Exhibit F-1-a-ii

Proposed Amended and Restated

Bylaws

AMENDED AND RESTATED

BYLAWS

OF

CARE 1st HEALTH PLAN

A California Nonprofit Mutual Benefit Corporation

ARTICLE 1

LOCATION OF OFFICES

Section 1.1 Principal Offices. The location of the principal office of the corporation shall be 50 Beale Street, San Francisco, California. The Board may change the location of the principal office. Any change shall be noted on the Bylaws opposite this Section 1.1, or this Section 1.1 may be amended to state the new location.

Section 1.2 Additional Offices. Other offices may be established at any time by the Board.

ARTICLE 2

PURPOSE AND LIMITATION ON ACTIVITIES

Section 2.1 Purpose. This corporation is a nonprofit mutual benefit corporation organized under the California Nonprofit Mutual Benefit Corporation Law. The specific purpose of this corporation is the promotion of social welfare, and to engage in any other lawful act or activity permitted under the California Nonprofit Mutual Benefit Corporation Law, other than the credit union business.

Section 2.2 Limitation on Activities. Notwithstanding any other provision of the Articles of Incorporation or these Bylaws, the corporation shall not directly or indirectly carry on any activity that would prevent it from obtaining or maintaining exemption from Federal income tax exemption as an organization described in section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or section 23701f of the California Revenue & Taxation Code.

ARTICLE 3

MEMBERSHIP

Section 3.1 Members. The corporation shall have no members within the meaning of Corporations Code section 5056. Any action which would otherwise require approval by a majority of all members shall only require approval of the Board. All rights which would otherwise vest in the members shall vest in the Board.

Section 3.2 Associates. Nothing contained in Section 3.1 of this Article shall be construed to limit the right of the corporation to refer to persons associated with the corporation

as "members" even though the persons are not corporate members, and no reference in or outside of these Bylaws shall constitute anyone being a member, within the meaning of Corporations Code section 5056. The corporation may confer by amendment of its Articles or by these Bylaws some or all of the rights of a member, as set forth in the California Nonprofit Corporation Law, on any person or persons who do not have the right to vote for the election of Directors, on a disposition of substantially all of the assets of the corporation, or on a merger, dissolution, or changes to the corporation's Articles or Bylaws, but the person shall not be a member within the meaning of Section 5056 of the California Nonprofit Corporation Law. No person who may be referred to as a member of the corporation shall be entitled to vote, receive any distribution of the assets of the corporation in the event the corporation is wound up and dissolved, or any other right provided to members within the meaning of Section 5056 in the California Nonprofit Corporation Law unless and until such rights are specifically granted by amendment of the Articles or these Bylaws.

ARTICLE 4

DIRECTORS

Section 4.1 Powers. Subject to limitations of the Articles and these Bylaws and of pertinent restrictions of the Corporations Code of the State of California, all the activities and affairs of the corporation shall be exercised by or under the direction of the Board of Directors. Without prejudice to these general powers, but subject to the same limitations, it is hereby expressly declared that the Board shall have the following powers in addition to the other powers enumerated in these Bylaws:

(a) To select and remove all the officers, agents, and employees of the corporation, prescribe duties for them as may not be inconsistent with law, with the Articles of Incorporation, or with these Bylaws, fix the terms of their offices and their compensation, and in their discretion, require from these officers, agents, and employees security for faithful service.

(b) To make disbursements from the funds and properties of the corporation as are required to fulfill the purposes of this corporation as are more fully set out in the corporation's Articles of Incorporation, and generally to conduct, manage, and control the activities and affairs of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or with these Bylaws, as they may deem best.

(c) To adopt, make and use a corporate seal and to alter the form of the seal from time to time as they may deem best.

(d) To borrow money and incur indebtedness for the purposes of the corporation and to cause to be executed and delivered therefor, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of debt and securities therefor.

(e) To carry on a business and apply any resulting profit to any activity in which it may legally engage.

