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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**

or Section 4947(a)(1) Trust Treated as Private Foundation

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▶ Information about Form 990-PF and its separate instructions is at www.irs.gov/form990pf.

OMB No 1545-0052

2013

Open to Public Inspection

For calendar year 2013 or tax year beginning

, 2013, and ending

, 20

Name of foundation BLUE CROSS & BLUE SHIELD OF LOUISIANA FOUNDATION		A Employer identification number 72-1232379
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 98022		B Telephone number (see instructions) (225) 298-3107
City or town, state or province, country, and ZIP or foreign postal code BATON ROUGE, LA 70898-9022		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change	D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 38,680,206.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	10,361,621.			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	1,100.	1,100.		
	4 Dividends and interest from securities	759,032.	759,032.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	902,268.			
	b Gross sales price for all assets on line 6a	12,936,445.			
	7 Capital gain net income (from Part IV, line 2)		691,676.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	12,024,021.	1,451,808.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	100,738.	100,738.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 2	52,386.			
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 3	373,312.	7,391.		365,921.
	24 Total operating and administrative expenses. Add lines 13 through 23	526,436.	108,129.		365,921.
	25 Contributions, gifts, grants paid	4,359,850.			3,363,253.
26 Total expenses and disbursements. Add lines 24 and 25	4,886,286.	108,129.		3,729,174.	
27 Subtract line 26 from line 12	7,137,735.				
a Excess of revenue over expenses and disbursements		1,343,679.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)					

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	2,038,087.	1,849,263.	1,849,263.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable		10,000,000.	10,000,000.
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	62,500.	62,499.	62,499.
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 4	27,177,738.	26,755,678.	26,755,678.
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶ (attach schedule)				
12	Investments - mortgage loans				
13	Investments - other (attach schedule)				
14	Land, buildings, and equipment basis ▶				
	Less accumulated depreciation ▶ (attach schedule)				
15	Other assets (describe ▶ ATCH 5)		12,766.	12,766.	
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	29,278,325.	38,680,206.	38,680,206.	
Liabilities	17	Accounts payable and accrued expenses	164,720.	619,204.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)	164,720.	619,204.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, . . . ▶ <input checked="" type="checkbox"/> check here and complete lines 27 through 31.				
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	29,113,605.	38,061,002.	
	30	Total net assets or fund balances (see instructions)	29,113,605.	38,061,002.	
	31	Total liabilities and net assets/fund balances (see instructions)	29,278,325.	38,680,206.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	29,113,605.
2	Enter amount from Part I, line 27a	2	7,137,735.
3	Other increases not included in line 2 (itemize) ▶ ATCH 6	3	1,809,662.
4	Add lines 1, 2, and 3	4	38,061,002.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	38,061,002.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE				
b				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any		
a				
b				
c				
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	691,676.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		{ }	3	0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2012	7,136,056.	32,282,324.	0.221051
2011	2,004,076.	29,297,019.	0.068405
2010	1,263,710.	14,199,982.	0.088994
2009	396,116.	1,005,834.	0.393818
2008			
2 Total of line 1, column (d)			2 0.772268
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.193067
4 Enter the net value of noncharitable-use assets for 2013 from Part X, line 5			4 28,970,192.
5 Multiply line 4 by line 3			5 5,593,188.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,437.
7 Add lines 5 and 6			7 5,606,625.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 3,729,174.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	26,874.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	26,874.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	26,874.
6 Credits/Payments			
a 2013 estimated tax payments and 2012 overpayment credited to 2013	6a	33,349.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d	7	33,349.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,475.	
11 Enter the amount of line 10 to be Credited to 2014 estimated tax <input type="checkbox"/> 6,475. Refunded <input type="checkbox"/> <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ 0 (2) On foundation managers <input type="checkbox"/> \$ 0		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		N/A
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> LA, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation.	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2013 or the taxable year beginning in 2013 (see instructions for Part XIV)? If "Yes," complete Part XIV.		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions).	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="checkbox"/> N/A				
14	The books are in care of <input type="checkbox"/> ADAM SHORT Telephone no <input type="checkbox"/> 225-295-2189			
Located at <input type="checkbox"/> 5525 REITZ AVENUE BATON ROUGE, LA ZIP+4 <input type="checkbox"/> 70809				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year. <input type="checkbox"/> 15			
16	At any time during calendar year 2013, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <input type="checkbox"/>	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? <input type="checkbox"/>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2013? <input type="checkbox"/>	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2013, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2013? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <input type="checkbox"/>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/>	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <input type="checkbox"/>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2013 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2013.) <input type="checkbox"/>	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/>	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2013? <input type="checkbox"/>	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b** X**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ NoIf "Yes" to 6b, file Form 8870 **6b** X**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 7		0	0	0

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000 ☐

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

Amount

1 NONE	
2	
All other program-related investments See instructions	
3 NONE	

Total. Add lines 1 through 3 ▶

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	27,311,983.
b	Average of monthly cash balances	1b	2,099,379.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	29,411,362.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	29,411,362.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	441,170.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	28,970,192.
6	Minimum investment return. Enter 5% of line 5	6	1,448,510.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,448,510.
2a	Tax on investment income for 2013 from Part VI, line 5	2a	26,874.
b	Income tax for 2013 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	26,874.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	1,421,636.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,421,636.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	1,421,636.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,729,174.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	3,729,174.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,729,174.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

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Page **9****Part XIII Undistributed Income (see instructions)**

	(a) Corpus	(b) Years prior to 2012	(c) 2012	(d) 2013
1 Distributable amount for 2013 from Part XI, line 7				1,421,636.
2 Undistributed income, if any, as of the end of 2013				
a Enter amount for 2012 only				
b Total for prior years 20 11 , 20 10 , 20 09				
3 Excess distributions carryover, if any, to 2013				
a From 2008				
b From 2009 345,824.				
c From 2010 617,684.				
d From 2011 676,132.				
e From 2012 5,542,242.				
f Total of lines 3a through e	7,181,882.			
4 Qualifying distributions for 2013 from Part XII, line 4 ▶ \$ 3,729,174.				
a Applied to 2012, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2013 distributable amount				1,421,636.
e Remaining amount distributed out of corpus	2,307,538.			
5 Excess distributions carryover applied to 2013 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	9,489,420.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2012 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2013 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2014				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2008 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2014. Subtract lines 7 and 8 from line 6a	9,489,420.			
10 Analysis of line 9				
a Excess from 2009 345,824.				
b Excess from 2010 617,684.				
c Excess from 2011 676,132.				
d Excess from 2012 5,542,242.				
e Excess from 2013 2,307,538.				

Form **990-PF** (2013)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 10				
Total			▶ 3a	3,363,253.
b Approved for future payment ATCH 11				
Total			▶ 3b	2,531,731.

