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EXTENDED TO NOVEMBER 16, 2015

Form **990****Return of Organization Exempt From Income Tax**

OMB No 1545-0047

Department of the Treasury  
Internal Revenue Service

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except private foundations)

Do not enter social security numbers on this form as it may be made public.

Information about Form 990 and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**2014**Open to Public  
Inspection**A For the 2014 calendar year, or tax year beginning and ending**

<b>B</b> Check if applicable: <input type="checkbox"/> Address change <input checked="" type="checkbox"/> Name change <input type="checkbox"/> Initial return <input type="checkbox"/> Final return/terminated <input type="checkbox"/> Amended return <input type="checkbox"/> Application pending	<b>C</b> Name of organization <b>STRATACOR</b>		<b>D</b> Employer identification number <b>41-1852523</b>
	Doing business as		<b>E</b> Telephone number <b>612-224-3293</b>
	Number and street (or P.O. box if mail is not delivered to street address)	Room/suite	<b>G</b> Gross receipts \$ <b>1,044,555,435.</b>
	<b>500 WASHINGTON AVE S</b>	<b>2060</b>	<b>H(a)</b> Is this a group return for subordinates? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	City or town, state or province, country, and ZIP or foreign postal code <b>MINNEAPOLIS, MN 55415</b>		<b>H(b)</b> Are all subordinates included? <input type="checkbox"/> Yes <input type="checkbox"/> No If "No," attach a list. (see instructions)
<b>F</b> Name and address of principal officer: <b>RODNEY A. YOUNG</b> <b>SAME AS C ABOVE</b>			<b>H(c)</b> Group exemption number ▶
<b>I</b> Tax-exempt status: <input type="checkbox"/> 501(c)(3) <input checked="" type="checkbox"/> 501(c) ( <b>4</b> ) ◀ (insert no.) <input type="checkbox"/> 4947(a)(1) or <input type="checkbox"/> 527			
<b>J</b> Website: ▶ <b>WWW.STRATACOR.COM</b>			
<b>K</b> Form of organization: <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Trust <input type="checkbox"/> Association <input type="checkbox"/> Other ▶			<b>L</b> Year of formation: <b>1996</b> <b>M</b> State of legal domicile: <b>MN</b>

**Part II Summary**

<b>Activities &amp; Governance</b>	1 Briefly describe the organization's mission or most significant activities. <b>TO PROVIDE VARIOUS DENTAL SERVICE BENEFITS, RELATED HEALTH SERVICE BENEFITS AND ACCESS TO THE</b>	
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.	
	3 Number of voting members of the governing body (Part VI, line 1a)	<b>20</b>
	4 Number of independent voting members of the governing body (Part VI, line 1b)	<b>18</b>
	5 Total number of individuals employed in calendar year 2014 (Part V, line 2a)	<b>108</b>
	6 Total number of volunteers (estimate if necessary)	<b>0</b>
	7a Total unrelated business revenue from Part VIII, column (C), line 12	<b>0.</b>
7b Net unrelated business taxable income from Form 990-T, line 34	<b>0.</b>	
<b>Revenue</b>	8 Contributions and grants (Part VIII, line 1h)	<b>0.</b>
	9 Program service revenue (Part VIII, line 2g)	<b>1055791367.</b>
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	<b>235,681.</b>
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	<b>0.</b>
	12 Total revenue - add lines 8 through 11 (must equal Part VIII, column (A), line 12)	<b>1056027048.</b>
	13 Grants and similar amounts paid (Part IX, column (A), lines 1-3)	<b>647,051.</b>
<b>Expenses</b>	14 Benefits paid to or for members (Part IX, column (A), line 4)	<b>0.</b>
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5-10)	<b>9,263,566.</b>
	16a Professional fundraising fees (Part IX, column (A), line 11e)	<b>0.</b>
	16b Total fundraising expenses (Part IX, column (D), line 25)	<b>0.</b>
	17 Other expenses (Part IX, column (A), lines 11a-11d, 13-24e)	<b>1032231530.</b>
	18 Total expenses Add lines 13-17 (must equal Part IX, column (A), line 25)	<b>1042142147.</b>
19 Revenue less expenses Subtract line 18 from line 12	<b>13,884,901.</b>	
<b>Net Assets or Fund Balances</b>	20 Total assets (Part X, line 16)	<b>454,345,891.</b>
	21 Total liabilities (Part X, line 26)	<b>103,687,998.</b>
	22 Net assets or fund balances Subtract line 21 from line 20	<b>350,657,893.</b>

**Part III Signature Block**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

<b>Sign Here</b>	Signature of officer <i>Tamera Robinson</i>	Date <b>11/13/15</b>
	Type or print name and title <b>TAMERA ROBINSON, CFO</b>	
<b>Paid Preparer Use Only</b>	Print/Type preparer's name <b>LAWRENCE H. MOHR, CPA</b>	Preparer's signature <i>Lawrence H. Mohr</i>
	Date <b>11/13/15</b>	Check if self-employed <input type="checkbox"/> PTIN <b>P00447603</b>
	Firm's name ▶ <b>BAKER TILLY VIRCHOW KRAUSE, LLP</b>	Firm's EIN ▶ <b>39-0859910</b>
	Firm's address ▶ <b>225 S 6TH ST #2300</b>	Phone no. <b>612.876.4500</b>
	<b>MINNEAPOLIS, MN 55402</b>	

May the IRS discuss this return with the preparer shown above? (see instructions)

☒ Yes ☐ No

SCANNED DEC 16 2015

**Part-III** Statement of Program Service Accomplishments

Check if Schedule O contains a response or note to any line in this Part III

☒ X

1 Briefly describe the organization's mission:

THE MISSION OF DENTAL BENEFIT PLANS OF MINNESOTA IS TO PROVIDE VARIOUS DENTAL SERVICE BENEFITS, RELATED HEALTH SERVICE BENEFITS AND ACCESS AND TO PROMOTE ORAL HEALTH, HEALTH AND ACCESS TO THE SAME IN THE COMMUNITIES WE SERVE THROUGH OUR SUBSIDIARIES SUCH AS DELTA DENTAL OF

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O.

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

4a (Code \_\_\_\_\_) (Expenses \$ 1,037,647,228. including grants of \$ 12,347,314. ) (Revenue \$ 1,034,714,410. )

THE COMPANY IS THE PARENT OF DELTA DENTAL OF MINNESOTA, DELTA DENTAL OF MINNESOTA FOUNDATION AND HEALTH VENTURES NETWORK, EACH OF WHICH ARE NOT FOR PROFIT SUBSIDIARIES ORGANIZED TO PROMOTE ORAL HEALTH, HEALTH AND/OR ACCESS TO THE SAME IN THE COMMUNITIES WE SERVE.

4b (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4c (Code \_\_\_\_\_) (Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4d Other program services (Describe in Schedule O.)

