

**ARTICLES OF AMENDMENT
of the
ARTICLES OF INCORPORATION
of
HEALTHEWAY, INC.**

1. Name of Corporation. The name of the corporation is Healtheway, Inc.
2. Text of Amendments. The text of the amendments adopted is as follows:
 - A. The provisions of Article IV, Section 3 are amended and restated to read as follows:

Section 3. Election or Appointment.

- (1) At-large directors shall be elected by the affirmative vote of a majority of the directors.
- (2) The Coordinating Committee shall have the right to appoint no more than three individuals who are familiar with the operation of the eHealth Exchange to serve as directors of the corporation. The Coordinating Committee shall provide written notice to the President naming the individuals who are appointed. The term “Coordinating Committee” shall have the meaning ascribed to it in Article II Section 1 of the Amended and Restated Articles of Incorporation dated July 31, 2012. The term “eHealth Exchange” means the multi-party health information exchange activity that was created by the Office of the National Coordinator for Health Information Technology, United States Department of Health and Human Services and is now operating pursuant to the multi-party data sharing agreement called the Data Use Reciprocal and Support Agreement (DURSA).
- (3) The Carequality Steering Committee shall have the right to appoint no more than three individuals who are familiar with the operation of the Carequality Initiative to serve as directors of the corporation. The Carequality Steering Committee shall provide written notice to the President naming the individuals who are appointed. The term “Carequality Steering Committee” shall mean the governing body of the Carequality Initiative which is an unincorporated association composed of electronic medical record vendors, health systems and health information exchange organizations for the purpose of promoting the interoperability of electronic health information networks in order to improve the quality of health care while lowering the cost of that care.
- (4) All other directors shall be elected by the members entitled to vote or if there are no members entitled to vote, by the affirmative vote of a majority of the directors.
- (5) Directors elected to fill vacancies on the board of directors shall be elected by the affirmative vote of a majority of the directors except for vacancies in those directors appointed by (i) the Coordinating Committee, which shall be filled by the Coordinating Committee or (ii) the Carequality Steering Committee, which shall be filled by the Carequality Steering Committee.

B. Article IV, Section 4 is repealed in its entirety.

C. The provisions of Article IV, Section 5 are amended and restated to read as follows:

- (1) Directors elected by the members shall hold office until the third annual meeting of the members following the annual meeting of the members at which they are elected and until their successors are elected and qualify.
- (2) At-large-directors shall hold office until the third annual meeting of the directors following the annual meeting at which they are elected and until their successors are elected and qualify.
- (3) Directors appointed by the Coordinating Committee shall hold office for three years following the meeting of the directors at which their appointment is effective.
- (4) Directors appointed by the Carequality Steering Committee shall hold office for three years following the meeting of the directors at which their appointment is effective.

3. Date of Adoption. The amendments were adopted on November 24, 2015.

4. Adoption by Directors. The amendments were adopted by the vote of more than two-thirds of the directors in office, there being no members having the right to vote on the amendments.

Date: November 24, 2015

Healtheway, Inc.

By _____
Michael Matthews
President