Section 4.2 Limitations on Authority of Board of Directors. Notwithstanding the generality of Section 4.1 above, without first obtaining the approval in writing of Cumulus Holding Company, Inc. ("Holdco") this corporation shall not and shall not permit or cause any subsidiary (by amendment, merger, consolidation or otherwise) to:

(a) Consummate a Change of Control Event;

(b) authorize or create any class of membership interest (within the meaning of Section 5056 of the California Nonprofit Corporation Law) in the corporation;

(c) authorize or issue, or obligate itself to issue, any security or contract that would be the financial or legal equivalent of an equity security or the value of which would derive from a deemed financial interest in the corporation (including any other security convertible into or exercisable for any such security or contract) (each a "Derivative Contract");

(d) redeem, purchase or otherwise acquire (or pay into or set aside for a sinking fund for such purpose) any membership interest or Derivative Contract; provided, however, that this restriction shall not apply to the repurchase of shares of Derivative Contracts from employees, officers, directors, consultants or other persons performing services for this corporation or any subsidiary pursuant to agreements under which this corporation has the option to repurchase such Derivative Contracts upon the occurrence of certain events, such as the termination of employment or service, or pursuant to a right of first refusal;

(e) make any grant of funds or property to any organization or Person;

(f) create or authorize creation of, or provide a guaranty, pledge or other form of security for, any debt security or borrowed money if the aggregate indebtedness for borrowed money of this corporation and its subsidiaries following such action would exceed [$250,000] on a consolidated basis;

(g) amend, alter or repeal this corporation's Articles of Incorporation or Bylaws or any part thereof;

(h) change the authorized number of, or method of electing, directors of this corporation;

(i) engage an investment bank, placement agent or other financial advisor for any purpose;

(j) exclusively license or sublicense any intellectual property rights of the corporation;

(k) enter into or amend related party transactions, contracts or agreements with any officers of the corporation, or any members of their immediate families; or

(l) guaranty or otherwise act as a surety for the benefit of any third party (other than subsidiaries or affiliates of the corporation).

A "Change of Control Event" is (A) the closing of the sale, lease, transfer or other disposition of all or substantially all of this corporation's assets, (B) the consummation of the merger or consolidation of this corporation with or into another entity (except a merger or consolidation in which the Board of Directors of this corporation in office immediately prior to such transaction shall represent at least a majority of the authorized members of the board of directors of the surviving or resulting corporation), (C) the closing of the transfer (whether by merger, consolidation or otherwise), in one transaction or a series of related transactions, to a person or group of affiliated persons, of this corporation's memberships or Derivative Contracts, as a single class, if, after such closing, such person or group of affiliated persons would hold 50% or more of the outstanding memberships and Derivative Contracts as a single class of this corporation (or the surviving or acquiring entity), (D) the grant to a single entity (or group of affiliated entities) of an exclusive license to all or substantially all of this corporation's intellectual property that is used to generate all or substantially all of this corporation's revenues or (E) a liquidation, dissolution or winding up of this corporation; provided, however, that a transaction shall not constitute a Change of Control Event if its sole purpose is to change the state of this corporation's incorporation or to create a holding company that will be owned in substantially the same proportions by the persons who held this corporation's memberships or Derivative Contracts immediately prior to such transaction.

A "Person" is any individual, corporation, partnership, limited liability company, association or any other entity or organization.

Section 4.3 Number of Directors. The authorized number of Directors of the corporation shall be not less than three (3) and not more than fifteen (15), with the initial number of Directors being set at ten (10). The number may, subject to Section 4.2(h), be changed by the vote or written assent of a majority of the Directors then in office or, subject to Section 4.2(h), by an amendment of the Articles of Incorporation or by an amendment to these Bylaws.

Section 4.4 Selection and Tenure of Office. Pursuant to Corporations Code Section 7220(d), all of the Directors shall be designated by Holdco and shall serve at the pleasure of Holdco. Each Director shall serve for an indefinite term in accordance with Corporations Code Section 7220(d), provided, however, that if the Director is a Director of Holdco, then the Director shall serve for the same term as the Director serves on the Holdco Board of Directors.