(Expenses \$ \_\_\_\_\_ including grants of \$ \_\_\_\_\_ ) (Revenue \$ \_\_\_\_\_ )

4e Total program service expenses **1,037,647,228.**

Form 990 (2014)

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>		X
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> ?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 <b>Section 501(c)(3) organizations.</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability; serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable.		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>	X	
b Did the organization report an amount for investments - other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>	X	
c Did the organization report an amount for investments - program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>	X	
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or other assistance to or for any foreign organization? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or other assistance to or for foreign individuals? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules** (continued)

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants or other assistance to any domestic organization or domestic government on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	<b>X</b>	
<b>22</b> Did the organization report more than \$5,000 of grants or other assistance to or for domestic individuals on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		<b>X</b>
<b>23</b> Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	<b>X</b>	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25a</i>		<b>X</b>
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3), 501(c)(4), and 501(c)(29) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		<b>X</b>
<b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		<b>X</b>
<b>26</b> Did the organization report any amount on Part X, line 5, 6, or 22 for receivables from or payables to any current or former officers, directors, trustees, key employees, highest compensated employees, or disqualified persons? <i>If "Yes," complete Schedule L, Part II</i>		<b>X</b>
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		<b>X</b>
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions).		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		<b>X</b>
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		<b>X</b>
<b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	<b>X</b>	
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		<b>X</b>
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		<b>X</b>
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		<b>X</b>
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		<b>X</b>
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	<b>X</b>	
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	<b>X</b>	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	<b>X</b>	
<b>35b</b> If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		<b>X</b>
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		<b>X</b>
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19?	<b>X</b>	

Note. All Form 990 filers are required to complete Schedule O

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**Part V** Statements Regarding Other IRS Filings and Tax ComplianceCheck if Schedule O contains a response or note to any line in this Part V ☐

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable. <b>74939</b>		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable. <b>0</b>		
c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	<b>X</b>	
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return. <b>108</b>		
b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).		<b>X</b>
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		<b>X</b>
b	If "Yes," has it filed a Form 990-T for this year? If "No," to line 3b, provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		<b>X</b>
b	If "Yes," enter the name of the foreign country. <b>See instructions for filing requirements for FinCEN Form 114, Report of Foreign Bank and Financial Accounts (FBAR).</b>		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		<b>X</b>
b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		<b>X</b>
c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		<b>X</b>
b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		<b>X</b>
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		<b>X</b>
d	If "Yes," indicate the number of Forms 8282 filed during the year. <b>7d</b>		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		<b>X</b>
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		<b>X</b>
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	<b>Sponsoring organizations maintaining donor advised funds.</b> Did a donor advised fund maintained by the sponsoring organization have excess business holdings at any time during the year?		
9	<b>Sponsoring organizations maintaining donor advised funds.</b>		
a	Did the sponsoring organization make any taxable distributions under section 4966?		
b	Did the sponsoring organization make a distribution to a donor, donor advisor, or related person?		
10	<b>Section 501(c)(7) organizations.</b> Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12. <b>10a</b>		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities. <b>10b</b>		
11	<b>Section 501(c)(12) organizations.</b> Enter:		
a	Gross income from members or shareholders. <b>11a</b>		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them.) <b>11b</b>		
12a	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year. <b>12b</b>		
13	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
a	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans. <b>13b</b>		
c	Enter the amount of reserves on hand. <b>13c</b>		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		<b>X</b>
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O. <b>14b</b>		

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**Part VI Governance, Management, and Disclosure** For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response or note to any line in this Part VI

☒**Section A. Governing Body and Management**

	Yes	No
<b>1a</b> Enter the number of voting members of the governing body at the end of the tax year If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.	20	
<b>b</b> Enter the number of voting members included in line 1a, above, who are independent	18	
<b>2</b> Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
<b>3</b> Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
<b>4</b> Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b> Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b> Did the organization have members or stockholders?	X	
<b>7a</b> Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	X	
<b>b</b> Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
<b>8</b> Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>a</b> The governing body?	X	
<b>b</b> Each committee with authority to act on behalf of the governing body?	X	
<b>9</b> Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

	Yes	No
<b>10a</b> Did the organization have local chapters, branches, or affiliates?		X
<b>b</b> If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11a</b> Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>b</b> Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
<b>12a</b> Did the organization have a written conflict of interest policy? If "No," go to line 13	X	
<b>b</b> Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	X	
<b>c</b> Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	X	
<b>13</b> Did the organization have a written whistleblower policy?	X	
<b>14</b> Did the organization have a written document retention and destruction policy?	X	
<b>15</b> Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>a</b> The organization's CEO, Executive Director, or top management official	X	
<b>b</b> Other officers or key employees of the organization If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)	X	
<b>16a</b> Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>b</b> If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

**17** List the states with which a copy of this Form 990 is required to be filed **NONE**

**18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.  
☐ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)

**19** Describe in Schedule O whether (and if so, how) the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year

**20** State the name, address, and telephone number of the person who possesses the organization's books and records: **TAMERA ROBINSON - 612-224-3293**  
**500 WASHINGTON AVE S, NO. 2060, MINNEAPOLIS, MN 55415**

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**Check if Schedule O contains a response or note to any line in this Part VII ☐**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees****1a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations.
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former** directors or trustees that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations.

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons.

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BERNARD BROMMER DIRECTOR	1.50 0.80	X						38,450.	0.	0.
(2) WILLIAM MIXON DIRECTOR	1.40 0.60	X						8,123.	0.	0.
(3) DR. BRUCE TEMPLETON DIRECTOR	1.40 0.40	X						30,350.	0.	0.
(4) DEB KNUTSON DIRECTOR	1.50 0.30	X						33,200.	0.	0.
(5) DOUGLAS ALGER SECRETARY	1.50 0.50	X		X				39,700.	0.	0.
(6) DR. JAMES SWANSTROM DIRECTOR	1.40 0.40	X						31,450.	650.	0.
(7) DR. JOHN ANDERSON DIRECTOR	1.00 0.50	X						36,450.	0.	0.
(8) JOHN BLUFORD DIRECTOR	1.40 0.40	X						30,800.	0.	0.
(9) JOHN SOMROCK DIRECTOR	1.80 0.80	X						45,175.	1,000.	0.
(10) KATHLEEN PEPSKI DIRECTOR	1.50 0.50	X						18,050.	0.	0.
(11) KIM MAGEAU VICE CHAIR	1.50 0.50	X		X				36,750.	0.	0.
(12) LOIS MARTIN TREASURER	1.50 0.50	X		X				35,150.	650.	0.
(13) MICHAEL HOWE BOARD CHAIR	3.00 2.00	X		X				66,200.	650.	0.
(14) DR. MICHAEL ZAKULA DIRECTOR	1.40 0.30	X						27,550.	0.	0.
(15) DR. PAUL CARLSON DIRECTOR	1.40 0.30	X						29,500.	0.	0.
(16) DR. SUSAN ANDERSON DIRECTOR	1.40 0.30	X						28,200.	0.	0.
(17) PHILIP SMITH DIRECTOR	1.40 0.30	X						11,650.	0.	0.



**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(18) RODNEY YOUNG CEO AND PRESIDENT	28.30 19.90	X		X				672,369.	0.	35,320.
(19) CHRISTOPHER EARL SVP SALES & BUSINESS DEVELOPMENT	22.20 25.30			X				393,958.	0.	35,348.
(20) TAMARA ROBINSON SVP & CFO/ASSISTANT TREASURER	24.90 20.70			X				265,288.	0.	19,668.
(21) STEPHANIE ALBERT VP GEN COUNSEL/ASSISTANT SECRETARY	32.30 14.70			X				262,055.	0.	29,284.
(22) TIMOTHY QUINN CMO & VP CONSUMER MARKETING	13.80 33.80				X			250,185.	0.	22,979.
(23) JUDY PETERSON VP HUMAN RESOURCES	48.00 2.00				X			212,668.	0.	27,255.
(24) VALERIE SORENSON VP ACCOUNT MANAGEMENT	12.40 37.70					X		244,145.	0.	23,520.
(25) JOSEPH LALLY VP GOV'T RELATIONS & COMPLIANCE	11.90 35.10					X		234,019.	0.	21,594.
(26) MICHAEL MCGUIRE CHIEF OPERATIONS OFFICER	33.40 16.00					X		195,937.	0.	28,094.
<b>1b Sub-total</b>								3,277,372.	2,950.	243,062.
<b>c Total from continuation sheets to Part VII, Section A</b>								372,377.	0.	42,566.
<b>d Total (add lines 1b and 1c)</b>								3,649,749.	2,950.	285,628.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization

26

- 3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? If "Yes," complete Schedule J for such individual
- 4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If "Yes," complete Schedule J for such individual
- 5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If "Yes," complete Schedule J for such person