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

Line No.	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
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FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
12936445.		PUBLICLY TRADED STOCK 12244769.					VAR 691,676.	VAR
TOTAL GAIN (LOSS)					<u>691,676.</u>	

ATTACHMENT 1

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
BANK/INVESTMENT EXPENSES	100,738.	100,738.
TOTALS	<u>100,738.</u>	<u>100,738.</u>

ATTACHMENT 2FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
EXCISE TAXES	52,386.
TOTALS	<u>52,386.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
MGMT/ADMIN EXPENSES	373,312.	7,391.	365,921.
TOTALS	<u>373,312.</u>	<u>7,391.</u>	<u>365,921.</u>

ATTACHMENT 4

FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SEE ATTACHED STATEMENT	27,177,738.	26,755,678.	26,755,678.
TOTALS	<u>27,177,738.</u>	<u>26,755,678.</u>	<u>26,755,678.</u>

ATTACHMENT 5

FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
EXCISE TAX RECEIVABLE	12,766.	12,766.
TOTALS	<u>12,766.</u>	<u>12,766.</u>

ATTACHMENT 6FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

UNREALIZED GAIN ON INVESTMENTS

1,809,662.

TOTAL

1,809,662.

BLUE CROSS & BLUE SHIELD OF LOUISIANA

72-1232379

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PEGGY B. SCOTT P.O. BOX 98022 BATON ROUGE, LA 70898-9022	PRESIDENT 1.00	0	0	0
C. RICHARD ATKINS DDS P.O. BOX 98022 BATON ROUGE, LA 70898-9022	CHAIRMAN 1.00	0	0	0
TODD SCHEXNAYDER P.O. BOX 98022 BATON ROUGE, LA 70898-9022	SECRETARY/TREASURER 1.00	0	0	0
SYBIL H. MORIAL P.O. BOX 98022 BATON ROUGE, LA 70898-9022	DIRECTOR 1.00	0	0	0
FRANCES T. HENRY P.O. BOX 98022 BATON ROUGE, LA 70898-9022	DIRECTOR 1.00	0	0	0
KEVIN MCCOTTER P.O. BOX 98022 BATON ROUGE, LA 70898-9022	DIRECTOR 1.00	0	0	0

BLUE CROSS & BLUE SHIELD OF LOUISIANA

72-1232379

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 7 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS		EXPENSE ACCT AND OTHER ALLOWANCES
			TO EMPLOYEE BENEFIT PLANS		
DAN BORNE P.O. BOX 98022 BATON ROUGE, LA 70898-9022	DIRECTOR 1.00	0	0	0	0
JEROME GREIG P.O. BOX 98022 BATON ROUGE, LA 70898-9022	DIRECTOR 1.00	0	0	0	0
GRAND TOTALS		0	0	0	0

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

CHRISTY REEVES
5525 REITZ AVENUE
BATON ROUGE, LA 70809
225-298-7051

ATTACHMENT 9

990PF, PART XV - RESTRICTIONS OR LIMITATIONS ON AWARDS

LOUISIANA 501(C)(3) NONPROFITS IN GOOD STANDING WITH THE STATE;
PROJECTS FUNDED ARE RELATED TO HEALTH AND EDUCATION.

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
100 BLACK MEN OF METROPOLITAN BATON ROUGE P.O BOX 2286 BATON ROUGE, LA 70821-2286	PC		THAMENTORING THE 100 WAY	20,000
AMERICAN DIABETES ASSOCIATION 2424 EDENBORN AVENUE, STE 660 METAIRIE, LA 70005	PC		CAMP VICTORY	5,000
ARCHBISHOP RUMMEL OPERATION HEADSTART 1901 SEVERN AVENUE METAIRIE, LA 70001	PC		WINGS DONATION	3,000
AWESOME LADIES OF DISTINCTION 3848 IRWIN KUNTZ HARVEY, LA 70058	PC		WINGS DONATION	2,000
BATON ROUGE SYMPHONY ORCHESTRA 7330 HIGHLAND RD BATON ROUGE, LA 70808	PC		YOUNG PEOPLE'S DISCOVERY SERIES CONCERTS	20,000
BIG BROTHERS BIG SISTERS OF SW LOUISIANA, INC 4135 COMMON STREET LAKE CHARLES, LA 70607	PC		MENTORING PROGRAM	20,000

FORM 990E, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
BOSSIER HEALTHCARE FOUNDATION 105 MAGNOLIA CROSSING BOSSIER CITY, LA 71111	PC	BOSSIER SIGN UP SATURDAY	9,000
BOYS HOPE GIRLS HOPE OF GREATER NEW ORLEANS P.O BOX 19307 NEW ORLEANS, LA 70179	PC	"WHERE HOPE LIVES" PROGRAM	20,000
BREC FOUNDATION 6201 FLORIDA BOULEVARD BATON ROUGE, LA 70806	PC	CAPITAL AREA PATHWAYS PROJECT AND MOBILE PLAYGROUND	455,583
CENTENNIAL CULTURAL CENTER, INC. PO BOX 896 OLLA, LA 71465	PC	LIVE LIVELY LASALLE'	68,250
CENTER FOR PLANNING EXCELLENCE 100 LAFAYETTE STREET BATON ROUGE, LA 70801	PC	2013 SMART GROWTH SUMMIT	7,500.
CENTRAL LOUISIANA COMMUNITY FOUNDATION P O BOX 66 ALEXANDRIA, LA 71301	PC	2014 CELEBRATION OF PHILANTHROPY	2,500

BLUE CROSS & BLUE SHIELD OF LOUISIANA

72-1232379

FORM 990B, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CENTRAL LOUISIANA ECONOMIC DEVELOPMENT ALLIANCE PO BOX 465 ALEXANDRIA, LA 71309	PC	CENTRAL LOUISIANA LOCAL FOODS INITIATIVE	120,750.
CHILDHOOD & FAMILY LEARNING FOUNDATION 1700 JOSEPHINE STREET, STE 200 NEW ORLEANS, LA 70113	PC	COORDINATED CARE FOR THE WHOLE CHILD	20,000
CHILDREN'S ADVOCACY CENTERS OF LOUISIANA 9654 BROOKLINE AVE SUITE 210 BATON ROUGE, LA 70809	PC	GEAUX BLUE FOR KIDS'	11,500.
CITY YEAR, INC - BATON ROUGE 111 N. 3RD ST BATON ROUGE, LA 70803	PC	WHOLE SCHOOL WHOLE CHILD	20,000.
COMMUNITY WORKS OF LOUISIANA, INC. 615 BARONNE ST STE 201 NEW ORLEANS, LA 70113	PC	CWLA SUMMER PROGRAM	20,000.
COVENANT HOUSE NEW ORLEANS 611 N RAMPART STREET NEW ORLEANS, LA 70112	PC	BEHAVIORAL HEALTH COUNSELOR FOR ROP & PSH YOUTH	16,000

