

ACTION OF THE BOARD OF DIRECTORS

OF

KENTUCKY E-HEALTH CORPORATION

TAKEN BY UNANIMOUS WRITTEN CONSENT IN LIEU OF ORGANIZATIONAL MEETING

October 1, 2007

Pursuant to KRS 273.377, the members of the Board of Directors of **KENTUCKY E-HEALTH CORPORATION**, a Kentucky nonprofit corporation ("Corporation"), hereby unanimously adopt the following preamble and resolutions and consent to the corporate actions contemplated thereby:

WHEREAS, the Directors wish to take all steps necessary and proper to establish the Corporation and operate the same in compliance with all Federal and State laws,

NOW, THEREFORE, BE IT:

FILING OF ARTICLES OF INCORPORATION

RESOLVED, that the Corporation's Articles of Incorporation filed with the Kentucky Secretary of State on September 5, 2007, which Articles shall also be filed with the Franklin County Clerk, be inserted into the corporate minute book as part of the Corporation's permanent records.

ADOPTION OF BYLAWS

RESOLVED, that the proposed Bylaws for the Corporation, a copy of which has been reviewed by each of the undersigned, are hereby approved and adopted as the Bylaws of the Corporation, and a copy of such Bylaws shall be inserted into the Corporate minute book as part of the Corporation's permanent records.

ELECTION OF OFFICERS

RESOLVED, that each of the following individuals be elected to the office set forth below opposite each of their respective names, to hold such office for as long as the Board of Directors may see fit, or the first annual meeting of the Board of Directors, whichever comes first and except as otherwise provided in the Bylaws:

<u>Name</u>	<u>Office</u>
Trudi Matthews	President
Shawn Crouch	Vice President
Jeff Rose	Secretary
Bernice Bogle	Treasurer

APPOINTMENT OF ADDITIONAL DIRECTORS

RESOLVED, that each of the following individuals be elected to serve as additional Directors of the Corporation for terms as provided for by the Bylaws herein adopted:

<u>Name</u>	<u>Constituency</u>	<u>Address</u>
Trudi Matthews	Cabinet for Health and Family Services	275 E Main Street, 5W-A Frankfort, KY 40621
Baretta Casey, MD	Practitioner	171 Cedar Hills Drive Pikeville, KY 41501
Amey Hugg, RPH	Practitioner	14034 Worthington Lane Prospect, KY 40059
Mike Lorch	Payor	4203 Machupe Drive Louisville, KY 40241
Janna Meek	Payor	6507 Hypoint Ridge Road Crestwood, KY 40014
Susan Miller	Provider	1350 River Circle Drive Richmond, KY 40475
Thomas Kmetz	Provider	4201 Maryknoll Lane Louisville, KY 40207

Elizabeth Regan Consumer 310 Vilage Drive
Morehead, KY 40351

Preston Gorman KHIP AG Chair 2285 Sunningdale Drive
Lexington, KY 40509

BANK RESOLUTIONS

RESOLVED, that the appropriate officers of the Corporation are hereby authorized and directed to establish depository and checking accounts on behalf and in the name of the Corporation at such banks ("Depositories") as shall be selected by them in their sole discretion, consistent with Bylaws; and

ORGANIZATIONAL EXPENSES; CORPORATE BOOKS

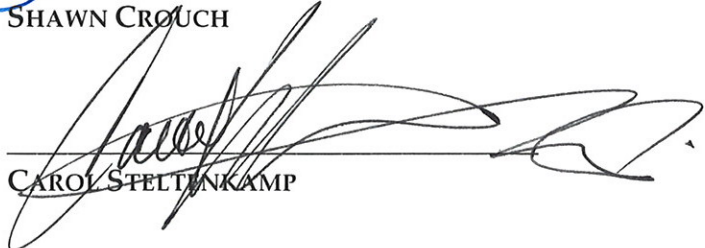
RESOLVED, that the Corporation's Treasurer shall cause all fees and expenses incident and necessary to the organization of the Corporation to be paid, and the Secretary and Treasurer shall procure all books necessary to keep the Corporation's records and books of account.

FISCAL YEAR

RESOLVED, that the fiscal year of the Corporation shall end on the last day of December in each year.

WITNESS, the signatures of the undersigned, who are all of the directors of the Corporation, effective as of the date first written above.


SHAWN CROUCH


CAROL STELTENKAMP


LARRY COOK