AMENDED AND RESTATED BYLAWS

of

Carequality, Inc.

September 10, 2026

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AMENDED AND RESTATED BYLAWS

of

Carequality, Inc.

ARTICLE I

DEFINITIONS

Section 1. The following terms shall have the meaning set forth herein. Additional terms may be defined in the body of these bylaws:

(a) **Carequality Framework.** The set of Carequality work products, governance and related processes, which together enable widespread health information exchange.

(b) **Implementer.** The label given to an organization that has signed the Carequality Connected Agreement and been accepted as such by Carequality.

(c) **Member.** The Sequoia Project, Inc.

(d) **Steering Committee.** The standing committee of the Board who governs the Carequality Framework as defined in the Carequality Steering Committee Operating Policy and Procedure and with authorities recognized by the Carequality Connected Agreement which is the legal trust agreement that every Carequality Implementer signs with Carequality.

ARTICLE II

MEMBER

Section 1. Member. The sole member of the corporation is The Sequoia Project, Inc.

Section 2. Rights. The Member shall have the following rights:

(i) *Appointment of a Member Representative.* The Member shall appoint an individual to serve as its representative on the Carequality Board of Directors. This individual shall be authorized to act on behalf of the Member in its dealings with the corporation.

(ii) *Reserved Powers*. The Member shall have the sole right to approve the following actions taken by the corporation:

a. Any transaction that results in the merger, affiliation, formation of a joint venture, partnership or other corporate reorganization. The

definition of these terms shall be the same as they are customarily used in commerce;

b. The sale of all, or substantially all, of the corporation's assets other than in the regular course of business;

c. Institution of bankruptcy proceedings or other proceedings in which a third party is appointed to take control of, or oversee, the operation of the corporation or assign the corporations assets for the benefit of its creditors. The definition of these terms shall be the same as they are customarily used in commerce;

d. Borrow or incur indebtedness on behalf of the corporation in an amount in excess of $50,000. The definition of these terms shall be the same as they are customarily used in commerce;

e. The filing of any litigation in state or federal court that is not in direct response to a claim filed against the corporation by another party.

Section 3. Term. Membership shall be perpetual.

Section 4. Transfer. The Sequoia Project shall not transfer or assign its Membership without the express written consent of the corporation's Board of Directors.

Section 5. Member Meeting. The Sequoia Project, Inc. is the sole Member of the corporation. Therefore, The Sequoia Project, Inc., will conduct its business as Member via written consent in lieu of a meeting. This will apply to the Member annual meeting as well as any special meetings that are required of the Member.

ARTICLE III

DIRECTORS

Section 1. General Authority. All corporate powers of the corporation shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, the Board of Directors. The Steering Committee shall be a standing committee of the Board subject to the direction, oversight, and control of the Board of Directors. Decisions of the Steering Committee shall be effective when made unless and until modified or superseded by the Board of Directors. The Board shall have the authority to direct, review, approve, reject, and/or supersede any decision or action of the Steering Committee at any time.

Section 2. Number. Except for the Initial Directors, the Board of Directors shall consist of a minimum of 3 and a maximum of 7 voting Directors. The number of Directors may be fixed or changed from time to time, within the minimum and the maximum, by the affirmative vote of a majority of all the Directors then in office.

Section 3. Qualifications. Directors must be natural persons. Directors need not be residents of the Commonwealth of Virginia.

Section 4. Compensation. No director of the corporation shall receive compensation for the performance of his or her duties under these bylaws. Any director may be reimbursed for expenses incurred by him or her on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

Section 5. Composition of the Board of Directors; terms of office. Except for the Initial Directors, the corporation's Board of Directors shall be composed as follows:

(a) *Steering Committee elected positions*: The first time that the Steering Committee elects individuals to serve as a director, the individual shall be assigned to one of three groups: Group A, Group B or Group C by the Steering Committee when it provides the names of these directors to the Corporation's Chairperson. The director assigned to Group A shall hold office for one year from the date on which they are elected by the Steering Committee. The director assigned to Group B shall hold office for two years from the date on which they are elected by the Steering Committee. The directors in Group C shall hold office for three years from the date on which they are elected by the Steering Committee. As these terms expire, the Steering Committee shall elect their successors who might be the same individual or a different individual. The Steering Committee shall provide the names of these successors to the Corporation's Chairperson for presentation to, and election by, the Board of Directors. Each successor shall hold office for three years following the date of the Board of Directors meeting at which the successor was elected and qualified. Individuals may hold office for multiple terms.

