for all purposes and shall be binding on all parties hereto.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, I have hereunto subscribed my name at Topeka, Kansas, on this 11th day of December, 2020, and declare under penalty of perjury under the laws of the state of Kansas that the foregoing is true and correct.



Gary Yager, Chairperson of the Board



I hereby certify this to be a true and correct copy of the original on file.
Certified on this date: December 11, 2020
SCOTT SCHWAB
Secretary of State *Scott Schwab*