

**AMENDED AND RESTATED  
BYLAWS OF  
VSP VISION CARE, INC.,  
A VIRGINIA NOT-FOR-PROFIT CORPORATION**

**PURPOSE DECLARATION**

This Corporation shall operate as a nonprofit corporation and shall be organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision. The Corporation shall maintain and operate a voluntary nonprofit vision care plan to provide care to subscribers to such plan under contracts which entitle the subscribers to certain eye care; to provide eye care to medically underserved persons, whether or not subscribers to such plan; to provide public education regarding vision and vision care; to perform such services in a manner that benefits the community; and to engage in any and all lawful activities necessary and incidental thereto. The Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from tax under Section 501(c)(4) of the Code.

No part of the Corporation's net earnings shall inure to the benefit of any Director or officer of the Corporation, or of any private individual, within the meaning of Section 501(c)(4) of the Code. No Director, officer, or any private individual shall be entitled to share in the distribution of any corporate assets or in any surplus; such surplus, if any, shall be used by the Corporation exclusively for the promotion of social welfare, including specifically improving and expanding the services it makes available to its subscriber members and others, provided, however that the payment of compensation and expenses to an individual, partnership, or organizations for services actually rendered or to be rendered to the Corporation shall not be

deemed to be profit or surplus of the Corporation.

## ARTICLE I

### PURPOSE

The Corporation is organized to establish, maintain and operate a nonprofit vision service plan and to do everything necessary and incidental or appropriate for the performance and fulfillment of this objective and purpose. The Corporation shall not have or issue shares of stock or pay dividends.

## ARTICLE II

### OFFICES

The Corporation shall have such offices as the Board of Directors may designate.

## ARTICLE III

### MEMBERS

1. Voting Member. There shall be one class of members possessing all of the voting power of the membership. This class shall be known as Voting Members and shall comprise a sole Voting Member, Vision Service Plan (formerly known as California Vision Service), a California nonprofit corporation or its successors and assigns. The Voting Member shall be entitled to one (1) vote on all matters submitted or required to be submitted to Voting Members.

The Voting Member shall be bound at all times by the provisions of these Bylaws. The Voting Member shall not be subject to assessment or be in any way liable for the debts of the Corporation.

2. Participating Members. Participating Members shall render services to subscribers, as well as recipients and beneficiaries of the Corporation's social welfare and community benefit programs in accordance with their professional skill, and shall look solely to the available funds of the Corporation for compensation for said services, except for copayments which may be collected from a subscriber pursuant to subscriber's individual contract. Participating Members shall have no voting powers unless elected to the Board of Directors.

#### ARTICLE IV

##### MEETINGS OF THE CORPORATION

1. ANNUAL MEETING. The annual meeting of the Voting Member of the Corporation may be held for the election of Directors and the transaction of such other business as may properly come before the meeting on such date as may be fixed by the Board of Directors. Voting by proxy shall be allowed.

If, for any reason, the Corporation shall fail to hold its annual meeting in any year or shall fail to elect Directors at such meeting, the Corporation shall not be dissolved nor shall its rights or powers be impaired thereby, but a special meeting of the Voting Member shall be called at such time and place as the then Directors may determine.

2. SPECIAL MEETING. The Chairman may call a special meeting of the Voting Member of the Corporation at any time. All meetings shall be held at the office of the Corporation or at such other place as the notice may designate.

3. QUORUM. At any annual or special meeting of the Voting Member of the Corporation, the presence of the sole Voting Member in person or by proxy shall constitute a

quorum.

## ARTICLE V

### BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Virginia.

2. BOARD MEMBER. The number of Directors shall be not less than twelve (12) nor more than twenty (20). A majority of the members of the Board of Directors shall be optometrists contracted with the Corporation. Each Director shall hold office until his or her successor is elected and duly qualified by the Voting Member subject to earlier termination by removal or resignation.

3. REGULAR MEETINGS. The Board may provide by resolution that regular meetings be held without notice except as provided by the resolution itself.

4. SPECIAL MEETINGS. The Chairman or any two Directors may call for special meetings of the Board and fix the time and place for said meetings.