Section 4.5 Vacancies. Any Director may resign effective on giving written notice to the Chair of the Board, the President, or the Secretary of the Board, unless the notice specifies a later time for the effectiveness of the resignation.

If the resignation is to take effect at some future time, a successor may be selected before that time, to take office when the resignation becomes effective.

Vacancies in the Board shall be filled by designation by Holdco. Each Director so designated shall hold office until the expiration of the term of the replaced Director and until a successor has been designated by Holdco.

A vacancy or vacancies in the Board shall be deemed to exist in case of the death, resignation or removal of any Director, or if the authorized number of Directors is increased.

The Board may declare vacant the office of a Director who has been declared of unsound mind by a final order of court, or convicted of a felony, or, in the case of a corporation holding assets in charitable trust, has been found by a final order or judgment of any court to have breached any duty arising under the law governing assets in charitable trust Corp C § 7238.

No reduction of the authorized number of Directors shall have the effect of removing any Director prior to the expiration of the Director's term of office.

Section 4.6 Removal of Directors. Any director designated by Holdco may be removed from office prior to expiration of the term of office with or without cause only by Holdco or with the written consent of Holdco.

Section 4.7 Place of Meetings; Written Consent; Alternative Means of Participation. Notwithstanding anything to the contrary provided in these Bylaws, any meeting (whether regular, special or adjourned) of the Board of Directors of the corporation may be held at any place within or without California that has been previously designated for that purpose by resolution or by the unanimous written consent of the Board.

Section 4.8 Regular Meetings. Regular meetings of the Board shall be held without call or notice if the time and place of the meetings are fixed in these bylaws or by the Board by resolution or by the unanimous written consent of the Board.

Section 4.9 Special Meetings. Special meetings of the Board of Directors may be called at any time by order of the Chair of the Board, or in his or her absence, any three (3) or more of the Directors.

Section 4.10 Notice of Special Meetings. Special meetings of the Board shall be held on four days notice by first class mail or a forty-eight hour notice given personally or by telephone, including a voice messaging system or other system or technology designed to record and communicate messages, telegraph, facsimile, electronic mail, or other electronic means. The notice shall be addressed or delivered to each Director or at the Director's address as it is shown on the records of the corporation, or as may have been given to the corporation by the Director for purposes of notice or, if the address is not shown on the records, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held.

Section 4.11 Quorum. Except as otherwise provided herein, a majority of the authorized number of Directors shall constitute a quorum except when a vacancy or vacancies prevents a majority, whereupon a majority of the Directors in office shall constitute a quorum, provided a majority shall constitute either one third of the authorized number of Directors or at least two Directors, whichever is larger, or unless the authorized number of Directors is only one. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Except as the Articles of Incorporation, these Bylaws, and the California Nonprofit Mutual Benefit Corporation Law may provide, the act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be the act of the Board of Directors.

Section 4.12 Participation in Meetings by Conference Telephone. Members of the Board may participate in a meeting through use of conference telephone, electronic video screen communications, or other communications equipment, so long as all members participating in the meeting can communicate with all of the other members concurrently, each member is provided the means of participating in all matters before the board, including the capacity to propose, or to interpose an objection, to a specific action to be taken, and the corporation adopts and implements some means of verifying that the person communicating by telephone, electronic video screen, or other communications equipment is a director entitled to participate in the board meeting, and that all statements, questions, actions, or votes were made by that director and not by another person not permitted to participate as a director.

Section 4.13 Waiver of Notice. Notice of a meeting need not be given to any Director who signs a waiver of notice or a written consent to holding the meeting or an approval of the minutes of the meeting, whether before or after the meeting, or who attends the meeting without protesting, prior to the meeting or at its commencement, the lack of notice to the Director. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Section 4.14 Adjournment. A majority of the Directors present, whether or not a quorum is present, may adjourn any Directors meeting to another time and place. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place be filed at the meeting adjourned, except as provided in the next sentence. If the meeting is adjourned for more than 24 hours, notice of any adjourn to another time or place shall be given prior to the time of the adjourned meeting to the Directors who were not present at the time of the adjournment.