(b) *Member Representative*: The Member Representative designated pursuant to Article II, Section 3 of these Bylaws.

(c) *Director elected positions*: The Board of Directors shall elect individuals to succeed the Initial Directors except for the Sequoia Representative and any directors elected by the Steering Committee and any Ex Officio Directors. Each of the directors elected by the Board of Directors shall be assigned to one of three groups: Group A, Group B or Group C. Directors in Group A shall hold office for one year from the date on which they are elected by the Board of Directors. Directors in Group B shall hold office for two years from the date on which they are elected by the Board of Directors. Directors in Group C shall hold office for three years from the date on which they are elected by the Board of Directors. As these terms expire, the Board of Directors shall elect their successors who might be the same individual or a different individual. Each successor shall hold office for three years following the date of the Board of Directors meeting at which the successor was elected and qualified. Individuals may hold office for multiple terms.

(d) *Ex-officio positions*: The Executive Director of the corporation shall be an ex-officio director.

Section 6. Process for Appointment and Election of Directors.

(a) *Director Elected Directors:* The Board of Directors shall determine the most effective way to identify individuals to fill open Director elected positions.

(b) *Steering Committee Elected Directors*: Annually, the Steering Committee shall elect individuals to serve as directors as necessary to assure that there are three directors elected by the Steering Committee serving on the Board of Directors. The Executive Director shall work with the Steering Committee on the timing of the Steering Committee's election process so that it is coordinated with the process that the Board of Directors uses to elect those directors who are elected by the Board of Directors.

(c) Member representative director: The Member will elect an individual to represent its interests on the Board of Directors. The Member has the sole discretion to designate this individual.

Section 7. Resignation. Directors may resign at any time by written notice delivered to the Board of Directors, the Chairperson or the Secretary. Notice of resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 8. Disqualification. Directors who fail to meet or satisfy any qualification of directors shall be disqualified and shall no longer be directors regardless of whether the Board of Directors takes any affirmative action with regard to the director.

Section 9. Removal. A director may be removed, with or without cause, at any meeting of the Board of Directors by the remaining directors.

Section 10. Vacancies. Vacancies on the Board of Directors resulting from the resignation, disqualification, removal or death of a director may be filled at any meeting of the Board of Directors by the directors. If the vacancy was of a director elected by the Steering Committee, the replacement director shall serve until the Steering Committee elects a replacement.

Section 11. Regular Meetings. Regular meetings of the Board of Directors may be held at such times as the Board of Directors may designate from time to time.

Section 12. Special Meetings. Special meetings of the Board of Directors may be held at any time at the call of the Chairperson or any three of the directors.

Section 13. Place of Meetings. Meetings of the Board of Directors shall be held at such place, within or without the Commonwealth of Virginia, as the Board of Directors may designate from time to time.

Section 14. Notice of Meetings. Notice of the date, time and place of each meeting of the Board of Directors and, in the case of a special meeting, the purpose or purposes of the meeting, shall

be given to each director not less than two days prior to the date of the meeting. Notice to a director shall be in writing and shall be deemed given and received when personally delivered or mailed by first class mail to the director at the director's address as reflected in the records of the corporation or, if the director has consented to receive notice of meetings of the Board of Directors by facsimile telecommunication or other form of electronic communication, when directed by facsimile telecommunication or other form of electronic communication to a facsimile communication number or electronic mail address at which the director has consented to receive notice.

Section 15. Waiver of Notice. Notice of any meeting of the Board of Directors may be waived before or after the date and time of the meeting in a writing signed by the director entitled to notice and delivered to the Secretary for inclusion in the minutes of the meeting or filing with the corporate records. A director's attendance at or participation in a meeting waives any required notice to him of the meeting unless he, at the beginning of the meeting or promptly upon his arrival, objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to the action taken at the meeting.