	Yes	No
3		X
4	X	
5		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
DECARE DENTAL HEALTH INTERNATIONAL, LLC 3560 DELTA DENTAL DR, EAGAN, MN 55122	DENTAL SERVICES	46,707,487.
PDG PA, 2200 COUNTY RD C WEST, STE 2210, ROSEVILLE, MN 55113	DENTAL SERVICES	23,209,090.
NORTHLAND DENTAL PARTNERS PO BOX 505054, ST LOUIS, MO 63150	DENTAL SERVICES	17,501,929.
MODERN DENTAL PROFESSIONALS-MINNESOTA PC PO BOX 90, MONDOVI, WI 54755	DENTAL SERVICES	2,985,677.
DENTAL SPECIALIST OF MN, 2200 COUNTY RD C WEST, STE 2210, ROSEVILLE, MN 55113	DENTAL SERVICES	2,896,200.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization

1,162

SEE PART VII, SECTION A CONTINUATION SHEETS

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**Part VII** Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below line)	(C) Position (check all that apply)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(27) DAVID ANDERSON	15.00									
DIRECTOR OF SALES	23.80					X		194,942.	0.	20,773.
(28) CLIVE WEST	1.20									
DIRECTOR OF COMMERCIAL MARKETS	38.80					X		177,435.	0.	21,793.
Total to Part VII, Section A, line 1c								372,377.		42,566.

**Part VIII** Statement of RevenueCheck if Schedule O contains a response or note to any line in this Part VIII ☐

				(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512 - 514
<b>Contributions, Gifts, Grants and Other Similar Amounts</b>	1 a Federated campaigns	1a					
	b Membership dues	1b					
	c Fundraising events	1c					
	d Related organizations	1d					
	e Government grants (contributions)	1e					
	f All other contributions, gifts, grants, and similar amounts not included above	1f					
	g Noncash contributions included in lines 1a-1f \$						
	h Total. Add lines 1a-1f						
<b>Program Service Revenue</b>			Business Code				
	2 a SUBSCRIPTION REVENUE		541900	1025806507.	1025806507.		
	b ADMINISTRATIVE SERVICES		561000	8,907,903.	8,907,903.		
	c						
	d						
	e						
	f All other program service revenue						
	g Total. Add lines 2a-2f			1034714410.			
<b>Other Revenue</b>	3 Investment income (including dividends, interest, and other similar amounts)			265,034.			265,034.
	4 Income from investment of tax-exempt bond proceeds						
	5 Royalties						
	6 a Gross rents	(i) Real	(ii) Personal				
	b Less rental expenses						
	c Rental income or (loss)						
	d Net rental income or (loss)						
	7 a Gross amount from sales of assets other than inventory	(i) Securities	(ii) Other				
	b Less cost or other basis and sales expenses						
	c Gain or (loss)						
	d Net gain or (loss)			534,948.			534,948.
	8 a Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	a					
	b Less direct expenses	b					
	c Net income or (loss) from fundraising events						
	9 a Gross income from gaming activities. See Part IV, line 19	a					
	b Less direct expenses	b					
	c Net income or (loss) from gaming activities						
	10 a Gross sales of inventory, less returns and allowances	a					
	b Less cost of goods sold	b					
	c Net income or (loss) from sales of inventory						
Miscellaneous Revenue			Business Code				
11 a							
b							
c							
d All other revenue							
e Total. Add lines 11a-11d							
12 Total revenue. See instructions.				1035514392.	1034714410.	0.	799,982.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response or note to any line in this Part IX ☐

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to domestic organizations and domestic governments. See Part IV, line 21	12,347,314.	12,347,314.		
2 Grants and other assistance to domestic individuals. See Part IV, line 22				
3 Grants and other assistance to foreign organizations, foreign governments, and foreign individuals. See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	2,777,026.	2,582,634.	194,392.	
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,541,256.	1,433,368.	107,888.	
8 Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	39,344.	36,590.	2,754.	
9 Other employee benefits	1,427,158.	1,327,257.	99,901.	
10 Payroll taxes	249,071.	231,636.	17,435.	
11 Fees for services (non-employees):				
a Management	577,018.		577,018.	
b Legal	327,752.		327,752.	
c Accounting	42,907.		42,907.	
d Lobbying				
e Professional fundraising services. See Part IV, line 17				
f Investment management fees	58,243.		58,243.	
g Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Sch. O.)	50,344,713.	50,344,713.		
12 Advertising and promotion	1,232,595.	887,466.	345,129.	
13 Office expenses	585,859.	421,817.	164,042.	
14 Information technology				
15 Royalties				
16 Occupancy	373,915.	373,915.		
17 Travel	235,279.		235,279.	
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	8,456.	8,456.		
20 Interest				
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	286,346.	206,169.	80,177.	
23 Insurance	202,369.		202,369.	
24 Other expenses. Itemize expenses not covered above. (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a <b>CLAIMS EXPENSE</b>	966,960,170.	966,960,170.		
b <b>COMMISSIONS EXPENSE</b>	3,323,576.		3,323,576.	
c <b>MEMBERSHIP FEES</b>	896,531.	896,531.		
d <b>BANK CHARGES</b>	523,105.		523,105.	
e All other expenses	-782,181.	-410,808.	-371,373.	
25 <b>Total functional expenses</b> Add lines 1 through 24e	1043577822.	1037647228.	5,930,594.	0.
26 <b>Joint costs</b> Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation.				

Check here ☐ if following SOP 98-2 (ASC 958-720)

**Part X Balance Sheet**Check if Schedule O contains a response or note to any line in this Part X ☐

		(A) Beginning of year		(B) End of year
<b>Assets</b>	1 Cash - non-interest-bearing		1	
	2 Savings and temporary cash investments	18,116,514.	2	37,392,524.
	3 Pledges and grants receivable, net		3	
	4 Accounts receivable, net	86,101,732.	4	68,825,695.
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instr). Complete Part II of Sch L		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	190,014.	9	914,868.
	10a Land, buildings, and equipment: cost or other basis. Complete Part VI of Schedule D	10a 3,105,710.		
	b Less: accumulated depreciation	10b 822,116.	10c	2,283,594.
	11 Investments - publicly traded securities		11	
	12 Investments - other securities. See Part IV, line 11	345,963,744.	12	349,840,560.
	13 Investments - program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	2,783,461.	15	30,569,263.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	454,345,891.	16	489,826,504.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses	101,561,821.	17	109,439,853.
	18 Grants payable		18	
	19 Deferred revenue	991,186.	19	954,095.
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	1,134,991.	25	16,519,909.
	26 <b>Total liabilities.</b> Add lines 17 through 25	103,687,998.	26	126,913,857.
<b>Net Assets or Fund Balances</b>	<b>Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.</b>			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117 (ASC 958), check here <input checked="" type="checkbox"/> and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds	0.	30	0.
	31 Paid-in or capital surplus, or land, building, or equipment fund	0.	31	0.
	32 Retained earnings, endowment, accumulated income, or other funds	350,657,893.	32	362,912,647.
	33 <b>Total net assets or fund balances</b>	350,657,893.	33	362,912,647.
	34 <b>Total liabilities and net assets/fund balances</b>	454,345,891.	34	489,826,504.

