

**AMENDED AND RESTATED**  
**BYLAWS OF**  
**VISION SERVICE PLAN INSURANCE COMPANY**  
**(OHIO)**  
**As of November 1, 2016**

**PURPOSE DECLARATION**

ARTICLE I

PURPOSE

The Corporation is organized as a stock company to establish, maintain and operate a non-profit vision service plan and to do everything necessary and incidental or appropriate for the performance and fulfillment of this objective and purpose.

ARTICLE II

OFFICES

The Corporation shall be located at 3400 Morse Crossing, Columbus, OH 43219 and may have such other offices as the Board of Directors may designate.

ARTICLE III

MEETINGS OF THE STOCKHOLDERS

1. ANNUAL MEETING. The Annual Meeting of the Stockholders shall 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 Stockholders shall be called at such time and place as the then Directors may determine for the purpose of electing Directors.

2. SPECIAL MEETING. The Chairman may call a Special Meeting of the Stockholders 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. NOTICE OF MEETING. Notice of meetings of the Stockholders, Annual or Special, shall specify the date, time, place and purpose of the meeting. Such notice shall be given by mailing a copy thereof to the Stockholders at the post office addresses as shown on the records of the Corporation, not less than ten (10) days nor more than sixty (60) days in advance of the meeting.

4. QUORUM. At any Annual or Special Meeting of the Stockholders, the presence of a majority of Stockholders in person or by proxy shall constitute a quorum.

#### ARTICLE IV

##### BOARD OF DIRECTORS

1. GENERAL POWERS. The affairs of the Corporation shall be managed by its Board of Directors.

2. BOARD MEMBERS. The number of Directors shall be not less than three (3). Each Director shall be at least eighteen (18) years of age and a majority are to be citizens and residents of the United States. Each Director shall hold office until his or her successor is elected and duly qualified by the Stockholders subject to earlier termination by removal or resignation.

3. REGULAR MEETINGS. The annual meeting of the Board of Directors shall be

held each year on the date and at the time and place to be designated by the Board of Directors. The Directors 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 of Directors and fix the time and place for said meetings. Any action without a meeting of the Board shall be limited to those situations where time is of the essence and not in lieu of a regularly scheduled meeting.

5. NOTICE. Directors shall be notified of any Special Meeting by advance notice in writing which shall be sent by mail or personally delivered at least three (3) days before the time set for the meeting. The notices may be sent to the addresses as shown on the records of the Corporation. Lack of notice will be waived by written waiver or attendance at the meeting without protest.

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

7. VACANCIES. Any vacancy on the Board of Directors shall be filled by the remaining Directors from nominees submitted by the Stockholders. 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 of Directors shall be selected by the Directors from nominees submitted by the Stockholders.

8. COMPENSATION. Directors shall serve without compensation. The Board of Directors may provide by resolution that any corporate agent be indemnified for expenses and costs.

9. REMOVAL. The Stockholders may remove a Director at any time at a meeting called for the purpose of removing the Director, and the meeting notice must state that purpose, by majority vote if, in their judgment, the best interests of the Corporation would be served thereby.

## ARTICLE V

### OFFICERS

1. OFFICERS. The officers of the Corporation shall be the Chairman of the Board, President, one or more Vice Presidents, Secretary, and Treasurer and such other officers as the Directors 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 Directors, initially at its organizational meeting and thereafter at the Annual Meeting. Vacancies may be filled at any meeting of the Directors. Each officer shall hold office until his or her successor is elected and qualified, subject to earlier termination by removal or resignation.

3. CHAIRMAN OF THE BOARD. The Board of Directors at its first regular meeting shall elect one of its members to act as Chairman of the Board. The Chairman shall preside over all meetings of the Board of Directors. The Chairman shall direct the President in the management of the affairs of the Corporation and in his or her performance of his or her other duties.

4. PRESIDENT. The President shall manage the affairs of the Corporation under the direction of the 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 of Directors.

5. SECRETARY. The Secretary shall keep a full and complete record of the proceedings of the Board of Directors; 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 of Directors 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 VI

### COMMITTEES

1. COMMITTEES. The Board of Directors may, by resolution of a majority of the Directors, establish committees of three (3) more Directors to conduct the management of the Corporation. All committees shall function in accordance with the rules and procedures established by the Board of Directors.

## ARTICLE VII

### CAPITAL STOCK

1. CERTIFICATES OF STOCK. Certificates of stock shall be in such form as shall, in conformity with law, be prescribed from time to time by the Board of Directors. A certificate of stock shall be furnished each Stockholder, signed in the name of the Corporation by the President or Vice President and the Secretary or Assistant Secretary.

2. TRANSFER OF SHARES OF STOCK. Shares shall be transferred only on the

books of the Corporation and by assignment to the Corporation by the owner thereof, his or her legally constituted attorney-in-fact, or his or her legal representatives, upon surrender and canceling of the certificate or certificates therefor.

3. LOST CERTIFICATES. In the event a certificate of stock is lost, the Corporation may issue a new certificate upon there being pledged with it a good and sufficient bond to indemnify the Corporation against the claims of any person in whose hands the certificate may fall.

4. SALE OF AUTHORIZED STOCK. In the event stock is authorized, the Directors of the Corporation shall be vested with authority to sell the said stock at its par value to such person as may be selected by majority vote of the Stockholders.

5. SALE OF STOCK RETURNED TO CORPORATION. In the event stock is returned to the Corporation and the owner or his or her representative has been paid therefore, the Directors of the Corporation shall be vested with authority to resell the said stock at its par value to such person as may be selected by majority vote of the Stockholders.

## ARTICLE VIII

### DIVIDENDS

1. DIVIDENDS. Dividends may be declared by action of the Directors of the Corporation at annual or special meetings. Dividends shall be paid in cash, in property or in shares of the capital stock of the Corporation at par. No dividend shall be declared or paid unless the financial condition of the Corporation is such, under the laws of the State of Ohio, as to justify and warrant such action.

## ARTICLE IX

### CORPORATE SEAL

1. CORPORATE SEAL. The seal of the Corporation, if any, shall be in a form that indicates that the Corporation is an Ohio corporation.

## ARTICLE X

### INDEMNIFICATION

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

### 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.