Section 16. Action without Meeting. Any action required or permitted by law to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all the directors. The action shall be evidenced by one or more written consents stating the action taken, signed by each director either before or after the action taken, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 17. Conduct of Meetings. The Chairperson, or in his absence a Vice Chairperson, if any, shall act as chairman of and preside over meetings of the Board of Directors. If no such officer is present, the directors present at the meeting shall elect a chairman. The Secretary shall act as secretary of such meetings. If the Secretary is absent, the Chairperson shall appoint a secretary of the meeting.

Section 18. Procedure at Meetings. The procedure at meetings of the Board of Directors shall be determined by the chairman, and the vote on all matters before any meeting shall be taken in such manner as the chairman may prescribe.

Section 19. Participation by Conference Telephone. The Board of Directors may permit any or all directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, conference telephone or any other means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating in a meeting by such means shall be deemed to be present in person at the meeting.

Section 20. Quorum and Voting.

(i) A quorum at any meeting of the Board of Directors shall be 51% of the number of voting directors in office immediately before the meeting begins.

(ii) Except for those actions specified in sub-section (iii) below or as otherwise provided by law, the articles of incorporation or these bylaws,

the affirmative vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

(iii) An affirmative vote of at least 75% of the number of directors present at a meeting at which a quorum is present shall be required to take the following actions:

a. Amend the bylaws of Carequality, Inc.;

b. Utilize the corporation's property, or assign rights in specific property of the corporation, for other than a corporate purpose;

c. Borrow or incur indebtedness on behalf of the corporation in an amount up to $50,000;

(iv) A unanimous vote by all directors to:

a. Discontinue the managerial and operational support for the Carequality Framework

b. Discontinue use of support services provided by The Sequoia Project, Inc. For purposes of this vote, the Sequoia Representative will abstain from voting.

Section 21. Committees.

(i) *Executive Committee*. The Board of Directors may appoint an Executive Committee of the Board of Directors which shall have the authority to act on behalf of the Board. The composition of the Executive Committee shall be the Chairperson, the Vice-Chairperson, and Secretary.

(ii) *Steering Committee*. The Steering Committee shall oversee and support the Carequality Framework as the Board of Directors may specify from time to time, except to the extent prohibited by law, and subject in all respects to the direction, oversight and control of the Board of Directors. The Steering Committee shall be composed of multiple stakeholders pursuant to the Steering Committee Operating Policy and Procedure.

(iii) *Other Committees*. The Board of Directors may create such other committees as the Board of Directors may deem necessary or advisable from time to time. Each such committee shall have and may exercise such authority as may be specified by the Board of Directors except to the extent prohibited or restricted by law, the articles of incorporation or these bylaws. Each such committee shall be composed of the individuals as may be appointed by the Board of Directors. Committee members do not have to be directors; however, each committee shall include at least one director.

(iv) The provisions of Sections 17 through 21 of this Article, which provide for, among other things, meetings, action without meetings, notice and waiver of notice, quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well, except that the Steering Committee shall operate in accordance with the Steering Committee Operating Policy and Procedure to the extent not inconsistent with these Bylaws.

Section 22. Terms of Members of Committees. Directors shall serve on a committee until they are replaced by the Board of Directors or until they cease to be a director.

Section 23. Conflicts of Interest. No transaction with the corporation in which a director or a Member of which a director is a representative has a direct or indirect personal interest shall be void or voidable solely because of the interest of such director or Member in the transaction if: (i) the material facts of the transaction and the interest of the director or Member are disclosed or known to the Board of Directors or a committee of the Board of Directors, and the transaction was authorized, approved or ratified by the affirmative vote of a majority of the directors on the Board of Directors, or on the committee, who have no direct or indirect personal interest in the transaction; provided, however, that a transaction shall not be authorized, approved or ratified by a single director; or (ii) the material facts of the transaction and the interest of the director or Member are disclosed to the directors , and the transaction is authorized, approved or ratified by the vote of a majority of the Directors other than the director or Member that has a direct or indirect interest in the transaction; or (iii) the transaction is fair to the corporation.