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**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response or note to any line in this Part XI

☒

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,035,514,392.
2	Total expenses (must equal Part IX, column (A), line 25)	2	1,043,577,822.
3	Revenue less expenses Subtract line 2 from line 1	3	-8,063,430.
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	350,657,893.
5	Net unrealized gains (losses) on investments	5	-1,546,814.
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	21,864,998.
10	Net assets or fund balances at end of year. Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	362,912,647.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response or note to any line in this Part XII

☒

- 1 Accounting method used to prepare the Form 990. ☐ Cash ☒ Accrual ☐ Other \_\_\_\_\_  
If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.
- 2a Were the organization's financial statements compiled or reviewed by an independent accountant?  
If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both:  
☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis
- b Were the organization's financial statements audited by an independent accountant?  
If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both:  
☐ Separate basis ☒ Consolidated basis ☐ Both consolidated and separate basis
- c If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.
- 3a As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?
- b If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
1		
2a		X
2b	X	
2c	X	
3a		X
3b		

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**SCHEDULE D**  
(Form 990)Department of the Treasury  
Internal Revenue Service**Supplemental Financial Statements**▶ Complete if the organization answered "Yes" to Form 990,  
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990.▶ Information about Schedule D (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**Open to Public  
Inspection

Name of the organization

STRATACOR

Employer identification number

41-1852523

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the  
organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate value of contributions to (during year)		
3 Aggregate value of grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply).

<input type="checkbox"/> Preservation of land for public use (e.g., recreation or education)	<input type="checkbox"/> Preservation of a historically important land area
<input type="checkbox"/> Protection of natural habitat	<input type="checkbox"/> Preservation of a certified historic structure
<input type="checkbox"/> Preservation of open space	

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year.

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☐ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items.

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items.

(i) Revenue included in Form 990, Part VIII, line 1	▶ \$ _____
(ii) Assets included in Form 990, Part X	▶ \$ _____

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenue included in Form 990, Part VIII, line 1	▶ \$ _____
b Assets included in Form 990, Part X	▶ \$ _____

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets** (continued)

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items

(check all that apply):

a ☐ Public exhibitiond ☐ Loan or exchange programsb ☐ Scholarly researche ☐ Other \_\_\_\_\_c ☐ Preservation for future generations

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets

to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes☐ No**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes☐ No

b If "Yes," explain the arrangement in Part XIII and complete the following table

	Amount
1c	
1d	
1e	
1f	

c Beginning balance

d Additions during the year

e Distributions during the year

f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21, for escrow or custodial account liability?

☐ Yes☐ Nob If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII ☐**Part V Endowment Funds.** Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as:

a Board designated or quasi-endowment ▶ \_\_\_\_\_ %

b Permanent endowment ▶ \_\_\_\_\_ %

c Temporarily restricted endowment ▶ \_\_\_\_\_ %

The percentages in lines 2a, 2b, and 2c should equal 100%

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by:

(i) unrelated organizations

(ii) related organizations

	Yes	No
3a(i)		
3a(ii)		
3b		

b If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIII the intended uses of the organization's endowment funds.

**Part VI Land, Buildings, and Equipment.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11a. See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements		262,535.	86,952.	175,583.
d Equipment		522,034.	204,294.	317,740.
e Other		2,321,141.	530,870.	1,790,271.

Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10c.) ▶ 2,283,594.

Schedule D (Form 990) 2014



**Part VII Investments - Other Securities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11b. See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) AVAILABLE-FOR-SALE		
(B) SECURITIES	22,826,456.	END-OF-YEAR MARKET VALUE
(C) INVESTMENT IN		
(D) SUBSIDIARIES	327,014,104.	END-OF-YEAR MARKET VALUE
(E)		
(F)		
(G)		
(H)		
<b>Total</b> (Col. (b) must equal Form 990, Part X, col. (B) line 12.)	349,840,560.	

**Part VIII Investments - Program Related.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11c. See Form 990, Part X, line 13.

(a) Description of investment	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
<b>Total</b> (Col. (b) must equal Form 990, Part X, col. (B) line 13.)		

**Part IX Other Assets.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11d. See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM AFFILIATES	30,569,263.
(2)	
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total</b> (Column (b) must equal Form 990, Part X, col. (B) line 15.)	30,569,263.

**Part X Other Liabilities.**

Complete if the organization answered "Yes" to Form 990, Part IV, line 11e or 11f. See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) INTERCOMPANY PAYABLE	16,519,909.
(3)	
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
<b>Total</b> (Column (b) must equal Form 990, Part X, col. (B) line 25.)	16,519,909.

2. Liability for uncertain tax positions In Part XIII, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740). Check here if the text of the footnote has been provided in Part XIII ☒

**Part XI** Reconciliation of Revenue per Audited Financial Statements With Revenue per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total revenue, gains, and other support per audited financial statements		1	1026210432.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12:			
a	Net unrealized gains (losses) on investments	2a	-1,546,814.	
b	Donated services and use of facilities	2b		
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII.)	2d	-7,698,903.	
e	Add lines 2a through 2d	2e		-9,245,717.
3	Subtract line 2e from line 1	3		1035456149.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	58,243.	
b	Other (Describe in Part XIII.)	4b		
c	Add lines 4a and 4b	4c		58,243.
5	Total revenue. Add lines 3 and 4c. (This must equal Form 990, Part I, line 12.)	5		1035514392.

**Part XII** Reconciliation of Expenses per Audited Financial Statements With Expenses per Return.

Complete if the organization answered "Yes" to Form 990, Part IV, line 12a.

1	Total expenses and losses per audited financial statements		1	1028371005.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25:			
a	Donated services and use of facilities	2a		
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII.)	2d		
e	Add lines 2a through 2d	2e		0.
3	Subtract line 2e from line 1	3		1028371005.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	58,243.	
b	Other (Describe in Part XIII.)	4b	15,148,574.	
c	Add lines 4a and 4b	4c		15,206,817.
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18.)	5		1043577822.

**Part XIII** Supplemental Information.

Provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

**PART X, LINE 2:**

THE COMPANY HAS REVIEWED ITS TAX POSITIONS FOR ALL OPEN TAX YEARS AND HAS CONCLUDED THAT IT DOES NOT MEET THE THRESHOLD FOR FINANCIAL STATEMENT RECOGNITION OF AN UNCERTAIN INCOME TAX POSITION TAKEN OR EXPECTED TO BE TAKEN IN A TAX RETURN.

**PART XI, LINE 2D - OTHER ADJUSTMENTS:**

COMMISSIONS EXPENSE	-3,323,576.
EQUITY EARNINGS IN ASO	-4,375,327.
TOTAL TO SCHEDULE D, PART XI, LINE 2D	-7,698,903.

**PART XII, LINE 4B - OTHER ADJUSTMENTS:**432054  
10-01-14

Schedule D (Form 990) 2014

**Part XIII** Supplemental Information (continued)

COMMISSIONS EXPENSE	3,323,576.
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<u>TRANSFER TO SUBSIDIARY ELIMINATED IN CONSOLIDATED AUDIT</u>	11,824,998.
----------------------------------------------------------------	-------------

<b>TOTAL TO SCHEDULE D, PART XII, LINE 4B</b>	<b>15,148,574.</b>
-----------------------------------------------	--------------------

**SCHEDULE I  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Grants and Other Assistance to Organizations,  
Governments, and Individuals in the United States**  
Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.

► Attach to Form 990.

► Information about Schedule I (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No. 1545-0047

**2014**

**Open to Public  
Inspection**

Name of the organization

**STRATACOR**

Employer identification number  
**41-1852523**

**Part I General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?

☒ Yes ☐ No

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

**Part II Grants and Other Assistance to Domestic Organizations and Domestic Governments.** Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
MODERN DENTAL PROFESSIONALS - MINNESOTA INC - PO BOX 90 - MONDOVI, WI 54755	41-1935735		50,000.	0.			MN DENTAL WORKFORCE PILOT PROGRAM
BOYS & GIRLS CLUB OF THE BEMIDJI AREA - PO BOX 191 - BEMIDJI, MN 56619	81-0599601	501(C)(3)	5,000.	0.			CAVITY PREVENTION ZONE
BOYS AND GIRLS CLUB OF CENTRAL MINNESOTA - 345 30TH AVE NORTH - SAINT CLOUD, MN 56303	41-1245177	501(C)(3)	5,000.	0.			PROJECT HEALTHY SMILES/HEALTHY KIDS
DOORSTEP HEALTHCARE SERVICES 5861 CEDAR LAKE ROAD SOUTH MINNEAPOLIS, MN 55416	68-0620960	501(C)(3)	20,000.	0.			COMMUNITY OUTREACH PROJECT
HEALTHFINDERS COLLABORATIVE INC PO BOX 731 NORTHFIELD, MN 55057	20-1805262	501(C)(3)	10,000.	0.			ACCESS TO ORAL HEALTH
INITIATIVE FOUNDATION 405 1ST STREET SE LITTLE FALLS, MN 56345	36-3451562	501(C)(3)	20,000.	0.			EARLY CHILDHOOD DENTAL NETWORK

16.