FORM 990PE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
DOWN SYNDROME ASSOCIATION OF GREATER NEW ORLEANS PO BOX 23453 NEW ORLEANS, LA 70123	PC	ANGEL AWARD - PAULA LACOUR	20,000
ENVIRONMENT AND HEALTH COUNCIL OF LOUISIANA P O BOX 14911 BATON ROUGE, LA 70898	PC	THE DIABETES SUMMIT MEETING OUR CHALLENGE	2,500
EXCEL DANCE CO. "STRUCTURE PROGRAM" INC 9717 OLYMPIC AVE BATON ROUGE, LA 70814	PC	ANNUAL BACK TO SCHOOL SUPPLY GIVEAWAY	9,900
FAMILIES HELPING FAMILIES OF GREATER BATON ROUGE 2356 DRUSILLA LANE BATON ROUGE, LA 70809	PC	ANGEL AWARD - JAMIE TINDLE	20,000
FAMILIES HELPING FAMILIES OF GREATER BATON ROUGE 2356 DRUSILLA LANE BATON ROUGE, LA 70809	PC	WINGS DONATION	500.
FAMILY & YOUTH COUNSELING AGENCY 220 LOUIE STREET LAKE CHARLES, LA 70601	PC	CONNECTIONS COUNT' PROFESSIONAL DEVELOPMENT CONFERENCE	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY SERVICE OF GREATER BATON ROUGE 4727 REVERE AVENUE BATON ROUGE, LA 70808	PC	HIV COUNSELING, TESTING AND REFERRAL	20,000
FDDOC WINNERS' CIRCLE P.O. BOX 1701 SHREVEPORT, LA 71166	PC	FDDOC (FULLY DEVOTED DEVELOPER OF CHILDREN) - WINNERS' CIRCLE, INC. AFTERSCHOOL/SUMMER PROGRAM	20,000
FRIENDS OF OPEN AIR MINISTRIES 5525 REITZ AVE BATON ROUGE, LA 70809	PC	ANGEL AWARD - JACOB ALLEN NICHOLS	5,000
HEALING PLACE SERVE 19202 HIGHLAND ROAD BATON ROUGE, LA 70809	PC	BLUE ANGEL AWARD - CHARLES LANDRENEAU	5,000
HEARTS OF HOPE P O BOX 53967 LAFAYETTE, LA 70505	PC	ANGEL AWARD - PAM FREY	20,000
JUNIOR ACHIEVEMENT OF GREATER NEW ORLEANS, INC 5100 ORLEANS AVENUE NEW ORLEANS, LA 70124	PC	JA BIZTOWN	20,000.

FORM 990FE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KNOCK KNOCK CHILDREN'S MUSEUM 2561 CITIPLACE COURT, #750-260 BATON ROUGE, LA 70808	PC	ANGEL AWARD HONORARIUM	14,200.
LOUISIANA ART AND SCIENCE MUSEUM INC 100 RIVER ROAD SOUTH BATON ROUGE, LA 70802	PC	FIRST SUNDAY PROGRAMMING IN JUNE AND DECEMBER 2013	6,000
LOUISIANA ASSEMBLY ON SCHOOL BASED HEALTH CARE PO BOX 80053 BATON ROUGE, LA 70898	PC	18TH ANNUAL LOUISIANA STATEWIDE SCHOOL-BASED HEALTH CARE CONFERENCE	20,000
LOUISIANA ASSOCIATION OF NONPROFIT ORGANIZATIONS 447 THIRD STREET SUITE 200 BATON ROUGE, LA 70802	PC	LANO ANNUAL CONFERENCE PULL TOGETHER LOUISIANA	7,500
LOUISIANA ASSOCIATION OF NONPROFIT ORGANIZATIONS 447 THIRD STREET SUITE 200 BATON ROUGE, LA 70802	PC	PRESERVING THE PROMISE OF LOUISIANA'S NONPROFIT SECTOR	5,000.
LOUISIANA LIBRARY FOUNDATION PO BOX 2583 BATON ROUGE, LA 70821	PC	LOUISIANA BOOK FESTIVAL - PROMOTIONAL OUTREACH	5,000

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LOUISIANA LIBRARY FOUNDATION PO BOX 2583 BATON ROUGE, LA 70821	PC	LOUISIANA BOOK FESTIVAL - PROMOTIONAL OUTREACH	5,000
LOUISIANA PUBLIC HEALTH INSTITUTE 1515 POYDRAS STREET, STE 1200 NEW ORLEANS, LA 70112	PC	FIT NOLA PROJECT	344,293
LOUISIANA RECREATION & PARK ASSOCIATION 629 NORTH MAIN STREET HATTIESBURG, MS 39401	PC	ANNUAL CONFERENCE	2,500
LOUISIANA STATE MUSEUM FRIENDS 660 N. FOURTH ST BATON ROUGE, LA 70802	PC	WINGS DONATION	1,000
MAMOU HEALTH RESOURCES, INC 300 SOUTH STREET MAMOU, LA 70554	PC	MAMOU COMMUNITY HEALTH CARE CLINIC	20,000
MANNERS OF THE HEART COMMUNITY FUND 215 ROYAL STREET BATON ROUGE, LA 70802	PC	WINGS DONATION	1,000

FORM 990-BE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MAYOR'S HEALTHY CITY INITIATIVE 222 ST LOUIS STREET, STE 301 BATON ROUGE, LA 70802	PC		FRESH BEGINNINGS	342,882
MENTAL HEALTH ASSOCIATION FOR GREATER BATON ROUGE 544 COLONIAL DRIVE BATON ROUGE, LA 70806	PC		WINGS DONATION	1,000
METHODIST HEALTH SYSTEM FOUNDATION, INC 360 OAK HARBOR BLVD SLIDELL, LA 70458	PC		SIGN UP FRIDAY(TM)	20,000
MIGHTY MONS 6984 HUNTER'S WAY DENHAM SPRINGS, LA 70726	PC		ANGEL AWARD - BETH CLARK	20,000.
NEW ORLEANS BALLET ASSOCIATION 935 GRAVIER STREET, STE 800 NEW ORLEANS, LA 70112	PC		MOVING 4 HEALTH	20,000.
OPERA LOUISIANE PO BOX 4908 BATON ROUGE, LA 70821	PC		OPERA LOUISIANE'S EDUCATIONAL YOUNG PEOPLE'S OPERA	2,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
	FOUNDATION	STATUS OF RECIPIENT		
PENNINGTON BIOMEDICAL RESEARCH FOUNDATION 6400 PERKINS ROAD BATON ROUGE, LA 70808	PC		2013 CHILDHOOD OBESITY AND PUBLIC HEALTH INITIATIVE	30,000
RAINTREE SERVICES INC 1233 EIGHTH STREET NEW ORLEANS, LA 70115	PC		TEEN WELLNESS PROGRAM FOR ABUSED AND NEGLECTED YOUTH IN RAINTREE HOUSE	10,000
SECOND HARVEST FOOD BANK 700 EDWARDS AVENUE NEW ORLEANS, LA 70123	PC		2014 RURAL FOOD ACCESS CONVENING	7,500
SECOND HARVEST FOOD BANK 700 EDWARDS AVENUE NEW ORLEANS, LA 70123	PC		2014 RURAL FOOD ACCESS CONVENING	5,000
SECOND HARVEST FOOD BANK 700 EDWARDS AVENUE NEW ORLEANS, LA 70123	PC		COOKING MATTERS	20,000
SLOW FOOD BATON ROUGE 1832 BLOUIN AVENUE BATON ROUGE, LA 70808	PC		GROW LOCAL BATON ROUGE	20,000