Section 4.15 Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to the action. The consent or consents shall have the same effect as a unanimous vote of the Board and shall be filed with the minutes of proceedings of the Board.

Section 4.16 Rights of Inspection. Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records and documents of every kind and to inspect the physical properties of the corporation of which the person is a Director, for a purpose reasonably related to the person's interest as a Director.

Section 4.17 Official Board Committees. Committees of the Board may be appointed by resolution passed by a majority of the whole Board. Committees shall be composed of two or more members of the Board, and shall have the powers of the Board as may be expressly delegated to it by resolution of the Board of Directors, except with respect to:

(a) The approval of any action for which the California Nonprofit Mutual Benefit Corporation Law also requires members' approval (must be approved by the Board as a whole);

(b) The filling of vacancies on the Board or on any committee;

(c) The fixing of compensation of the Directors for serving on the Board or on any committee;

(d) The amendment or repeal of Bylaws or the adoption of new Bylaws;

(e) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable;

(f) The appointment of other committees of the Board or the members thereof;

(g) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or

(h) The approval of any self-dealing transaction, as these self-dealing transactions are defined in Corporations Code section 7233(a).

Any committee may be designated an Executive Committee or by another name as the Board shall specify. The Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any prescription, the committee shall have the power to prescribe the manner in which its proceeding shall be conducted. Unless the Board or the committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provision of this Article applicable to meetings and actions of the Board. Minutes shall be kept of each meeting of each committee.

Section 4.18 Public Policy Committee. The corporation shall maintain a Public Policy Committee which shall include such members, address such topics, and operate in such manner as required by the Knox-Keene Health Care Service Plan Act of 1975, as amended, and the regulations promulgated thereunder.

Section 4.19 Fees and Compensation. Directors (as such) may receive compensation for their services as Directors. Directors may receive a reasonable allowance for personal services actually rendered pursuant to resolution passed by a majority vote at a regular or special meeting of the Directors; reimbursement for expenses as may be fixed or determined by the Board. Directors may serve the organization in some other capacity for which compensation is paid.

ARTICLE 5

OFFICERS

Section 5.1 Officers. The officers of the corporation shall be a Chair of the Board, a President, or both, a Secretary, and a Chief Financial Officer. The corporation may also have, at the discretion of the Board of Directors, one or more Vice Presidents, one or more Assistant Secretaries, and other officers as may be appointed in accordance with the provisions of Section 5.3 of this Article. One person may hold two or more offices, except that neither the Secretary

nor the Chief Financial Officer may serve concurrently as the President or the Chair of the Board.

Section 5.2 Election. The officers of the corporation, except those officers as may be appointed in accordance with the provisions of Section 5.3 or Section 5.5 of this Article, shall be chosen annually by, and shall serve at the pleasure of, the Board of Directors, subject to the rights, if any, of an officer under any contract of employment. Each officer shall hold his or her office until he or she resigns, is removed, or becomes otherwise disqualified to serve, or until his or her successor is elected and qualified.

Section 5.3 Subordinate Officers. The Board of Directors may appoint, and may empower the President to appoint, other officers as the business of the corporation may require, each of whom shall hold office for the period, have authority, and perform duties as are provided in the Bylaws or as the Board of Directors may from time to time determine.

Section 5.4 Removal and Resignation. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, or except in case of an officer chosen by the Board of Directors, by any officer on whom the power of removal may be conferred by the Board of Directors.

Any officer may resign at any time, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party, by giving written notice to the Board of Directors, or to the President, or to the Secretary of the corporation. The resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice; and, unless otherwise specified in the notice, the acceptance of the resignation shall not be necessary to make it effective.

