

ARTICLES OF INCORPORATION

of

The Intercompany Long Term Care Insurance Conference Association, Inc.

- I. The name of this corporation is **The Intercompany Long Term Care Insurance Conference Association, Inc.** The corporation may be referred to as the "ILTCI."
- 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 Nonprofit Public Benefit Corporation Law for public and charitable purposes.
 - B. The specific purposes of this corporation are to:
 1. Provide educational events, including an annual conference, for representatives of the long term care insurance community and other strategic allies, including providers, public policy institutions, professional organizations, federal, state, and local government agencies, and the public.
 2. Provide a network and opportunities through which persons with an interest in long term care, long term care insurance, or long term care financing, can communicate and share information about skills and skill development, current and/or proposed methodology, tools, technology, and organizational issues.
 3. Increase public awareness of long term care needs and financing options.
 4. Foster research, reports, meetings, and workshops addressing funding mechanisms for long term care services.
 5. Foster alliances between public and private sectors to seek solutions for the catastrophic long term care risks facing American society and to lessen the costs borne by federal and state governments under current funding mechanisms.
 6. Foster alliances between public and private sectors to help educate the American public on the nature of long term care risks and their financial implications.

III. The name and address in the State of California of this corporation's initial agent for service of process is:

James M. Glickman
21600 Oxnard Street, Suite 1500
Woodland Hills, CA 91367

IV.

- A. This corporation is organized as a tax-exempt organization as described in Section 501(a) of the Internal Revenue Code of 1986 (the "Code"), as identified in Section 501(c)(3) of the Code.
- B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Code, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

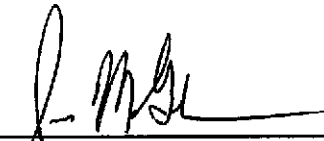
V.

- A. The property of this corporation is irrevocably dedicated to public and charitable educational and scientific purposes.
- B. No part of the net income or assets of this corporation shall inure to the benefit of, or be distributable to any director, officer or member thereof or to the benefit of any private person.
- C. Upon 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 public and charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States Internal Revenue law.
- D. Notwithstanding any other provisions in these Articles, at all times when the corporation is a private foundation within the meaning of Section 509 of the Code, it shall be subject to the following additional restrictions:
 - 1. It shall distribute its income at such times and in such manner as not to subject it to any tax under Section 4942 of the Code.
 - 2. It shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
 - 3. It shall not retain excess business holdings as defined in Section 4943(c) of the Code.
 - 4. It shall not make any investments as would subject it to tax under Section

4944 of the Code.

5. It shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

DATED: September 21, 2005



James M. Glickman, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which is my act and deed.