FORM 990BPE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SOUTHEASTERN DEVELOPMENT FOUNDATION FAYARD HALL, ROOM 307 HAMMOND, LA 70402	PC	PROJECT STM A SUSTAINABLE INTERDISCIPLINARY MODEL FOR CLINICAL SIMULATION EDUCATION	5,100
SOUTHWEST LOUISIANA AREA HEALTH EDUCATION CENTER 103 INDEPENDENCE BLVD. LAFAYETTE, LA 70506	PC	DARE TO BE HEALTHY	263,843
TEACH FOR AMERICA, INC. P O BOX 65148 BATON ROUGE, LA 70896	PC	EARLY CHILDHOOD EDUCATION IN SOUTH LOUISIANA	20,000
THE BLOOD CENTER 2609 CANAL STREET NEW ORLEANS, LA 70119	PC	CAPACITY BUILDING LEAN PROJECT PHASE 2--- BLOOD DONATION EFFICIENCY	20,000
THE CENTRE FOR THE ARTS 1104 WEST MAIN STREET NEW ROADS, LA 70760	PC	CHALLENGE GRANT FOR OPERATING EXPENSES	5,000.
THE CHILDREN'S HEALTH FUND 215 WEST 125TH STREET NEW YORK, NY 10027	PC	ANGEL AWARD - CARLOS A NARANJO	20,000

FORM 990BFE, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE CHILDREN'S HEALTH FUND 215 WEST 125TH STREET NEW YORK, NY 10027	PC	BATON ROUGE CHILDREN'S HEALTH PROJECT ANTI-OBESITY PROGRAMMING	20,000
THE COMMUNITY FOUNDATION OF NORTH LOUISIANA 401 EDWARDS STREET, STE 105 SHREVEPORT, LA 71101	PC	HEALTHY GREEN AND INTO THE OUTDOORS	264,552
THE GREATER NEW ORLEANS FOUNDATION 1055 ST CHARLES AVENUE, STE 100 NEW ORLEANS, LA 70130	PC	WHOLE KID NATION (FORMERLY GENERATION K)	321,856
THE JL FOUNDATION 21223 WATERFRONT EAST DR MAUREPAS, LA 70449	PC	WINGS DONATION	1,500.
THE JL FOUNDATION 21223 WATERFRONT EAST DR. MAUREPAS, LA 70449	PC	REIMBURSEMENT TO LEUKEMIA PATIENTS	5,000
THE SUNSHINE FOUNDATION INC P O BOX 84531 BATON ROUGE, LA 70884	PC	OPERATION SUNSHINE	10,000.

BLUE CROSS & BLUE SHIELD OF LOUISIANA

72-1232379

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE SUPRIYA JINDAL FDN FOR LA'S CHILDREN P O BOX 4391 BATON ROUGE, LA 70821	PC	PROVIDING ENRICHMENT TOOLS TO STUDENTS IN LOUISIANA	20,000.
UNITED METHODIST HOPE MINISTRIES 4643 WINBOURNE AVENUE BATON ROUGE, LA 70805	PC	ANGEL AWARD HONORARIUM	4,700
UNITED WAY OF ACADIANA, INC P O. BOX 52033 LAFAYETTE, LA 70505	PC	DOLLY PARTON'S IMAGINATION LIBRARY	20,000
WRBH RADIO FOR THE BLIND 3606 MAGAZINE STREET NEW ORLEANS, LA 70115	PC	HEALTH LITERACY PROGRAM	14,020
YMCA OF NORTHEAST LOUISIANA 1505 STUBBS AVENUE MONROE, LA 71201	PC	OUACHITA WELL	331,524
YOUNG ASPIRATIONS/YOUNG ARTISTS, INC 338 BARONNE STREET NEW ORLEANS, LA 70112	PC	ANGEL AWARD - BABS JOHNSON	20,000

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ATTACHMENT 10

FORM 990DF, PART XIV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YWCA GREATER BATON ROUGE 8281 GOODWOOD BOULEVARD, STE B1 BATON ROUGE, LA 70806	PC	YWCA PROJECT RISE HIV/AIDS EDUCATION, OUTREACH AND TESTING	15,000.
BATON ROUGE CRISIS INTERVENTION CENTER 4837 REVERE AVENUE BATON ROUGE, LA 70808	PC	BLUE ANGEL DONATION	5,000
CASA NEW ORLEANS 1340 POYDRAS ST, SUITE 2120 NEW ORLEANS, LA 70112	PC	TRANSITIONING FOSTER YOUTH	20,000
EXCEL DANCE CO. "STRUCTURE PROGRAM" INC 9717 OLYMPIC AVE BATON ROUGE, LA 70814	PC	ANNUAL BACK TO SCHOOL SUPPLY GIVEAWAY	5,000
NKU FOUNDATION 3405 SENECA ST BATON ROUGE, LA 70805	PC	ENHANCE THE QUALITY OF EDUCATION AT NKU	5,000
SECOND HARVEST FOOD BANK OF GREATER NEW ORLEANS AN 700 EDWARDS AVENUE NEW ORLEANS, LA 70123	PC	2014 RURAL FOOD ACCESS CONVENING	7,500

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YOUTH OASIS 260 S ACADIAN THRUWAY BATON ROUGE, LA 70806	PC	PSYCHOLOGIST FOR YOUTH OASIS CHILDREN	16,800.
TOTAL CONTRIBUTIONS PAID			<u>3,363,253</u>

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11

<u>RECIPIENT NAME AND ADDRESS</u>	<u>RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT</u>	<u>PURPOSE OF GRANT OR CONTRIBUTION</u>	<u>AMOUNT</u>
BREC FOUNDATION 6201 FLORIDA BOULEVARD BATON ROUGE, LA 70806	PC	CAPITAL AREA PATHWAYS PROJECT AND MOBILE PLAYGROUND	33,333
CENTENNIAL CULTURAL CENTER, INC PO BOX 896 OLLA, LA 71465	PC	LIVE LIVELY LASALLE'	54,250
CENTRAL LOUISIANA ECONOMIC DEVELOPMENT ALLIANCE PO BOX 465 ALEXANDRIA, LA 71309	PC	CENTRAL LOUISIANA LOCAL FOODS INITIATIVE	115,550
FRIENDS OF OPEN AIR MINISTRIES 628 NORTH BLVD. BATON ROUGE, LA 70802	PC	ANGEL AWARD - JACOB ALLEN NICHOLS	20,000
HOPKINS STREET REVITALIZATION ASSOCIATION, INC P O BOX 9317 NEW IBERIA, LA 70562	PC	WEST END HEALTH AND WELLNESS PROJECT	308,816
KIWANIS CLUB OF LAFAYETTE FOUNDATION 111 HEYMANN BLVD LAFAYETTE, LA 70503	PC	HEALTHY LIVING CLUB	243,000

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENTATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
KIWANIS CLUB OF LAFAYETTE FOUNDATION 400 E KALISTE SALOOM RD, STE 1100 LAFAYETTE, LA 70508	PC	HEALTHY LIVING CLUB	183,366
LOUISIANA PUBLIC HEALTH INSTITUTE 1515 POYDRAS STREET, STE 1200 NEW ORLEANS, LA 70112	PC	FIT NOLA PROJECT	357,214
MAYOR'S HEALTHY CITY INITIATIVE 222 ST LOUIS STREET, STE 301 BATON ROUGE, LA 70802	PC	RECIRCULATING FARMS COALITION, INC	220,669.
RECIRCULATING FARMS COALITION, INC 5208 MAGAZINE ST , #191 NEW ORLEANS, LA 70115	PC	GROWING LA	64,525.
SOUTHWEST LOUISIANA AREA HEALTH EDUCATION CENTER 103 INDEPENDENCE BLVD. LAFAYETTE, LA 70506	PC	DARE TO BE HEALTHY	242,474
THE GREATER NEW ORLEANS FOUNDATION 1055 ST CHARLES AVENUE, STE 100 NEW ORLEANS, LA 70130	PC	WHOLE KID NATION (FORMERLY GENERATION K)	367,710.