Section 5.5 Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled in the manner prescribed in the Bylaws for regular election or appointment to the office, provided that the vacancies shall be filled as they occur and not on an annual basis.

Section 5.6 Inability to Act. In the case of absence or inability to act of any officer of the corporation and of any person herein authorized to act in his or her place, the Board of Directors may from time to time delegate the powers or duties of the officer to any other officer, or any director or other person whom the Board may select.

Section 5.7 Chair of the Board. The Chair of the Board, if there shall be one, shall, if present, preside at all meetings of the Board of Directors, and exercise and perform other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws.

Section 5.8 President. Subject to supervisory powers, if any, as may be given by the Board of Directors to the Chair of the Board, if there be one, the President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, have general supervision, direction, and control of the activities and Officers of the corporation. In the absence of the Chair of the Board, or if there is none, the President shall preside at all meetings of the Board of Directors. Except for any committees that must be comprised

exclusively of independent Directors, the President shall be ex-officio a member of all the standing committees, including the Executive Committee, if any, and shall have the general powers and duties of management usually vested in the office of a President of a corporation, and shall have other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

Section 5.9 Vice President. In the absence or disability of the President, the Vice Presidents, in order of their rank as fixed by the Board of Directors, or if not ranked, the Vice President designated by the Board of Directors, shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice Presidents shall have other powers and perform other duties as from time to time may be prescribed for them respectively by the Board of Directors or the Bylaws.

Section 5.10 Secretary. The Secretary shall keep, or cause to be kept, a book of minutes at the principal office or other place as the Board of Directors may order, of all meetings the Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting given, the names of those present at the members, the Board and committees' meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the State of California and the original and a copy of the corporation's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the Board and any committees of the Board required by these Bylaws or by law to be given, shall keep the seal of the corporation in safe custody, and shall have other powers and perform other duties as prescribed by the Board.

The Secretary shall also keep, or cause to be kept, a book of minutes at the principal office or other place as the Board may order, of all meetings with the time and place of holding, whether regular or special, and if special, how authorized, the notice of the meeting, the names of those present at meetings, and the proceedings thereof. The Secretary shall give, or cause to be given, notice of all meetings of the Directors required by these Bylaws.

Section 5.11 Treasurer and Chief Financial Officer. The Treasurer shall be the Chief Financial Officer of the corporation and shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the corporation. The books of account shall at all reasonable times be open to inspection by any Director.

The Treasurer shall deposit all monies and other valuables in the name and to the credit of the corporation with depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the corporation as may be ordered by the Board of Directors, shall render to the President and the Directors, whenever they request it, an account of all of his or her transactions and of the financial condition of the corporation, and shall have other powers and perform other duties as may be prescribed by the Board of Directors.

Section 5.12 Assistant Treasurer. At the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer shall perform all the duties of the Treasurer, and

when so acting, shall have all the powers of, and be subject to all the restrictions on, the Treasurer.

Section 5.13 Salaries. The salaries of the Officers shall be fixed from time to time by the Board of Directors, or a committee duly authorized by the Board of Directors, and no Officer shall be prevented from receiving the salary by reason of the fact that the Officer is also a Director of the corporation.

ARTICLE 6

OTHER PROVISIONS

Section 6.1 Endorsement of Documents; Contracts. Subject to the provisions of applicable law, any note, mortgage, evidence of indebtedness, contract, conveyance, or other instrument in writing and any assignment or endorsement thereof executed or entered into between this corporation and any other person, when signed by any one of the Chair of the Board, the President, or any Vice President, and any one of the Secretary, any Assistant Secretary, the Treasurer or any Assistant Treasurer of this corporation shall be valid and binding on this corporation in the absence of actual knowledge on the part of the other person that the signing Officers had no authority to execute the same.

The Board of Directors, except as otherwise provided in the Bylaws, may authorize any officer or officers, agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the corporation. This authority may be general or confined to specific instances. Unless so authorized by the Board of Directors, and except as provided in this Section, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or agreement, or to pledge its credit, or to render it liable for any purpose or to any amount.