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table  
**3** Enter total number of other organizations listed in the line 1 table

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule I (Form 990) (2014)

## Part I Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part I)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NATIONAL CHILDREN'S ORAL HEALTH 4108 PARK ROAD, STE 300 CHARLOTTE, NC 28209	20-3921574	501(C)(3)	12,500.	0.			NORTH DAKOTA ORAL HEALTH ZONE
NORTHLAND FOUNDATION 202 WEST SUPERIOR STREET, STE 610 DULUTH, MN 55802	41-1554455	501(C)(3)	10,000.	0.			EXPANSION OF RURAL COMMUNITY BASED EARLY CHILDHOOD
SOUTHSIDE HEALTH SERVICES, INC 4243 4TH AVE SOUTH MINNEAPOLIS, MN 55409	23-7113799	501(C)(3)	10,000.	0.			NURSING HOME AND DENTAL VAN
VIETNAMESE SOCIAL SERVICES OF MN 227 UNIVERSITY AVENUE WEST SAINT PAUL, MN 55103	36-3532232	501(C)(3)	5,000.	0.			IMMIGRANT ORAL HEALTH PROMOTION PROJECT
CHILDREN'S DENTAL HEALTH SERVICES 903 W CENTER ST UNITED WAY BLDG ROCHESTER, MN 28209	20-3677586	501(C)(3)	7,500.	0.			UNDER AND UNINSURED STUDENTS
GRAND MARAIS FAMILY DENTISTRY PA PO BOX 670 GRAND MARAIS, MN 55604	46-3464516		39,000.	0.			DELTA DENTAL WORKFORCE PILOT PROGRAM
COMMUNITY DENTAL CARE 1670 BEAM AVENUE, STE 204 MAPLEWOOD, MN 55109	04-3692982	501(C)(3)	25,000.	0.			ROBBINSDALE CLINIC EXPANSION
FAMILY HEALTH CARE CENTER PO BOX 2625 FARGO, ND 58108	45-0430628	501(C)(3)	25,000.	0.			DELIVERY OF COMPREHENSIVE DIABETES CARE
MINNEAPOLIS HEART INSTITUTE FOUNDATION - 920 E 28TH ST, STE 100 - MINNEAPOLIS, MN 55407	41-1426406	501(C)(3)	21,500.	0.			ENGAGING ORAL HEALTH CARE PROVIDERS

Schedule I (Form 990)

**Part III** Continuation of Grants and Other Assistance to Governments and Organizations in the United States (Schedule I (Form 990), Part II.)

(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
NORTHPOINT HEALTH & WELLNESS CENTER INC - 1315 PENN AVE NORTH - MINNEAPOLIS, MN 55411	20-0898277	501(C)(3)	13,500.	0.			DENTAL WORKFORCE PILOT PROJECT
PILLSBURY UNITED COMMUNITIES 125 WEST BROADWAY, STE 130 MINNEAPOLIS, MN 55411	41-0916478	501(C)(3)	17,500.	0.			LINKING SCHOOLS DENTAL SCREENINGS
PORTICO HEALTHNET 2610 UNIVERSITY AVE WEST, STE 55 SAINT PAUL, MN 55114	41-1814659	501(C)(3)	20,000.	0.			DENTAL CARE ACCESS INITIATIVE
DELTA DENTAL OF MINNESOTA FOUNDATION - 500 WASHINGTON AVE SOUTH - MINNEAPOLIS, MN 55415	26-4482509	501(C)(3)	11,824,998.	0.			FUNDING TO SUPPORT DELTA DENTAL OF MN FOUNDATION, A RELATED ENTITY

Schedule I (Form 990)

Part III

Grants and Other Assistance to Domestic Individuals. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.  
Part III can be duplicated if additional space is needed.

(a) Type of grant or assistance	(b) Number of recipients	(c) Amount of cash grant	(d) Amount of non-cash assistance	(e) Method of valuation (book, FMV, appraisal, other)	(f) Description of non-cash assistance

Part IV

Supplemental Information. Provide the information required in Part I, line 2, Part III, column (b), and any other additional information.

PART I, LINE 2:

FUNDING REQUESTS AND GRANT APPLICATIONS ARE REVIEWED BY THE DIRECTOR OF COMMUNITY AFFAIRS OR THE VICE PRESIDENT OF HUMAN RESOURCES AND IF THEY ARE CONSISTENT WITH THE MISSION OF STRATACOR (FKA DENTAL BENEFIT PLANS OF MINNESOTA), THEY ARE REFERRED TO THE PRESIDENT AND CEO FOR ACTION. THE PRESIDENT AND CEO MAY APPROVE OR MAY REFER TO THE BOARD OF DIRECTORS FOR APPROVAL DEPENDING ON THE AMOUNT OF THE REQUESTS AND THE BUDGET ALLOCATED FOR SUCH REQUESTS.

**SCHEDULE J  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Compensation Information**

For certain Officers, Directors, Trustees, Key Employees, and Highest  
Compensated Employees

▶ **Complete if the organization answered "Yes" on Form 990, Part IV, line 23.**

▶ **Attach to Form 990.**

▶ **Information about Schedule J (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).**

OMB No 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

**STRATACOR**

Employer identification number

**41-1852523**

**Part I Questions Regarding Compensation**

**1a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |                                                                    |                                                                          |
|--------------------------------------------------------------------|--------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> First-class or charter travel  | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If "No," complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all directors, trustees, and officers, including the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director, but explain in Part III.

- |                                                                         |                                                                                     |
|-------------------------------------------------------------------------|-------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> Compensation committee              | <input checked="" type="checkbox"/> Written employment contract                     |
| <input checked="" type="checkbox"/> Independent compensation consultant | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations     | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a, with respect to the filing organization or a related organization.

- a** Receive a severance payment or change-of-control payment?
- b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?
- c** Participate in, or receive payment from, an equity-based compensation arrangement?
- If "Yes" to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III

**Only section 501(c)(3), 501(c)(4), and 501(c)(29) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 5a or 5b, describe in Part III

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?
- b** Any related organization?
- If "Yes" to line 6a or 6b, describe in Part III.

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If "Yes," describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If "Yes," describe in Part III

**9** If "Yes" to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
1a		
1b	X	
2	X	
3		
4a		X
4b		X
4c		X
5a		X
5b		X
6a	X	
6b	X	
7		X
8		X
9		

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule J (Form 990) 2014



41-1852523

STRATACOR

Schedule J (Form 990) 2014

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions, on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable column (D) and (E) amounts for that individual.