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 11 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
YMCA OF NORTHEAST LOUISIANA 1505 STUBBS AVENUE MONROE, LA 71201	PC	OUACHITA WELL	320,824.
			TOTAL CONTRIBUTIONS APPROVED
			<u>2,531,731</u>

BYLAWS
Of
BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION
ARTICLE I

Name and Location

Section 1. Name. The name of this Corporation is Blue Cross and Blue Shield of Louisiana Foundation.

Section 2. Location. The principal and registered offices and place of business of the Corporation shall be located at 5525 Reitz Ave., Baton Rouge, Louisiana 70809-3802.

ARTICLE II

Members

Section 1. Members. The member of the Corporation shall be Louisiana Health Service & Indemnity Company (d/b/a Blue Cross and Blue Shield of Louisiana).

Section 2. Place of Meetings. All member meetings shall be held at the principal office of the Corporation unless the Board of Directors by a duly adopted resolution shall designate a different place for the holding of such meetings.

Section 3. Annual Meeting. The annual meeting of the member for the election of directors shall normally be held during the last quarter of each year on a date and at an hour to be fixed by the Board of Directors.

Section 4. Special Meetings. Special meetings of the member may be called at any time by the member, the president, the chairman or by the Board of Directors.

Section 5. Election of Directors. At the annual meeting of the member, the member shall elect at least three but not more than ten directors who shall be natural persons of full age. The board may at any time increase or decrease the number of seats on the board by majority vote.

Section 6. Delayed Election of Directors. If for any cause the member shall fail to elect directors at any annual meeting, the directors may call a special meeting for that purpose on some subsequent day. Failure to elect directors as provided herein shall not dissolve this Corporation, nor impair its corporate existence or management.

ARTICLE III

Directors

Section 1. Management of Corporation. The business and affairs of the Corporation shall be managed by its Board of Directors and all powers of the Corporation except as otherwise provided by law or by these bylaws shall be exercised by the Board of Directors.

Section 2. Term Limits. Directors shall serve a term of three (3) years and until their successors are duly chosen and qualified. Each director shall be eligible for reelection for three (3) additional terms, for a maximum of twelve (12) consecutive years on the Board. After service of twelve (12) consecutive years on the Board, a one year hiatus shall be required before the individual can be considered for election to a new term on the Board of Directors. Directors elected at the December 2013 annual meeting of the member shall start their initial three year term at that election.

Section 3. Director Absences. Two (2) consecutive absences from regular meetings of the Board of Directors, unless excused by a resolution of the Board of Directors, shall automatically constitute removal from the Board, effective when notification of removal is dated and mailed by registered mail by the Secretary of the Board or his authorized designee to the removed director.

Section 4. Vacancies. Any vacancy on the Board of Directors, including a vacancy resulting in an increase in the authorized number of directors, may be filled by a majority vote of the directors, provided that the member shall have the right to fill the vacancy at any special meeting called for that purpose prior to such action by the Board of Directors. The term of office of any such director so elected shall expire at the same time as the terms of the incumbent directors and such director shall be subject to election by the member at the next annual meeting of the member.

Section 5. Annual Meeting. With or without notice, the Board of Directors shall hold an annual meeting immediately after the annual meeting of the member or after the last adjournment thereof.

Section 6. Special Meetings. Special meetings of the Board of Directors may be called by the member, chairman, the president or upon the written request of two (2) or more directors. Each such special meeting shall be held at such time and place as shall be designated in the notice for such meeting. By unanimous consent of the directors, special meetings of the board may be held without notice at any time and at any place.

Section 7. Notice of Meetings. Written notice of a special meeting, except those provided for in the last sentence of the preceding section of this article, shall be given by or at the direction of the person or persons calling such meeting as follows:

- (a) Personally delivered notice: One (1) day prior to the day named for such meeting;

- (b) Facsimile transmission: Two (2) days prior to the day named for such meeting;
- (c) United States mail: Three (3) days prior to the day named for such meeting; or
- (d) Electronic mail: Two (2) days prior to the day named for such meeting.

Each notice shall specify the place, day, and hour of the meeting and, in the case of a special meeting, the general nature of the business to be transacted. A waiver of written notice in writing, signed by the person entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice. Except in the case of a special meeting, neither the nature of the business to be transacted, nor the purpose of the meeting need be specified in the waiver of notice of such meeting. When a scheduled meeting is adjourned, it shall not be necessary to give notice of the adjourned meeting or of the business to be transacted at such meeting other than by announcement at the meeting at which such adjournment is taken.

Section 2. Quorum. Unless otherwise specified in the Articles of Incorporation or these Bylaws or in law, a majority of the directors present and voting shall constitute a quorum.

ARTICLE IV

Officers

Section 1. Executive Officers. The officers of the Corporation shall be a chairman of the Board of Directors, a president, a treasurer, a secretary, and such other officers as may be designated by the Board of Directors in accordance with the provisions of this Article. Any two (2) or more offices may be held by the same person except the offices of chairman and secretary or of president and secretary.

Section 2. Election, Term of Office, Removal, and Vacancies. The officers of the Corporation shall be elected by the Board of Directors at its annual meeting and shall hold office until their successors are chosen and qualified provided that any officer may be removed at any time by the Board of Directors without cause. The member may also remove a director from the Board without cause. In the event of any vacancy in any office, the same may be filled by the Board of Directors at any meeting called for such purpose and the person so chosen shall hold office only until the annual meeting of the Board of Directors and until his successor is chosen and qualified.

Section 3. Chairman. The chairman of the Board of Directors, or in his absence, the president, shall preside over the annual or any special meeting of the member and meetings of the Board of Directors. He shall have and exercise such other duties and functions as the Board of Directors may from time to time determine.

Section 4. President. The president shall be the chief executive officer of the Corporation. He may appoint standing and special staff committees to assist him in carrying out his executive duties. He shall have the authority to assign specific and general administrative duties and functions to the Corporation's officers and to determine the duties of its employees. He

shall have authority to delegate his executive duties to such committees and officers to the extent permissible under the laws of the State of Louisiana. He shall be ex officio a member of all standing committees appointed by the Board of Directors. He shall make reports of the Corporation's business to the Board of Directors and to the members at such times as the said board shall require. He shall sign, execute, and acknowledge in the name of the Corporation, debts, mortgages, bonds, contracts, and other instruments authorized by the board except in the cases where the signing and execution thereof shall be expressly delegated by the Board to some other officer or agent of the Corporation and he shall perform all the usual duties incident to the office of president and such other duties as from time to time may be assigned to him by the Board of Directors.

