

N15 000000 054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

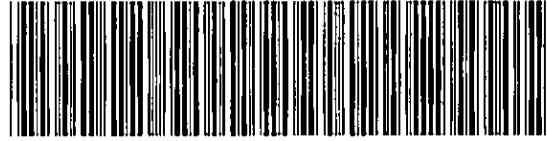
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100372472841

09/10/21 - 01029--004 **05.00

FILED
2021 SEP 10 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEP 23 2021
S. PRATHER

COVER LETTER

Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Health First Health Plans, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

\$35.00
Filing Fee

\$43.75
Filing Fee
& Certificate of Status

\$43.75
Filing Fee
& Certified Copy

\$52.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Tracy G. Cummings c/o Health First Legal Dept.

Name (Printed or typed)

6450 US Highway 1

Address

Rockledge, FL 32955

City, State & Zip

321-434-4182

Daytime Telephone number

tracy.cummings@hf.org

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

RESTATED ARTICLES OF INCORPORATION

In compliance with Chapter 617, F.S. (Not for Profit)

FILED
2021 SEP 10 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I NAME Health First Health Plans, Inc.
The name of the corporation is: _____

ARTICLE II RESTATEDARTICLES See attached Amended and Restated Articles of Incorporation.
The text of the Restated Articles is as follows: _____

ARTICLE III OFFICERS AND/OR DIRECTORS (optional)

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

: The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: _____

Address: _____

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

Required Signature/Registered Agent

Date

ARTICLE VI ARTICLE CONSOLIDATION

These adopted restated articles of incorporation supersede the original articles of incorporation and all amendments to them.

ARTICLE VII REQUIRED ADOPTION INFORMATION

Adoption of Amendment(s) (CHECK ONE)

These restated articles of incorporation contain an amendment to the articles of incorporation which required member approval. The date of adoption of the amendments was August 19, 2021, and the votes cast were sufficient for approval

These restated articles of incorporation were adopted by the board of directors.

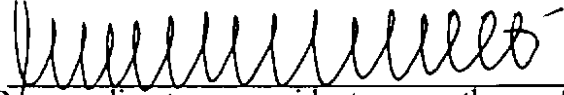
ARTICLE VIII EFFECTIVE DATE: August 19, 2021 (OPTIONAL)

Effective date, if other than the date of filing: _____ (OPTIONAL)
(If an effective date is listed, the date must be specific and cannot be more than 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Dated: SEPTEMBER 11, 2021

Signature: 

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee or other court appointed fiduciary by that fiduciary)

Nicholas W. Romanello

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
2021 SEP 10 PM 6:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEALTH FIRST HEALTH PLANS, INC.
(a Florida Not-For-Profit Corporation)**

This is to certify that the undersigned hereby amends and restates the Articles of Incorporation of the foregoing not-for-profit Corporation, pursuant to Sections 617.1007 and 617.1002, Florida Statutes, which amendment and restatement includes one or more amendments to the Articles and requires Member approval. Such Amended and Restated Articles restate and further amend the provisions of the Articles of Incorporation.

These Amended and Restated Articles of Incorporation were approved by the Board of Directors on June 24, 2021 and by the Member, Health First Shared Services, Inc., on August 19, 2021. The number of votes cast was sufficient for approval. The Amended and Restated Articles of Incorporation shall become effective upon filing with the Department of State and shall supersede the original Articles of Incorporation and all amendments thereto.

ARTICLE I – Name

The name of the corporation shall be Health First Health Plans, Inc. (the “Corporation”).

ARTICLE II – PRINCIPAL ADDRESS

The street address of the principal office of the Corporation is 6450 US Highway 1, Rockledge, Florida 32955 and the mailing address shall be the same.