(A) Name and Title	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation in column (B) reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus & incentive compensation	(iii) Other reportable compensation				
(1) RODNEY YOUNG CEO AND PRESIDENT	(i) 523,619.	148,750.	0.	15,600.	19,720.	707,689.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(2) CHRISTOPHER EARL SVP SALES & BUSINESS DEVELOPMENT	(i) 314,468.	79,490.	0.	15,600.	19,748.	429,306.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(3) TAMARA ROBINSON SVP & CFO/ASSISTANT TREASURER	(i) 259,038.	6,250.	0.	15,029.	4,639.	284,956.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(4) STEPHANIE ALBERT VP GEN COUNSEL/ASSISTANT SECRETARY	(i) 214,555.	47,500.	0.	15,600.	13,684.	291,339.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(5) TIMOTHY QUINN CMO & VP CONSUMER MARKETING	(i) 201,435.	48,750.	0.	14,963.	8,016.	273,164.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(6) JUDY PETERSON VP HUMAN RESOURCES	(i) 173,668.	39,000.	0.	12,720.	14,535.	239,923.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(7) VALERIE SORENSON VP ACCOUNT MANAGEMENT	(i) 198,740.	45,405.	0.	14,601.	8,919.	267,665.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(8) JOSEPH LALLY VP GOV'T RELATIONS & COMPLIANCE	(i) 188,845.	45,174.	0.	13,996.	7,598.	255,613.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(9) MICHAEL MCGUIRE CHIEF OPERATIONS OFFICER	(i) 195,937.	0.	0.	10,163.	17,931.	224,031.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(10) DAVID ANDERSON DIRECTOR OF SALES	(i) 166,514.	28,428.	0.	8,608.	12,165.	215,715.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
(11) CLIVE WEST DIRECTOR OF COMMERCIAL MARKETS	(i) 146,535.	30,900.	0.	10,615.	11,178.	199,228.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.
	(i) 0.	0.	0.	0.	0.	0.	0.
	(ii) 0.	0.	0.	0.	0.	0.	0.

Schedule J (Form 990) 2014

**Part III** Supplemental Information

Provide the information, explanation, or descriptions required for Part I, lines 1a, 1b, 3, 4a, 4b, 4c, 5a, 5b, 6a, 6b, 7, and 8, and for Part II. Also complete this part for any additional information

**PART I, LINE 6:**

AN EMPLOYMENT INCENTIVE PLAN IS AVAILABLE TO ALL EMPLOYEES AND IS APPROVED BY THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE. THE 2014 PLAN ALLOWS PAYMENT PROVIDED FIRST, THE COMPANY REACHED AN OPERATING GAIN OF 75% OF THE BUDGETED OPERATING GAIN. NO INCENTIVE PAYMENTS ARE MADE IF LESS THAN 75%. IF THE COMPANY MEETS THE 75% LEVEL OR HIGHER, INDIVIDUAL PERFORMANCE CAN BE USED. IN 2014 THE COMPANY ACHIEVED THE THRESHOLD AND ALL ELIGIBLE EMPLOYEES RECEIVED AND INCENTIVE PAYMENT. THE INCENTIVE AMOUNTS AND TARGETS FOR EMPLOYEES OF DBPM VARY BASED ON POSITION.

## SCHEDULE L

(Form 990 or 990-EZ)

## Transactions With Interested Persons

OMB No 1545-0047

2014

Open To Public Inspection

Department of the Treasury  
Internal Revenue Service

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 25a, 25b, 26, 27, 28a, 28b, or 28c, or Form 990-EZ, Part V, line 38a or 40b.

▶ Attach to Form 990 or Form 990-EZ.

▶ Information about Schedule L (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Name of the organization

STRATACOR

Employer identification number

41-1852523

**Part I** Excess Benefit Transactions (section 501(c)(3), section 501(c)(4), and 501(c)(29) organizations only)

Complete if the organization answered "Yes" on Form 990, Part IV, line 25a or 25b, or Form 990-EZ, Part V, line 40b.

1	(a) Name of disqualified person	(b) Relationship between disqualified person and organization	(c) Description of transaction	(d) Corrected?	
				Yes	No

2 Enter the amount of tax incurred by the organization managers or disqualified persons during the year under section 4958

▶ \$

3 Enter the amount of tax, if any, on line 2, above, reimbursed by the organization

▶ \$

**Part II** Loans to and/or From Interested Persons.

Complete if the organization answered "Yes" on Form 990-EZ, Part V, line 38a or Form 990, Part IV, line 26, or if the organization reported an amount on Form 990, Part X, line 5, 6, or 22.

(a) Name of interested person	(b) Relationship with organization	(c) Purpose of loan	(d) Loan to or from the organization?		(e) Original principal amount	(f) Balance due	(g) In default?		(h) Approved by board or committee?		(i) Written agreement?	
			To	From			Yes	No	Yes	No	Yes	No

Total

▶ \$

**Part III** Grants or Assistance Benefiting Interested Persons.

Complete if the organization answered "Yes" on Form 990, Part IV, line 27.

(a) Name of interested person	(b) Relationship between interested person and the organization	(c) Amount of assistance	(d) Type of assistance	(e) Purpose of assistance

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule L (Form 990 or 990-EZ) 2014

## Part IV

(a) Name of interested person

[illegible]

## Part V

SCH L, PART IV, BUSINESS TRANSACTIONS INVOLVING INTERESTED PERSONS:

(A) NAME OF PERSON: AFTON ROAD DENTAL ASSOCIATES

(B) RELATIONSHIP BETWEEN INTERESTED PERSON AND ORGANIZATION:

AFTON ROAD DENTAL IS MORE THAN 5% OWNED BY DR. SUSAN ANDERSON, DIRECTOR

(D) DESCRIPTION OF TRANSACTION: THE ORGANIZATION PAID AFTON ROAD DENTAL

**ASSOCIATES \$134,216 IN DENTAL CLAIMS DURING 2014.**

**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.

▶ Attach to Form 990 or 990-EZ.

▶ Information about Schedule O (Form 990 or 990-EZ) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

OMB No 1545-0047

**2014**

Open to Public  
Inspection

Name of the organization

STRATACOR

Employer identification number  
41-1852523

FORM 990, PART I, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

SAME TO PROMOTE THE ORAL HEALTH, HEALTH AND SOCIAL WELFARE OF THE  
COMMUNITIES SERVICED THROUGH ITS SUBSIDIARIES.

FORM 990, PART III, LINE 1, DESCRIPTION OF ORGANIZATION MISSION:

MINNESOTA, DELTA DENTAL OF MINNESOTA FOUNDATION AND OTHERS.

FORM 990, PART VI, SECTION A, LINE 6:

THE ORGANIZATION HAS TWO CLASSES OF MEMBERS. THE INDIVIDUALS AND COMPANIES  
INCLUDED IN THESE TWO CLASSES OF MEMBERSHIP ARE PROVIDED CERTAIN RIGHTS, AS  
OUTLINED IN THE ORGANIZATION'S BYLAWS.

FORM 990, PART VI, SECTION A, LINE 7A:

THE ORGANIZATION HAS TWO CLASSES OF MEMBERS. THE INDIVIDUALS AND COMPANIES  
INCLUDED IN THESE TWO CLASSES OF MEMBERSHIP ARE PROVIDED CERTAIN RIGHTS, AS  
OUTLINED IN THE ORGANIZATION'S BYLAWS, TO PARTICIPATE IN THE PROCESS OF  
ELECTING INDIVIDUAL TO THE BOARD OF DIRECTORS AT THE ANNUAL MEETING.

FORM 990, PART VI, SECTION B, LINE 11:

TAX FORM 990 WAS PREPARED, REVIEWED AND FILED BY BAKER TILLY VIRCHOW  
KRAUSE, LLP THE EXTERNAL AUDITORS OF STRATACOR (FKA DENTAL BENEFIT PLANS OF  
MINNESOTA). THE COMPANY PROVIDED ALL INFORMATION TO BAKER TILLY VIRCHOW  
KRAUSE, LLP INCLUDING OFFICER AND DIRECTOR COMPENSATION DISCLOSURES.  
COMPANY MANAGEMENT ALSO REVIEWED THE RETURN. THE COMPANY HAS ENGAGED  
OUTSIDE LEGAL EXPERTISE FROM TIME TO TIME IN PRIOR YEARS TO VALIDATE FULL  
DISCLOSURE AS PART OF ITS PREPARATION PROCESS. A COPY OF THE RETURN

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule O (Form 990 or 990-EZ) (2014)

432211  
08-27-14

Name of the organization

STRATACOR

Employer identification number

41-1852523

WITHOUT THE COMPENSATION PAGES WAS PROVIDED TO ALL MEMBERS OF THE BOARD OF DIRECTORS PRIOR TO FILING. A FULL COPY OF THE RETURN WITH COMPENSATION PAGES WAS MADE AVAILABLE TO THE HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD PRIOR TO FILING.