Section 5. Secretary. The secretary shall attend the meetings of the member and of the Board of Directors and keep minutes thereof in suitable books. Unless some other person is delegated to give such notice, the secretary shall send out notices of all meetings of members and of directors which may be called or held in accordance with the provisions of law and of these bylaws. He shall perform all the usual duties incident to the office of secretary and such other duties as may be assigned to him by the president or the Board of Directors.

Section 6. Treasurer. The treasurer shall receive all monies paid to the Corporation and keep, or cause to be kept, accurate accounts of all monies received or payments made in books kept for that purpose. He shall deposit all monies received by him in the name and to the credit of the Corporation in such bank or other place or places of deposit as the Board of Directors shall designate. As directed by the president or Board of Directors, he shall disburse monies of the Corporation by checks or vouchers and shall render to the Board of Directors and to the president, whenever they may require it, an account of his transactions as treasurer and of the financial condition of the Corporation. He shall perform all the usual duties incident to the office of treasurer and such other duties as may be assigned to him by the president or the Board of Directors.

ARTICLE V

Bonds

Section 1. Officers and Employees. All officers of the Corporation and such of the employed personnel as the Board of Directors shall from time to time determine shall give bond to the Corporation with sufficient corporate sureties to be approved by the Board of Directors conditioned for the faithful performance of their respective duties and with such other conditions as the Board of Directors shall from time to time determine.

Section 2. Premiums. The premiums of such bonds shall be paid by the Corporation.

ARTICLE VI

Directors' and Officers' Right to Indemnification

Section 1. The Corporation shall indemnify any person who was or is party or threatened to be made a party to an action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another business, foreign or nonprofit Corporation, partnership, joint venture other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith, with due care, and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful; provided that in case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses (including attorney's fees and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the action to conclusion) actually and reasonably incurred in connection with the defense or settlement of such action and no indemnification shall be made in respect of any claim, issue or matter to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability, but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or with due care, and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that this conduct was unlawful.

Section 2. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any such action, suit or proceeding, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

Section 3. The indemnification hereunder (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings, or (2) if such a quorum is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel, or (3) by the member.

Section 4. The expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner in Paragraph (3) above, upon receipt of an undertaking by or on

behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized hereunder.

Section 5. The indemnification provided hereunder shall not be deemed exclusive of any other rights to which one indemnified may be entitled, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs and legal representative.

Section 6. The Corporation shall procure insurance for any person who is or was A Director, officer, employee or agent of the Corporation, and may procure such insurance for any person who is or was serving at the request of the Corporation as a director, officer, employee or agent of another business, non-profit or foreign corporation, partnership, joint venture or other enterprise, against any liability asserted against or incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under this Article VI.

ARTICLE VII

Borrowing; Deposits; Approval Authority

Section 1. Borrowing. No officer, agent, or employee of the Corporation shall have any power or authority to borrow money on its behalf, to pledge its credit, or to mortgage or pledge its real property, except to the extent of the authority delegated to such officer, agent, or employee by a resolution of the Board of Directors.

Section 2. Deposits. All funds of the Corporation shall be deposited each day to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may approve or designate, and all such funds shall be withdrawn only by checks signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by a resolution of the Board of Directors.

ARTICLE VIII

Notice; Waiver

Section 1. Nature of Notice. Whenever written notice is required to be given to any person, it may be given to such person either by delivering it to him personally, or by sending it by United States mail, electronic mail, or by facsimile transmission to his address appearing on the books of the Corporation or supplied by him to the Corporation for the purpose of notice. If the notice is sent by mail, it shall be deemed to have been given to the person entitled thereto when deposited in the United States mail. Such notice shall specify the place, day, and hour of the meeting, and, in the case of a special meeting, the general nature of the business to be transacted.

Section 2. Waiver in Writing. Whenever any notice, either written or by publication, is required to be given, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 3. Waiver by Attendance. Attendance of a person either in person or by proxy at any meeting shall constitute a waiver of notice of such meeting, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened and when he restricts his participation to the making of such objection.

ARTICLE IX

Unanimous Consent

Any action which may be taken at a meeting of the Board of Directors, or a committee thereof, may be taken by consent in writing signed by all the directors or by all members of the committee, as the case may be, and filed with the records of the proceeding of the Board or committee.

ARTICLE X

Fiscal Year

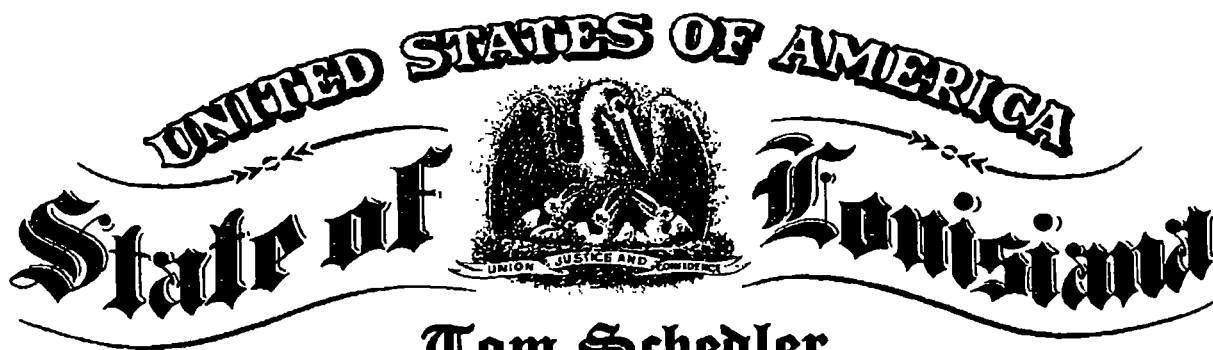
The fiscal year of the Corporation shall be the calendar year.

ARTICLE XI

Amendments to Bylaws

Any and all of the provisions of the bylaws of the Corporation may be amended, altered, or repealed by the Board of Directors or by the member, at any meeting duly convened after notice to the directors or member setting forth the nature of the change or changes to be made in such bylaws.

Amended 12/3/13



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that

a copy of Restated Articles of Incorporation of

BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION

Domiciled at BATON ROUGE, LOUISIANA,

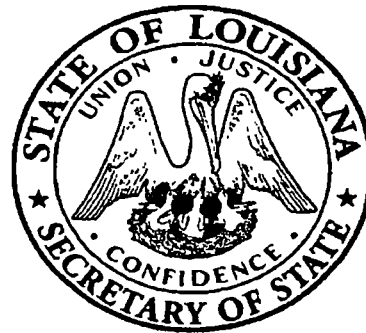
Was filed and recorded in this Office on February 20, 2014.

