

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
THE FOUNDATION FOR A HEALTHY KENTUCKY, INC.**

THE FOUNDATION FOR A HEALTHY KENTUCKY, INC. (the "Corporation"), a nonprofit corporation organized and existing under the Kentucky Nonprofit Corporation Acts, as amended, KRS 273.161 to 273.390, states as follows pursuant to KRS 273.267:

1. The name of the corporation is THE FOUNDATION FOR A HEALTHY KENTUCKY, INC.

2. The Corporation has no members entitled to vote on the following amendments to the Corporation's Articles of Incorporation (the "Articles of Amendment").

3. At a meeting of the Board of Directors of the Corporation held on February 9 2004, the Articles of Amendment were adopted by vote of a majority of the Corporation's directors in office on the date of such meeting:

Article IV of the Corporation's Articles of Incorporation is hereby amended and restated in its entirety as follows:

"ARTICLE IV

Mailing Address

The mailing address of the Corporation's principal office is:

9300 Shelbyville Road, Suite 1305
Louisville, KY 40222"

The sixth, seventh, and eighth sentences of Article VI are hereby amended and restated in their entirety as follows:

"In addition, Gubernatorial and Anthem, Inc. Appointed Directors (as defined in the Bylaws) may be removed, with or without cause, at any time, by the office or organization that appointed such Director. In addition, any Community Advisory Committee Appointment Subcommittee Appointed Director or Elected Director (as defined in the Bylaws) who ceases to be a resident of Kentucky shall immediately cease to be a Director. In addition, any Representative Director (as defined in the Bylaws) who ceases to be a resident of the Supreme Court District (as defined in the Bylaws) that he or she represents shall immediately cease to be a Director."

The first sentence of Article IX is hereby amended and restated in its entirety as follows:

“Each person who is or was a Director, officer, employee, committee member, Community Advisory Committee member, or volunteer of the Corporation, whether elected or appointed, including the heirs, executors, administrators or estate of any such person, shall be indemnified by the Corporation to the full amount against any liability, and the reasonable cost, or expense (including attorneys’ fees, monetary or other judgments, fines, excise taxes or penalties and amounts paid or to be paid in settlement) incurred by such person in such person’s capacity as a Director, officer, employee or committee member; provided, however, that no such person shall be indemnified against any such liability, cost or expense incurred in connection with any action, suit or proceeding in which such person shall have been adjudged liable on the basis that such person’s personal financial interest is in conflict with the financial interests of the Corporation, personal benefit was improperly received by such person, or such person engaged in acts or omissions not in good faith or which involved intentional misconduct or were known to the Director to be a violation of law, or if such indemnification would be prohibited by law.”

4. The Articles of Amendment shall take effect upon their filing with the Secretary of State of the Commonwealth of Kentucky.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK;
SIGNATURE PAGE FOLLOWS.]

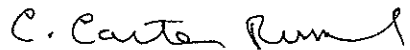
IN WITNESS WHEREOF, the undersigned duly authorized officer hereby executes these Articles of Amendment on behalf of the Corporation on this 11th day of July, 2006.

"Corporation"

THE FOUNDATION FOR A HEALTHY KENTUCKY, INC.
a Kentucky nonprofit corporation

By: 
Mark B. Carter, Treasurer

This Instrument Prepared By:


C. Carter Ruml
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