ARTICLE III – PURPOSES

The Corporation, a not-for-profit corporation organized under Chapter 617, Florida Statutes, is organized exclusively for exempt and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (“Code”), and its activities shall be operated exclusively for such purposes and in such a manner that: (i) no part of its net earnings shall inure to the benefit of any member (except for a member which is an organization described in Section 501(c)(3) or Section 501(c)(4) of the Code), director, officer, or other private individual, (ii) no substantial part of its activities include carrying on propaganda, or otherwise attempting, to influence legislation and (iii) it does not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

More specifically, and in a manner consistent with Section 501(c)(4) of the Code, the Corporation shall be operated for the following purposes:

- (a) To improve health and health care in a manner so as to further the common good and welfare of the community;

- (b) Consistent with the above, to establish and maintain services as a health maintenance organization under Florida law as amended from time to time, to arrange for the care of persons suffering from illnesses or disabilities which require that the patients receive in- or out-patient health care from contracted providers;
- (c) To carry on any educational activities relating to the promotion of the general health of the citizens of the State of Florida;
- (d) To participate in any charitable or social welfare activity designed and carried on to promote the general health of the citizens of the State of Florida;
- (e) To lease or purchase land or lands, building, or buildings, and construct buildings in connection with the activities of the Corporation;
- (f) To serve as part of a system of not-for-profit organizations operated to further charitable and social welfare purposes and to make contributions and expenditures in furtherance thereof;
- (g) To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(4) of the Code or any amendments or additions thereto.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax as an organization described in Section 501(c)(4) of the Code.

ARTICLE IV – MANNER OF ELECTIONS

The manner of election or appointment of the directors of the Corporation shall be stated in the Bylaws of the Corporation.

ARTICLE V – BOARD OF DIRECTORS

The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The number of initial directors shall be stated in the Bylaws of the Corporation, and may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

ARTICLE VI – REGISTERED AGENT

The address of the registered office of the Corporation is 6450 US Highway 1, Rockledge, Florida 32955. The name of the registered agent at such address is Nicholas W. Romanello, Esq.

ARTICLE VII – MEMBERSHIP

The sole member of the Corporation shall be Health First Shared Services, Inc. (the "Member"), a Section 501(c)(3) organization. The Member may transfer all or any portion of its membership interest, or any right arising from membership, in the Corporation, in accordance with the Section 617.0605, Florida Statutes, as it now exists or is subsequently amended or superseded, and the Bylaws of the Corporation provided, however, that such transfer may only be made to another organization recognized as described in Section 501(c)(3) or Section 501(c)(4) of the Code. At all times, each member of the Corporation shall be an organization described in Section 501(c)(3) or Section 501(c)(4) of the Code.

ARTICLE VIII – TERM

The term of the Corporation shall be perpetual.

ARTICLE IX – LIQUIDATION AND DISSOLUTION

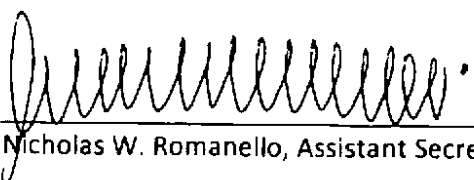
Upon partial liquidation, the Corporation may make distributions to its Member in accordance with Section 617.0505, Florida Statutes, as it now exists or is subsequently amended or superseded. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to such organization or organizations which are described in Section 501(c)(3) or Section 501(c)(4) of the Code for the same or similar purposes as those of the Corporation, as the Board of Directors shall determine.

ARTICLE X – AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law; provided, however, every amendment shall be consistent with Section 501(c)(4) of the Code and be approved by the Board of Directors, and, if required by law, the Bylaws or an agreement among all of the members, proposed by them to the members and approved at a members' meeting by the members entitled to vote thereon. Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 10th day of September, 2021 for the purposes hereinabove expressed.

HEALTH FIRST HEALTH PLANS, INC.


By: 
Nicholas W. Romanello, Assistant Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgment, personally appeared Nicholas W. Romanello, who is personally known to me and known to be the Assistant Secretary of Health First Health Plans, Inc., who executed the foregoing Amended and Restated Articles of Incorporation, and acknowledged before me that he executed it in the name of and for the Corporation, and that he was duly authorized by said Corporation to do so.

Witness my hand and official seal in the County and State aforesaid this 1st day of September, 2021.

(NOTARY SEAL)



Notary Public