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

February 21, 2014

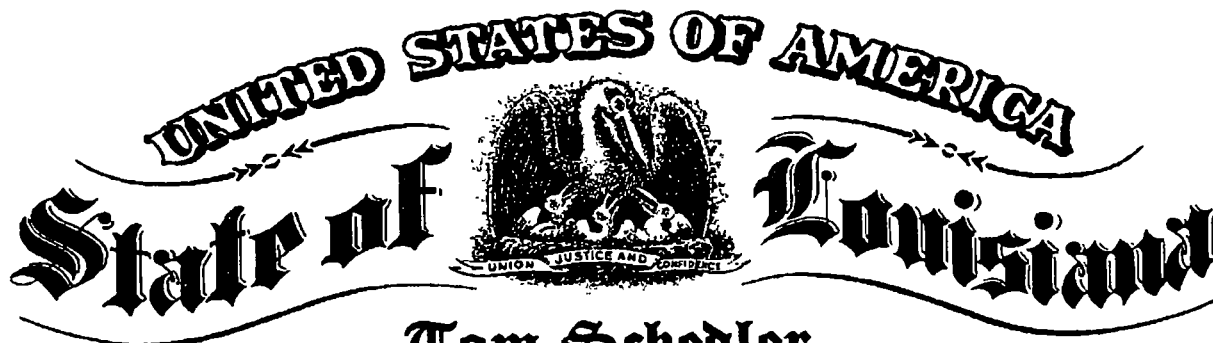
Secretary of State

AL 34422849N



Certificate ID: 10464382#QKH62

To validate this certificate, visit the following web site,
go to **Commercial Division, Certificate Validation**,
then follow the instructions displayed.
www.sos.louisiana.gov



Tom Schedler
SECRETARY OF STATE

As Secretary of State of the State of Louisiana I do hereby Certify that
the attached document(s) of

BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION

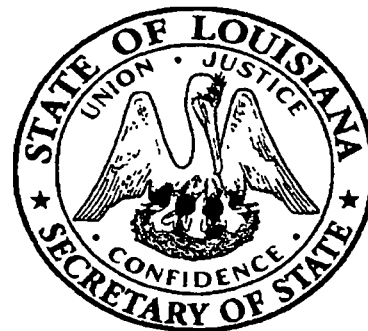
are true and correct and are filed in the Louisiana Secretary of State's Office.
41436595 Restated Amendment 02/20/2014 8 pages

In testimony whereof, I have hereunto set my
hand and caused the Seal of my Office to be
affixed at the City of Baton Rouge on,

February 21, 2014

Secretary of State

AL 34422849N



Certificate ID: 10464383#YNJ62

To validate this certificate, visit the following
web site, go to **Commercial Division**,
Certificate Validation, then follow the
instructions displayed.

www.sos.louisiana.gov

**AUTHENTIC ACT OF
THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION
(Formerly known as LOUISIANA CHILD CARING FOUNDATION, INC)**

**STATE OF LOUISIANA
PARISH OF EAST BATON ROUGE**

BE IT KNOWN, that on the 3rd day of December, 2013, before me, Notary Public, duly commissioned and qualified in and for the Parish and State aforesaid, and in the presence of the undersigned competent witnesses, personally came and appeared:

PEGGY SCOTT AND TODD SCHEXNAYDER

who, after being duly sworn, did declare unto me, Notary, and in the presence of the undersigned competent witnesses, that the former is the President and the latter is the Secretary of The Blue Cross and Blue Shield of Louisiana Foundation f/k/a Louisiana Child Caring Foundation, Inc. (the "Corporation") and that they have been duly authorized, pursuant to the action of the Member of the Corporation at a special meeting of said Member held on December 3, 2013, at the Corporation's headquarters and registered office in Baton Rouge, Louisiana, to execute this authentic act.

Appearers do further declare that the Member was given due and proper notice more than thirty (30) days in advance of the date of said meeting by a written notice to said Member duly authorized and validly existing, and by a vote of the sole Member in favor and in person, the Member adopted the amendments set forth in these Third Amended and Restated Articles of Incorporation of the Corporation set forth herein below:

ARTICLE II: The purpose of the Corporation is changed to read as follows: The purpose of the Corporation is to operate exclusively for charitable and educational purposes pursuant to IRC Section 501(c)(3). In furtherance of its exempt purpose, the Corporation may make donations to other organizations which operate exclusively for charitable or educational purposes and are exempt under IRC Section 501(c)(3) or the corresponding provision of any future U.S. Internal Revenue Code. Additionally, the Corporation may make charitable grants or donations to Louisiana citizens or organizations in fulfillment of its tax exempt charitable or educational purpose.

If, at any time, this Corporation is classified as a "private foundation" as that term is defined in Section 509 of the Internal Revenue Code (IRC):

- a. The Corporation shall not be engaged in any act of self-dealing as defined in Section 4941(d) of the IRC or the corresponding provisions of any subsequent federal tax laws;

- b. The Corporation shall make distributions of such amounts for each taxable year at any time and in such manner as not to become subject to the tax imposed by Section 4942 of the IRC or the corresponding provisions of any subsequent federal tax laws;
- c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the IRC or the corresponding provisions of any subsequent federal tax laws;
- d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the IRC or the corresponding provisions of any subsequent federal tax laws;
- e. The Corporation shall not make any taxable expenditures defined in Section 4945(d) of the IRC or the corresponding provisions of any subsequent federal tax laws.

ARTICLE VI: Revises the names and addresses of the Board of Directors.

ARTICLE VII: Provides that the Board elects the chairman, president, secretary and treasurer of the Corporation and such other officers as may be designated by the Board of Directors. Also adds term limits for Board of Directors and addresses attendance policy for directors.

ARTICLE VIII: Clarifies perpetual existence for Corporation.

Appearers further declare that a certified copy of the entire minutes of said meeting authorizing these actions is attached hereto as Exhibit "A." Said Appearers do hereby set forth the Third Amended and Restated Articles of Incorporation of Blue Cross and Blue Shield of Louisiana Foundation (f/k/a Louisiana Child Caring Foundation, Inc.) which Third Amended and Restated Articles accurately reflect the entire Articles of Incorporation and all amendments thereto in effect as of this date, and declare that said Third Amended and Restated Articles have been adopted and effected in conformity with the law, and the Articles of Incorporation of this Corporation, which Corporation was originally incorporated effective on November 30, 1992. Said Appearers do hereby set forth the Third Amended and Restated Articles of Incorporation of Blue Cross and Blue Shield of Louisiana Foundation (f/k/a Louisiana Child Caring Foundation, Inc.) effective December 3, 2013, as follows:

ARTICLE I

The name of the Corporation is Blue Cross and Blue Shield of Louisiana Foundation.

ARTICLE II

The purpose of the Corporation is to operate exclusively for charitable and educational purposes pursuant to IRC Section 501(c)(3). In furtherance of its exempt purpose, the Corporation may make donations to other organizations which operate exclusively for charitable or educational purposes and are exempt under IRC Section 501(c)(3) or the corresponding provision of any future U.S. Internal Revenue Code. Additionally, the Corporation may make charitable grants or donations to Louisiana citizens or organizations in fulfillment of its tax exempt charitable or educational purpose.

