

ARTICLES OF AMENDMENT
of the Amended and Restated Articles of Incorporation of
HEALTHEWAY, INC.

1. Name of Corporation. The name of the corporation is Healtheway, Inc.
2. Text of Amendment. The text of the amendments adopted are as follows:
 - i. The Amended and Restated Articles of Incorporation of the Corporation dated July 21, 2012 are hereby amended by restating Article IV, Section 3 to read as follows:


Section 3. Election or Appointment.

- (1) Ex officio directors and at-large directors shall be elected by the affirmative vote of a majority of the directors.
 - (2) Directors representing the Coordinating Committee shall be elected by the Coordinating Committee in a manner determined by the Coordinating Committee.
 - (3) Directors representing the Carequality Steering Committee shall be elected by the Carequality Steering Committee in a manner determined by the Carequality Steering Committee.
 - (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 representing (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.
- ii. The Amended and Restated Articles of Incorporation of the Corporation dated July 21, 2012 are hereby amended by restating Article IV, Section 5(2) to read as follows:
 - (2) Initial Terms: Solely for the purposes of beginning to stagger the terms of the directors, the initial voting directors shall have the following terms:
 - a. Initial directors elected by the members: Directors elected by the members shall be divided into three groups with as nearly an equal number of directors as possible in each group. The first director in each group shall initially serve for a term of one year, the second director in each group shall initially serve for a term of two years and the third director shall initially serve for a term of three years.

- b. Initial directors appointed by the Coordinating Committee: The Coordinating Committee shall assign each director that it appoints to one of the groups of directors established pursuant to Section 5(1) of these Articles. No group shall have more than one director appointed by the Coordinating Committee.
 - c. Initial directors appointed by the Carequality Steering Committee: The Carequality Steering Committee shall assign each director that it appoints to one of the groups of directors established pursuant to Section 5(1) of these Articles. No group shall have more than one director appointed by the Carequality Steering Committee.
 - d. Initial at-large directors: The board of directors will assign an initial term to each at-large director at the time the at-large director is elected.
3. Date of Adoption. The amendment was adopted on June 4th, 2014.
4. Adoption by Members. The amendment was proposed by the Board of Directors and submitted to the Members in accordance with the Virginia Non-Stock Corporation Act. There was a duly called meeting of the Members at which quorum of the Members entitled to vote on the amendment was present. At such meeting, a total of **18** undisputed votes were cast for the amendment by the Members, which number was sufficient for approval of the amendment by the Members.

Date: JUNE 11, 2014

Healtheway, Inc.

By  _____
Michael Matthews
President