5. QUORUM. A majority of the Directors must be present in order to conduct business. However, a majority of those present may adjourn the meeting from time to time without further notice.

6. VACANCIES. Any vacancy on the Board shall be filled by the Board from nominees submitted by the Voting Member. A Director so selected to fill a vacancy shall complete the unexpired term of his or her predecessor in office.

Additional Directors selected to increase the size of the Board shall be selected by the Board from nominees submitted by the Voting Member.

7. COMPENSATION. Members of the Board shall serve without compensation.

The Board may provide by resolution that any corporate agent be indemnified for expenses and costs.

8. REMOVAL. The Voting Member may remove a Director at any time if, in its judgment, the best interests of the Corporation would be served thereby.

## ARTICLE VI

### OFFICERS

1. OFFICERS. The officers of the Corporation shall be a President, Secretary and Treasurer and such other officers as the Board may from time to time appoint. When the duties do not conflict, one person may hold more than one of these offices, except the offices of President and Secretary.

2. TERM. The officers shall be elected by the Board, initially at its organizational meeting and thereafter at an annual meeting. Vacancies may be filled at any meeting of the Board. Each officer shall remain in office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

4. CHAIRMAN OF THE BOARD. The Chairman shall preside over all meetings of the Board.

3. PRESIDENT. The President shall be chosen from among the members of the Board of Directors and shall act as Chairman of the Board. The President shall also be responsible for the appointment of one or more Vice Presidents to act on behalf of the Corporation. The President shall perform such other duties and obligations as may be imposed by the Board.

5. SECRETARY. The Secretary shall keep a full and complete record of the

proceedings of the Board; he or she shall further keep the seal of the Corporation and affix the same to such papers and instruments as may be required in the regular course of business; shall make service of such notices as may be necessary or proper; and shall discharge such other duties as pertain to the office. The Secretary shall perform such other duties as the Board shall prescribe.

6.       TREASURER.       The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and, in general, perform all duties incidental to the office of Treasurer and other duties as may be assigned by the Chairman of the Board.

## ARTICLE VII

### COMMITTEES

COMMITTEES.       The Board may, by resolution of a majority of the Board, establish committees of two or more Directors to conduct the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board.

## ARTICLE VIII

### SEAL

SEAL. There is currently no corporate seal for VSP Vision Care, Inc.

## ARTICLE IX

### INDEMNIFICATION

INDEMNIFICATION.       The Corporation shall, to the maximum extent permitted by

Virginia law, indemnify each of its Directors, officers, employees and agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by any proceeding arising by reason of the fact that the person is or was a Director, officer, employee or agent of the Corporation.

ARTICLE X  
AMENDMENTS

These Bylaws may be amended or repealed by an affirmative vote of at least fifty-one percent (51%) of the Directors at a meeting called for the purpose of acting upon such amendment.

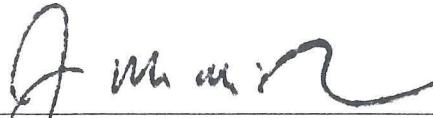
ARTICLE XI  
DISSOLUTION OR CESSATION OF ALASKA BUSINESS

Upon dissolution of this corporation or cessation of its writing business in Alaska, after making adequate provision for debts and obligations, the first \$8.8 million (\$8,800,000.00) of the balance remaining shall be distributed to an Alaska charitable, educational, research, scientific, or health institution, organization or association, to be expended in the advancement of optometry.

Notwithstanding Article X of these bylaws, the first sentences of this Article XI cannot be amended without the prior written approval of the Alaska Division of Insurance. After the requirements of the first sentence of this Article XI have been met, the balance remaining shall be distributed to a charitable, educational, research, scientific, or health institution, organization or association, to be expended in the advancement of optometry.

SECRETARY'S CERTIFICATE

The undersigned, Secretary of the Corporation, does hereby certify that the above and foregoing Bylaws were duly adopted by the Board of Directors of the Corporation on the 17th day of September, 2015, with the approval of the Virginia State Corporation Commission, as the Bylaws of the Corporation and that the same do constitute the Bylaws of the Corporation.



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James M. McGrann, Secretary  
VSP Vision Care, Inc.