Section 6.2 Representation of Shares of Other Corporations. The President or any other officer or officers authorized by the Board or the President are each authorized to vote, represent and exercise on behalf of the corporation all rights incident to any and all shares of any other corporation or corporations standing in the name of the corporation. The authority herein granted may be exercise either by any officer in person or by any other person authorized to do so in proxy or power of attorney duly executed by the officer.

Section 6.3 Construction and Definitions. Unless the context otherwise requires, the general provisions, rules of constructions, and definitions contained in the General Provisions of the California Nonprofit Corporation Law and in the California Nonprofit Mutual Benefit Corporation Law shall govern the construction of these Bylaws.

Section 6.4 Amendments. Subject to Section 4.2(g), these Bylaws may be amended or repealed in whole or in part, and new Bylaws adopted by the Board of Directors.

Section 6.5 Record of Amendments. Whenever an amendment or new Bylaw is adopted, it shall be copied in the Book of Minutes with the original Bylaws, in the appropriate place. If any Bylaw is repealed, the fact of repeal with the date of the meeting at which the repeal was enacted or written assent was filed shall be stated in the Book.

ARTICLE 7

INDEMNIFICATION AND INSURANCE

Section 7.1 Right to Indemnification of Officers and Directors. Each person who was or is made a party or is threatened to be made a party to or is otherwise involved in any threatened, pending or completed action or proceeding (each a "proceeding"), by reason of the fact that he or she is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise (hereinafter an "indemnitee"), shall be indemnified and held harmless by the corporation to the fullest extent permissible under California law. The amount of such indemnity shall be as much as the Board determines and finds to be reasonable, or, if required by California law, the amount of such indemnity as the court, if application is made to it, determines and finds to be reasonable.

Section 7.2 Right to Advancement of Expenses. In addition to the right to indemnification conferred in Section 7.1, and to the fullest extent permitted by law, an indemnitee shall also have the right to be paid by the corporation the expenses (including attorney's fees and expenses) incurred in defending any claim, action, suit or proceeding (with respect to which a right to indemnification is conferred by this Article in advance of its final disposition (hereinafter an "advancement of expenses"); provided, however, that, if the California Nonprofit Mutual Benefit Corporation Law or a determination by the Board of Directors (in its sole discretion) requires, the payment of such expenses incurred by any such indemnitee in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such indemnitee, to repay all amounts so advanced unless it shall be determined ultimately that the indemnitee is entitled to be indemnification as authorized herein.

Section 7.3 Non-Exclusivity of Rights. The rights to indemnification and to the advancement of expenses conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, the Articles of Incorporation, these Bylaws, agreement, vote of disinterested directors of otherwise.

Section 7.4 Insurance. The corporation shall have the right to purchase and maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust, enterprise or entity against any expense, liability, damage, claim or loss, whether or not the corporation would have the power to indemnify such person against such expense, liability, damage, claim or loss under the California Nonprofit Mutual Public Benefit Corporation Law; provided, however, that the Corporation shall have no power to purchase and maintain such insurance to indemnify any such person for a violation of Corporations Code section 5233, made applicable by Corporations Code section 7238.

Section 7.5 Indemnification of Employees and Agents of the Corporation. Nothing herein contained shall limit the right of the corporation, in the specific case and as provided under California law to indemnify and/or advance expenses to any employees or agents of the

corporation who are made parties, or threatened to made parties to any proceeding by reason of the fact that such person is or was in employee or agent of the corporation.

Section 7.6 Nature of Rights. The rights conferred upon indemnitees in this Article shall be contract rights and such rights shall continue as to an indemnitee who has ceased to be a director, officer, trustee or agent and shall inure to the benefit of the indemnitee's heirs, executors and administrators. Any amendment, alteration or repeal of this Article that adversely affects any right of an indemnitee or its successors shall be prospective only and shall not limit or eliminate any such right with respect to any proceeding involving any occurrence or alleged occurrence of any action or omission to act that took place prior to such amendment, alteration or repeal.

