

MAY 30 2002

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
THE CALIFORNIA ENDOWMENT

BILL JONES, Secretary of State

ROBERT K. ROSS, M.D., and CELIA LOMBARD hereby certify that:

1. They are the President and Secretary, respectively of THE CALIFORNIA ENDOWMENT, a California nonprofit public benefit corporation (Corp. No. 1930013).
2. ARTICLE IV of the Articles of Incorporation of this corporation is amended to read as follows:

ARTICLE IV

A. 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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

B. The property of this corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person.

C. 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 of 1986, as amended.

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation and the Attorney General of the State of California.
4. This corporation has no members.

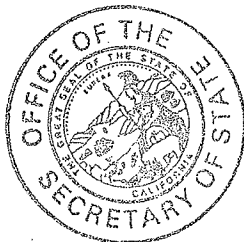
We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge and that this declaration was executed on April 24, 2002, at Riverside, California.

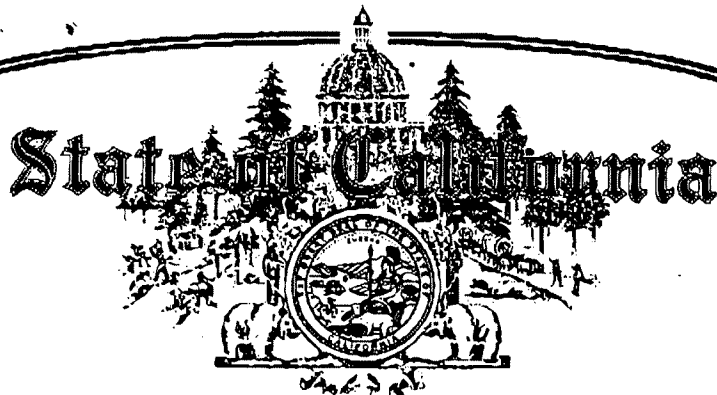


ROBERT K. ROSS, President



CELIA LOMBARD, Secretary





A476314

SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAY 21 1996



Bill Jones

Secretary of State

A476314

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
WESTERN FOUNDATION FOR HEALTH IMPROVEMENT

ENDORSED - FILED
in the office of the Secretary of State
of the State of California
MAY 21 1996
BILL JONES, Secretary of State

ROBERT T. KNIGHT and GAIL C. WATTS hereby certify that:

1. They are the President and Secretary, respectively, of WESTERN FOUNDATION FOR HEALTH IMPROVEMENT, a California nonprofit public benefit corporation (Corp. No. 1930013).

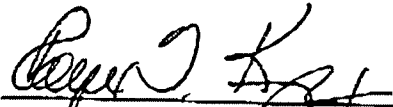
2. Article I of the Articles of Incorporation of this corporation is amended to read as follows:

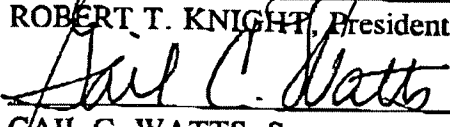
"ARTICLE I: The name of this corporation is The California Endowment."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors of this corporation.

4. This corporation has no members.

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 and that this declaration was executed on May 7, 1996 at Woodland Hills, California.



ROBERT T. KNIGHT, President


GAIL C. WATTS, Secretary

A475749

**CERTIFICATE OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
WESTERN FOUNDATION FOR HEALTH IMPROVEMENT**

ROBERT T. KNIGHT and GAIL C. WATTS hereby certify that:

1. They are the President and Secretary, respectively, of WESTERN FOUNDATION FOR HEALTH IMPROVEMENT, a California nonprofit public benefit corporation (Corp. No. 1930013).

2. The Articles of Incorporation of this corporation shall be amended and restated to read in their entirety as follows:

***AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WESTERN FOUNDATION FOR HEALTH IMPROVEMENT**

ARTICLE I

The name of this corporation is Western Foundation for Health Improvement.

ARTICLE 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 California Nonprofit Public Benefit Corporation Law for charitable and public purposes.

B. The specific purposes of this corporation are to promote the availability of and access to quality and affordable health care and related services to the people of the State of California, including, without limitation (i) to improve the availability of and access to such care and services to the uninsured, underinsured and other underserved populations and to improve the health status of all Californians, (ii) to develop and maintain initiatives to address short term and long term health care needs and concerns, (iii) to provide grants and establish programs to carry out such purposes and (iv) otherwise to serve the health care needs of the people of the State of California.

**ENDORSED
FILED**

*In the office of the Secretary of State
of the State of California*

MAY 9 1996

Bill Jones
BILL JONES, Secretary of State

ARTICLE III

A. This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

B. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the 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 of 1986, as amended, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended.

ARTICLE IV

A. 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 in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

B. The property of this corporation is irrevocably dedicated to charitable, scientific or educational purposes. No part of the net income or assets of this corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person.

C. 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 or public purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE V

A. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, as amended.

B. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, as amended.

C. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, as amended.

D. The corporation will not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, as amended.

E. The corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, as amended.

ARTICLE VI

This corporation shall have no members.



ARTICLE VII

Pursuant to the Order dated March 5, 1996 of the Department of Corporations of the State of California in the matter of Blue Cross of California, except for an amendment to change the name of this corporation, these Articles of Incorporation may not be amended without the prior consent of the California Attorney General. The Attorney General's consent must be in writing and may state that the Attorney General either approves or will not oppose the amendment. In determining what action to take with respect to the proposed amendment, the Attorney General may consider the standards set forth in such Order and the attachments thereto."

3. The foregoing amendment and restatement of the Articles of Incorporation of this corporation has been duly approved by the Board of Directors of this corporation.

4. This corporation has no members.

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 and that this declaration was executed on May 7, 1996 at Woodland Hills, California.


ROBERT T. KNIGHT, President

GAIL C. WATTS, Secretary