FORM 990, PART VI, SECTION B, LINE 12C:

ON AN ANNUAL BASIS ALL DIRECTORS AND OFFICERS MUST COMPLETE AND SIGN A CONFLICT OF INTEREST POLICY AND DISCLOSURE. THESE DISCLOSURES ARE SUBMITTED TO LEGAL COUNSEL FOR REVIEW. LEGAL COUNSEL REVIEWS THESE DISCLOSURES WITH THE AUDIT COMMITTEE AT A MEETING OF THE FULL AUDIT COMMITTEE.

FORM 990, PART VI, SECTION B, LINE 15:

THE STRATACOR (FKA DENTAL BENEFIT PLANS OF MINNESOTA) BOARD OF DIRECTORS OVERSIGHT COMMITTEE AUTHORIZED THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE OF THE OVERSIGHT COMMITTEE TO ESTABLISH THE EXECUTIVE TOTAL COMPENSATION POLICY FOR THE PRESIDENT AND KEY SENIOR EXECUTIVES. THESE ACTIVITIES INCLUDE APPROVING THE DESIGN FOR THE COMPONENTS OF A TOTAL COMPENSATION PACKAGE THAT INCLUDES BASE SALARY, INCENTIVE, AND BENEFITS; AFTER REVIEWING THOROUGHLY RESEARCHED AND DOCUMENTED STUDIES CONDUCTED BY AN EXTERNAL CONSULTANT. AN INDEPENDENT COMPENSATION CONSULTING FIRM IS THE EXTERNAL CONSULTANT THAT IS USED FOR THE EXECUTIVE COMPENSATION STUDY. THE EXTERNAL CONSULTANT PRESENTS THEIR FINDINGS TO THE HUMAN RESOURCES AND COMPENSATION SUBCOMMITTEE. THE NATIONAL COMPENSATION SURVEYS USE DATA FROM OTHER DELTA DENTAL PLANS AND FROM NOT-FOR-PROFIT ORGANIZATIONS. THE COMPENSATION STRATEGY IS COMPLETED AFTER APPROVAL BY THE SUBCOMMITTEE.

FORM 990, PART VI, SECTION C, LINE 19:

432212  
08-27-14

Schedule O (Form 990 or 990-EZ) (2014)

Name of the organization

STRATACOR

Employer identification number

41-1852523

FINANCIAL STATEMENTS, CONFLICT OF INTEREST POLICY AND GOVERNING DOCUMENTS  
ARE AVAILABLE UPON REQUEST FOR THE SAME PERIOD OF DISCLOSURES AS SET FORTH  
IN SECTION 6104(D).

FORM 990, PART XI, LINE 9, CHANGES IN NET ASSETS:

TRANSFER TO SUBSIDIARY ELIMINATED IN CONSOLIDATED AUDIT	11,824,998.
DIVIDEND INCOME FROM SUBSIDIARIES	10,040,000.
TOTAL TO FORM 990, PART XI, LINE 9	21,864,998.

FORM 990, PART XII, LINE 2C:

THE PROCESS FOR OVERSEEING THE AUDIT AND SELECTING THE INDEPENDENT  
ACCOUNTANT HAS NOT CHANGED SINCE PRIOR YEAR.

**SCHEDULE R**  
(Form 990)

Department of the Treasury  
Internal Revenue Service

Name of the organization

**STRATACOR**

**Related Organizations and Unrelated Partnerships**

▶ Complete if the organization answered "Yes" on Form 990, Part IV, line 33, 34, 35b, 36, or 37.

▶ Attach to Form 990.

▶ Information about Schedule R (Form 990) and its instructions is at [www.irs.gov/form990](http://www.irs.gov/form990).

Employer identification number  
**41-1852523**

OMB No 1545-0047

**2014**



**Part I Identification of Disregarded Entities** Complete if the organization answered "Yes" on Form 990, Part IV, line 33.

(a) Name, address, and EIN (if applicable) of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
DDMN ASO, LLC - 41-1905554 500 WASHINGTON AVENUE S, SUITE 2060 MINNEAPOLIS, MN 55415	ADMIN OF DENTAL SERVICE PLANS	MINNESOTA	1,022,829,959.	123,325,227.	STRATACOR (FKA DENTAL BENEFIT PLANS OF MINNESOTA)

**Part II Identification of Related Tax-Exempt Organizations** Complete if the organization answered "Yes" on Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Section 512(b)(13) controlled entity?	
						Yes	No
DELTA DENTAL OF MINNESOTA - 41-0952670 500 WASHINGTON AVENUE S, SUITE 2060 MINNEAPOLIS, MN 55415	DENTAL SERVICE PLANS	MINNESOTA	501 (C) (4)	N/A	DENTAL BENEFIT PLANS OF MINNESOTA		X
DELTA DENTAL OF MINNESOTA FOUNDATION - 26-4482509, 500 WASHINGTON AVENUE S, SUITE 2060, MINNEAPOLIS, MN 55415	FOUNDATION	MINNESOTA	501 (C) (3)	LINE 7	DENTAL BENEFIT PLANS OF MINNESOTA		X

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Schedule R (Form 990) 2014





**Part IV** Transactions With Related Organizations Complete if the organization answered "Yes" on Form 990, Part IV, line 34, 35b, or 36.

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

1 During the tax year, did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

	Yes	No
a Receipt of (i) interest, (ii) annuities, (iii) royalties, or (iv) rent from a controlled entity		X
b Gift, grant, or capital contribution to related organization(s)	X	
c Gift, grant, or capital contribution from related organization(s)		X
d Loans or loan guarantees to or for related organization(s)		X
e Loans or loan guarantees by related organization(s)		X
f Dividends from related organization(s)	X	
g Sale of assets to related organization(s)		X
h Purchase of assets from related organization(s)		X
i Exchange of assets with related organization(s)		X
j Lease of facilities, equipment, or other assets to related organization(s)		X
k Lease of facilities, equipment, or other assets from related organization(s)		X
l Performance of services or membership or fundraising solicitations for related organization(s)		X
m Performance of services or membership or fundraising solicitations by related organization(s)		X
n Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)	X	
o Sharing of paid employees with related organization(s)	X	
p Reimbursement paid to related organization(s) for expenses		X
q Reimbursement paid by related organization(s) for expenses	X	
r Other transfer of cash or property to related organization(s)		
s Other transfer of cash or property from related organization(s)		

2 If the answer to any of the above is "Yes," see the instructions for information on who must complete this line, including covered relationships and transaction thresholds.