Dr. C. Richard Atkins.
5525 Reitz Avenue
Baton Rouge, LA 70809

Frances T. Henry
5525 Reitz Avenue
Baton Rouge, LA 70809

Sybil H. Morial
5525 Reitz Avenue
Baton Rouge, LA 70809

Dan S. Borné
5525 Reitz Avenue
Baton Rouge, LA 70809

J. Kevin McCotter
5525 Reitz Avenue
Baton Rouge, LA 70809

Jerome K. Greig
5525 Reitz Avenue
Baton Rouge, LA 70809

ARTICLE VII

The directors of this Corporation shall normally be elected by the Member at an Annual Meeting of the Member of the Corporation. Failure to elect directors as provided herein shall not dissolve this Corporation, nor impair its corporate existence or management, but the directors then in office shall remain in office until their successors shall have been duly elected and qualified. A director may be added, replaced and/or removed by the Member at any member meeting.

Qualifications, powers, and duties of the Board of Directors may be provided in the Bylaws of the Corporation. Further, term limits and an attendance policy for directors shall be detailed in the Bylaws of the Corporation.

The directors shall elect a chairman, president, treasurer and secretary of the Corporation and such other officers as may be designated by the Board of Directors at the Annual Meeting of the Board of Directors. Any two (2) or more offices may be held by the same person except the offices of chairman and secretary or of president and secretary.

ARTICLE VIII

This Corporation shall be a nonprofit corporation and shall have no capital stock. It shall be operated and maintained by such contributions as the membership shall make and from other sources as the Board of Directors shall determine to be necessary or acceptable for the proper functioning of the Corporation. Under no circumstances shall any of the net earnings or assets of the Corporation inure to be distributed to the benefit of its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

Notwithstanding other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future U.S. Internal Revenue law, or (b) by a corporation

contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future U.S. Internal Revenue law.

The Corporation shall enjoy perpetual existence, unless sooner dissolved in accordance with law.

The member of the Corporation shall be Louisiana Health Service & Indemnity Company d/b/a Blue Cross and Blue Shield of Louisiana. The member shall have one vote and may not vote by proxy.

ARTICLE IX

The Incorporator, officers, and directors of this corporation claim the benefits of the limitation of liability of the provisions of La. R.S. 12:92 to the fullest extent allowed by law as fully and completely as though said provisions were recited herein in their entirety.



ARTICLE X

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, transfer all of the remaining assets of the Corporation to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, as amended, or the corresponding provision of any future U.S. Internal Revenue law.

THUS DONE AND SIGNED by the appearers at Baton Rouge, Louisiana, on the day and date first above written in the presence of the undersigned competent witnesses and me, Notary Public, after due reading of the whole.

Blue Cross and Blue Shield of Louisiana
Foundation (f/k/a Louisiana Child Caring
Foundation)

WITNESSES:


Amy L. Sparrow

David Lavergne

By: 
PEGGY B. SCOTT, President

By: 
TODD SCHEXNAYDER, Secretary


NOTARY PUBLIC

Penny M. Martin, Notary Public
Notary Number: 42067
Commissioned for East Baton Rouge Parish, LA
Qualified to act in East Baton Rouge Parish, LA
My Commission is for Life

MINUTES

ANNUAL MEETING OF THE BOARD OF DIRECTORS BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION

December 3, 2013

The annual meeting of the Board of Directors of the Blue Cross and Blue Shield of Louisiana Foundation (Foundation) was held in the Executive Committee Room at 5525 Reitz Avenue, Baton Rouge, Louisiana on Tuesday, December 3, 2013. The meeting was convened, held, and conducted in the manner provided by the Bylaws of the Foundation.

BOARD MEMBERS PRESENT Dr. C. Richard Atkins, Chairman
Mr. Dan Borné
Mr. Jerome K. Greig
Mrs. Peggy B. Scott
Mrs. Frances T. Henry
Mr. J. Kevin McCotter
Mr. Todd Schexnayder

ABSENT Mrs. Sybil H. Morial

OTHERS PRESENT Mrs. Angela Gauthier
Ms. Penny Martin
Mrs. Christy Reeves
Mr. Adam Short

Attached as Exhibit "A" and made a part of these minutes is a copy of the notice of the meeting.

CALL TO ORDER The meeting was called to order by Dr. Richard Atkins, Chair of the Board.

**ELECTION OF THE
SECRETARY OF THE BOARD** Dr. Atkins then called for nominations for the officers of the Board of Directors. Mr. Dan Borné nominated the following candidates for officers of the Board:

Dr. Richard Atkins, Chairman
Todd Schexnayder, Secretary

**MOTION - Election of the
Secretary of the Board**

Mr. Kevin McCotter moved to elect the foregoing slate of candidates and Mr. Borné seconded the motion. Dr. Atkins called for a vote on the motion. Each Board member present voted in favor of the election of the foregoing slate of officers of the Board, and the nominees were unanimously elected.

**ELECTION OF THE OFFICERS
OF THE FOUNDATION**

Dr. Atkins then called for nominations for the officers of the Foundation. Mr. Schexnayder nominated the following slate of candidates:

Peggy Scott, President
Todd Schexnayder, Secretary/Treasurer
C. Richard Atkins, D.D.S., Chairman/Vice President
Dan Borné, Vice President
Jerome Greig, Vice President
Frances Henry, Vice President
Kevin McCotter, Vice President
Sybil Morial, Vice President

MOTION: Election of the
Officers of the Foundation

Mrs. Frances Henry moved to elect the foregoing slate of nominees and Mr. Borné seconded the motion. Dr. Atkins called for a vote on the motion. Each Board member voted in favor of the election of the foregoing slate of officers of the Foundation, and the nominees were unanimously elected.

MOTION - Adjourn

There was no further business to come before the Board, and on motion of Mr. McCotter, seconded by Mr. Borné, the meeting adjourned.

Respectfully submitted,

TODD SCHEXNAYDER, Secretary

Approved:

RICHARD ATKINS, D.D.S, Chair

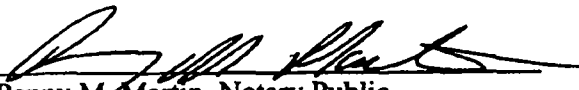
**CERTIFICATE
BY THE SECRETARY OF THE BOARD OF DIRECTORS
OF LOUISIANA CHILD CARING FOUNDATION, INC. NOW KNOWN AS
BLUE CROSS AND BLUE SHIELD OF LOUISIANA FOUNDATION**

I, Todd Schnexnayder, Secretary of the Board, do hereby certify that the foregoing is a true and correct copy of the minutes of the Annual Meeting of the Member of the Blue Cross and Blue Shield of Louisiana Foundation formerly known as Louisiana Child Caring Foundation, Inc., which was held on the 3rd day of December, 2013.

Witness my official signature at Baton Rouge, Louisiana, this 3 day of December, 2013.


TODD SCHNEXNAYDER., Secretary

Subscribed and sworn before me, Penny M. Martin, a Notary Public for the Parish of East Baton Rouge, State of Louisiana, on the 3 day of December 2013.


Penny M. Martin, Notary Public
State of Louisiana, Parish of East Baton Rouge
Notary No. 42067
Commission is for Life