ARTICLE IV

OFFICERS

Section 1. Generally. The officers of the corporation shall be a Chairperson, a Vice-Chairperson, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors at the organizational meeting of the Board of Directors and at a regular meeting of the Board of Directors. At least one of the officers shall be a director who was appointed by the Steering Committee. If a vacancy shall exist in any such office, a special meeting of the Board of Directors shall be held as soon as may be practicable after the resignation, death or removal of the officer theretofore holding the office. The Board of Directors or the Chairperson may also at any time appoint one or more Vice Chairpersons or other officers and assistant officers and fill any vacancy that may exist in any such office as a result of the death, resignation or removal of the officer holding the same. Any officer may hold more than one office and may, but need not, be a director. Each officer shall have the authority and perform the duties which pertain to the office held by him, or as set forth in these bylaws or, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the Chairperson.

Section 2. Chairperson. The Chairperson shall act as chairman of and preside over meetings of the Members and Board of Directors and shall perform, to the extent consistent with these bylaws, such duties as may be conferred upon him by the Board of Directors.

Section 3. Vice Chairperson. The Vice Chairperson shall perform, to the extent consistent with these bylaws, such duties as may be prescribed by the Board of Directors or the Chairperson. In the event of and during the absence, disqualification or inability to act of the Chairperson, the Vice Chairperson shall have the authority and perform the duties of the Chairperson.

Section 4. Secretary. The Secretary shall have the responsibility for preparing and maintaining custody of minutes of meetings of the Members and Board of Directors in a book or books kept for that purpose and the responsibility for authenticating records of the corporation. The Secretary shall maintain a record of Member of the corporation, giving the names and addresses of the Member.

Section 5. Treasurer. The Treasurer shall be responsible for all funds of the corporation. The Treasurer shall ensure employees and agents of the corporation properly receive moneys due and payable to the corporation and deposit all such moneys in the name and to the credit of the corporation in such depositories as may be designated by the Board of Directors, and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the Board of Directors.

Section 6. Delegation of Power. In the event of and during the absence, disqualification or inability to act of any officer other than the Chairperson, such other officers or employees as may be designated by the Board of Directors or by the Chairperson shall have the authority and perform the duties of such officer.

Section 7. Terms. Officers shall serve two-year terms or until their successors are selected. An officer can be re-elected to the same office without limit.

Section 8. Resignation. Officers may resign at any time by delivering written notice to the Board of Directors, the Chairperson or the Secretary. A resignation shall be effective when delivered unless the notice specifies a later effective date.

Section 9. Removal. Officers may be removed, with or without cause, at any time by the Board of Directors and officers, if appointed by another officer, may likewise be removed by such officer.

Section 10. Execution of Instruments. Checks, drafts, notes and orders for the payment of money shall be signed by such officer or officers or such other individual or individuals as the Board of Directors may from time to time authorize, and any endorsement of such paper in the ordinary course of business shall be similarly made, except that any officer or assistant officer of the corporation may endorse checks, drafts or notes for collection or deposit to the credits of the corporation. The signature of any such officer or other individual may be a facsimile when authorized by the Board of Directors.

Section 11. Proxies. Unless otherwise prescribed by the Board of Directors, the Chairperson may from time to time himself, by such proxy or proxies, attorney or attorneys, agent or agents of the corporation as he shall designate in the name and on behalf of the corporation, cast the votes to which the corporation may be entitled as a shareholder or otherwise in any other corporation, at meetings, or consent in writing to any action by any such other corporation; and he may instruct the individual or individuals so appointed as to the manner of casting such votes

or giving such consent, and execute or cause to be executed on behalf of the corporation such written proxies, consents, waivers or other instruments as he may deem necessary or desirable.

Section 12. No Compensation. No officer of the corporation shall receive compensation for the performance of his or her duties under these bylaws. Any officer may be reimbursed for expenses incurred by him or her on behalf of the corporation where those expenses have been authorized in advance by the Board of Directors.

ARTICLE V

AMENDMENTS

Section 1. These bylaws may be amended, altered or repealed by the Board of Directors except to the extent that: (i) this power is reserved exclusively to the Member by law or the articles of incorporation; or (ii) the Members in adopting or amending particular bylaws provide expressly that the board of directors may not amend or repeal the same. These bylaws may be amended or repealed by the Members even though the same also may be amended or repealed by the board of directors.