(a) Name of related organization	(b) Transaction type (a-s)	(c) Amount involved	(d) Method of determining amount involved
1) HEALTH VENTURES NETWORK	F	40,000.	CASH DIVIDEND
2) DELTA DENTAL OF MINNESOTA	F	10,000,000.	DIVIDEND RECEIVABLE
3) DELTA DENTAL OF MINNESOTA	Q	5,685,767.	ACTUAL AMOUNT
4) DELTA DENTAL OF MINNESOTA	N	452,364.	ACTUAL AMOUNT
5) DELTA DENTAL OF MINNESOTA	O	6,996,902.	ACTUAL AMOUNT
6) DELTA DENTAL OF MINNESOTA FOUNDATION	B	11,824,998.	ACTUAL AMOUNT

## Part V Continuation of Transactions With Related Organizations (Schedule R (Form 990), Part V, line 2)

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(7) DELTA DENTAL OF MINNESOTA FOUNDATION	Q	410,819.	CASH REIMBURSEMENT
(8)			
(9)			
(10)			
(11)			
(12)			
(13)			
(14)			
(15)			
(16)			
(17)			
(18)			
(19)			
(20)			
(21)			
(22)			
(23)			
(24)			



**Part VII** Supplemental Information

Provide additional information for responses to questions on Schedule R (see instructions)

**PART IV, IDENTIFICATION OF RELATED ORGANIZATIONS TAXABLE AS CORP OR TRUST:**

NAME OF RELATED ORGANIZATION:

HEALTH VENTURES NETWORK

DIRECT CONTROLLING ENTITY: STRATACOR (FKA DENTAL BENEFIT PLANS OF  
MINNESOTA)

*Current as of June 16, 2015*

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
STRATACOR**

**(These Amended and Restated Articles of Incorporation of Stratacor supersede and replace all prior amendments and restatements of the Articles of Incorporation of Dental Benefit Plans of Minnesota.)**

**ARTICLE I**

The name of the corporation shall be: Stratacor.

**ARTICLE II**

2.1 General. This corporation is organized and shall be operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code"). For these purposes, the corporation shall become and serve as the parent holding company of Delta Dental of Minnesota, a nonprofit health service plan incorporated under Chapter 317A of Minnesota Statutes for the residents of the State of Minnesota, and related affiliates. Within the framework and limitations of the foregoing, this corporation shall, among other things, provide on a nonprofit basis through its affiliates, various health service benefits intended to promote the health and social welfare of the residents of the State of Minnesota and other states. The corporation shall also have all of the power afforded to it by the provisions of the Minnesota Nonprofit Corporation Act and all acts amendatory or supplementary thereof that are consistent with the purposes of the corporation.

2.2 Pecuniary Gain Prohibited. This corporation shall in no way, directly or indirectly, incidentally or otherwise, pay dividends or afford pecuniary gain to any of its members, directors, or officers, other than to a member that is a nonprofit organization, nor

shall any part of the net earnings of the corporation in any way inure to the private benefit of any such member, director or officer of the corporation, or to any individual within the meaning of Section 501(c)(4) of the Code, except that the corporation shall be authorized to make reasonable allowance and payment for actual expenditures incurred or services rendered for the corporation.

2.3 Use of Assets in Event of Dissolution. The property of this corporation is irrevocably dedicated to its purposes. In the event of a dissolution of the corporation, all of the assets and property thereof, after payment of its just debts and obligations, shall be distributed to such other nonprofit entity or entities which are exempt from taxation under the provisions of Section 501(c) of the Code, as may be determined by the Board of Directors to be most in accord with the purposes of the corporation. No distribution of the assets or property of the corporation shall ever be made to or inure to the benefit of any member, director or officer of the corporation, or to any private individual within the meaning of Section 501(c)(4) of the Code.

#### ARTICLE III

The registered office of this corporation shall be located at 500 Washington Avenue South, Minneapolis, MN 55415.

#### ARTICLE IV

The duration of the corporation shall be perpetual.

#### ARTICLE V

The corporation, not being organized for profit, shall have no capital stock. The corporation shall have two classes of members: health service members and public members. Other than as set forth herein, the rights, responsibilities, and distinctions regarding the classes of membership shall be as set forth in the Bylaws and the Minnesota Nonprofit Corporation Act.

#### **ARTICLE VI**

Authority and responsibility for election of officers and proper and lawful operation of the corporation shall be vested in a Board of Directors, consisting of not less than twelve (12) and not more than twenty-one (21) Directors, elected in accordance with the procedure set forth in the Bylaws.

#### **ARTICLE VII**

The Board of Directors shall annually elect from their own numbers, a Chair, a Vice Chair, a Secretary and a Treasurer, and assign to each of them the duties ordinarily performed by such officers and as set forth by the Bylaws. The Board of Directors shall also elect and hire a President of the corporation who shall be the Chief Executive Officer of the corporation. The President need not be a member of the Board of Directors. The time, place and manner of call of meetings of the Board of Directors shall be fixed by the Bylaws.

#### **ARTICLE VIII**

The Bylaws may be amended as provided therein.

#### **ARTICLE IX**

The funds of the corporation shall be invested only in those securities and property designated by the Board of Directors and as permitted by the laws of the State of Minnesota.

#### **ARTICLE X**

Neither the directors, officers, committee members, employees, agents or members of the corporation shall be personally liable for the payment of any debts or obligations of the corporation of any nature whatsoever, nor shall any of the property of any of the directors, officers, committee members, employees, agents or members be subject to the payment of the debts or obligations of the corporation to any extent whatsoever. All income of the corporation shall be devoted to the fulfillment of the purposes for which the corporation is formed as set forth in these Articles and as provided for by law, including the actual operating expenses of the corporation.



#### **ARTICLE XI**

Article X shall not be construed to prohibit payment of Directors' fees and expenses to members of the Board of Directors.

#### **ARTICLE XII**

The corporation shall have all the powers conferred upon such corporations by law, and in addition to its other powers may receive or acquire property by purchase, gift, grant or devise and may hold, use, invest, expend, convey or dispose of any real or personal property whatever for any of the purposes for which the corporation is organized and in the manner provided for by law, and may lease, mortgage or use the same in any manner, as provided for by law, and deemed most conducive to the carrying out of its corporate purposes.

#### **ARTICLE XIII**

The corporation shall cause each of its subsidiaries or affiliates that are nonprofit health service plans to issue to every group subscriber and make available to every covered person under such nonprofit health service plan a copy of the contract entered into with the group subscriber. Such contract shall clearly state the health service care, appliances and supplies to be provided under such contract and the rate charged such subscriber. Every covered person and subscriber shall, consistent with applicable contract provisions, have at all times free choice of any health service provider to treat him or her; and such right shall be prominently printed in such contract.

Every covered person and subscriber under such contract, having as a matter of law free choice of the health service provider who is to treat him or her, neither the corporation nor any of its subsidiaries or affiliates shall assume, and no contract so issued shall impose upon the corporation or any of its subsidiaries or affiliates, any liability of such health service provider out of the patient-health service provider relationship. Neither shall the corporation nor any of its subsidiaries or affiliates assume, and no contract so issued shall impose upon the corporation or any of its subsidiaries or affiliates, liability for any act or omission whether by

way of negligence or otherwise on the part of any health service provider so selected by such person.

Additionally, the corporation shall cause each of its subsidiaries or affiliates that are nonprofit health service plans to ensure that their articles of incorporation and bylaws, including amendments, conform to the requirements of Laws 1971, Chapter 568 and Chapter 317A of the Minnesota Statutes, and that their purposes are in strict conformity with Laws 1971, Chapter 568 of the Minnesota Statutes.

Nothing in these Articles shall be construed to prevent employers or groups of employers or other agencies, governmental, social or otherwise, from paying, underwriting or contributing, in part or in full, for the benefits to which a covered person or subscriber is entitled under such voluntary nonprofit health service plan issued by any subsidiary or affiliate of the corporation.

#### ARTICLE XIV

These Articles of Incorporation may be amended upon the approval of: (i) a majority of directors present at a meeting at which a quorum is present; (ii) a majority of the health service provider members present at a meeting at which a quorum is present; and (iii) a majority of the public members present at a meeting at which a quorum is present.

#### ARTICLE XV

Any action that may be taken at a meeting of the Board of Directors that does not require the vote of the members may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. Any action that may be taken at a meeting of the Board of Directors that requires the vote of the members may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication, in one or more counterparts, by all of the directors.