Section 7.7 Certain Limitations of Indemnification. In no case may the corporation indemnify or reimburse any person for any taxes on such individual under section 4958 of the Internal Revenue Code of 1986 as it presently exists or may hereafter be amended, or under the comparable or corresponding provisions of any future U.S. internal revenue laws.

Section 7.8 Indemnification from Other Sources. The corporation's obligation, if any, to indemnify any indemnitee must be reduced by any amount such indemnitee collects as indemnification from any other source.

Section 7.9 Fiduciaries of Corporate Employee Benefit Plan. This Article does not apply to any proceeding against any trustee, investment manager or other fiduciary of an employee benefit plan in that person's capacity as such, even though that person may also be an agent of the corporation. Nothing contained in this Article shall limit any right to indemnification to which such a trustee, investment manager or other fiduciary may be entitled by contract or otherwise, which shall be enforceable to the extent permitted by applicable law. The corporation shall have power to indemnify the trustee, investment manager, or other fiduciary to the extent permitted by Corporations Code section 207(f).

Section 7.10 Savings Clause. If this Article or any portion of it is invalidated on any ground by a court or competent jurisdiction, the corporation nevertheless indemnifies each indemnitee of the corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE 8

RECEIPT, INVESTMENT, AND DISBURSEMENT OF FUNDS

Section 8.1 The corporation shall receive all monies, other properties, or both, transferred to it for the purposes for which the corporation was formed (as shown by the Articles of Incorporation). However, nothing contained herein shall require the Board of Directors to accept or receive any money or property of any kind if it shall determine in its discretion that receipt of the money or property is contrary to the expressed purposes of the corporation as shown by these Articles.

Section 8.2 The corporation shall hold, manage, and disburse any funds or properties received by it from any source in a manner that is consistent with the expressed purposes of this corporation.

ARTICLE 9

CORPORATE RECORDS AND REPORTS

Section 9.1 Records. The corporation shall maintain adequate and correct accounts, books, and records of its business and properties. All the books, records, and accounts shall be kept at its principal place of business in California, as fixed by the Board of Directors from time to time.

Section 9.2 Inspection of Books and Records. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation, and also of its subsidiary organizations, if any.

Section 9.3 Certification and Inspection of Bylaws. The original or a copy of these Bylaws, as amended or otherwise altered to date, certified by the Secretary, shall be open to inspection by the Directors of the corporation at all reasonable times during office hours.

ARTICLE 10

DISSOLUTION

On dissolution of this corporation, the Board of Directors shall cause the corporation's assets to be distributed in the manner specified in the Articles of Incorporation and these Bylaws.

CERTIFICATE OF ADOPTION

OF

AMENDED AND RESTATED

BYLAWS

CARE 1ST HEALTH PLAN

The undersigned, constituting the board of directors of Care 1st Health Plan, hereby adopt the foregoing bylaws as the Bylaws of said corporation.

Dated as of [_____], 2015.

_____
Robert Lee, Chairman

_____
Doug Busch

_____
Kristina M. Leslie

_____
Gary Cohen

_____
Paul Markovich

_____
Evelyn Dilsaver

_____
Leon E. Panetta

_____
Hector Flores, M.D.

_____
Mohammad H. Qayoumi, Ph.D.

_____
Alan Fohrer

THIS IS TO CERTIFY:

That I am the duly elected, qualified and acting Secretary of Care 1st Health Plan, a California nonprofit mutual benefit corporation, and that the foregoing bylaws, consisting of [thirteen (13)] pages, were adopted as the Bylaws of said corporation effective [_____], 2015 pursuant to the unanimous vote of the directors in a regularly called meeting. These Bylaws are, as of the date of this certification, the duly adopted and existing Bylaws of this corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of [_____], 2015.

_____

Seth A. Jacobs, Secretary