# PD4000150909

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SECRETARY OF STALL SECRETARY OF CORPORATIONS

Amendeus

#### **COVER LETTER**

Division of Corporations

NAME OF CORPORATION: SOLSTICE BENEFITS, INC.

DOCUMENT NUMBER: P04000156909

The enclosed Articles of Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

DAVID MEYERSON

Name of Contact Person

SOLSTICE BENEFITS, INC.

Firm/ Company

7901 SW 6TH COURT, SUITE 400

Address

PLANTATION, FLORIDA 33324

FINANCE@SOLSTICEBENEFITS.COM

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

City/ State and Zip Code

For further information concerning this matter, please call:

TO: Amendment Section

DAVID MEYERSON	<sub>at (</sub> 954	370-1706			
Name of Contact Person	Area Code & Daytime Telephone Number				
Enclosed is a check for the following amount made payable to the Florida Department of State:					

□ \$35 Filing Fee Certificate of Status
Certificate of Status
Certificate of Status
(Additional copy is Certified Copy
enclosed)

□ \$43.75 Filing Fee & □ \$43.75 Filing Fee & Certificate of Status
(Additional copy is Certified Copy
(Additional Copy

is enclosed)

**Mailing Address** 

Amendment Section Division of Corporations P.O. Box 6327 Tallahassee, FL 32314 Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



#### FLORIDA DEPARTMENT OF STATE Division of Corporations

December 21, 2011

DAVID MEYERSON SOLSTICE BENEFITS, INC. 7901 SW 6TH COURT - STE. 400 PLANTATION, FL 33324

SUBJECT: SOLSTICE BENEFITS, INC.

Ref. Number: P04000156909

We have received your document for SOLSTICE BENEFITS, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Bylaws are not filed with this office. Please retain them for your records.

ARTICLES OF INCORPORATION FOR THE ENTITY WAS FILED ON 11/24/2004. YOU CAN ENTITLE THE ATTACHED REFERENCE DOCUMENT AS AMENDED ARTICLES OR AMENDED AND RESTATED ARTICLES OF INCORPORATION WITHOUT THE BY-LAWS ATTACHED.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6964.

Irene Albritton Regulatory Specialist II

Letter Number: 911A00028389

11 DEC 29 AM 9: 12

#### **Articles of Amendment Articles of Incorporation** of

filed with the Florida De	pt. of State)			
of Corporation (if known)				
da Statutes, this <i>Florida P</i>	rofit Corporation ad	opts the following	amendment(s	) to
corporation:				
		,	The new	
p," "Inc," or "Co".  A <sub>I</sub> . e abbreviation "P.A." <u>le:</u>	pany," or "incorpoi professional corporal	rated" or the abl	breviation ontain the	
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<u></u>			11 DEC 29 AM	SECRETARY OF S
	orida, enter the nam	e of the	9: 27	ATIONS
			•	
(Florida street address	)			
	, Florida_			
(City)		(Zip Code)		
	of Corporation (if known)  da Statutes, this Florida P  corporation:  ord "corporation," "com p," "Inc," or "Co". A p e abbreviation "P.A."  le:  ORESS  OX)  ered office address in Flo	da Statutes, this Florida Profit Corporation additional corporation:  ord "corporation," "company," or "incorporation or "Co". A professional corporation e abbreviation "P.A."  le:  OX  (Florida street address)  (Florida street address)  , Florida	of Corporation (if known)  da Statutes, this Florida Profit Corporation adopts the following corporation:  ord "corporation," "company," or "incorporated" or the ability," "Inc," or "Co". A professional corporation name must coe abbreviation "P.A."  le:  OX)  cred office address in Florida, enter the name of the dioffice address:  (Florida street address)  , Florida	of Corporation (if known)  da Statutes, this Florida Profit Corporation adopts the following amendment(s  corporation:

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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 <math>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	<u>PT</u>	John Doe	
X Remove	<u>V</u>	Mike Jones	
X Add	<u>sv</u>	Sally Smith	
Type of Action (Check One)	<u>Title</u>	<u>Name</u>	<u>Addres</u> s
Change  X Add  Remove	D, CFO	CARLOS FERRERA	1101 NW 24TH STREET CORAL SPRINGS, FL 33065
2) Change Add Remove	D	AUDIE M. ROLNICK, M.D.	3480 DERBY LANE WESTON, FL 33310
3 ) Change Add Remove	D	AUDREY F. RUDEN	1215 PARK AVENUE NEW YORK CITY, NY 10028
4) Change Add Remove	D	STUART MANN MEYERSON	341 WILLOW BROOK DRIVE MATTHEWS, NC 28105
5) Change Add Remove		-	
Change Add Remove	<del>-</del>	-	

E. If amending or adding additional Articles, enter change(s) here: (attach additional sheets, if necessary). (Be specific)
Attached are the Amended and Restated Articles of Incorporation which
have been approved by the Florida Office of Insurance Regulation
to be filed with the State.
If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:  (if not applicable, indicate N/A)
(y noi applicable, maicale WA)

### **APPROVED**

NOV 1 5 2011

## ARTICLE OF INCORPORATION OF SOLSTICE BENEFITS, INC.

Docksted by: <u>TB</u>

Incompliance with Chapter 607, Chapter 621, and Chapter 628 of the Florida Statutes

#### I. Name of the Corporation

Solstice Benefits, Inc.

#### II. Duration of Corporate Existence

Perpetual

#### III. Purpose

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporation may be organized under the Florida Business Corporations Act of the State of Florida.

#### IV. Insurance to be Transacted

The insurance to be transacted is Accident and Health Insurance under Chapter 624 of the Florida Statutes.

#### V. Amount of Capital Stock

The total number of shares of all classes of stock that the corporation is authorized to issue is 35,000 shares, of which 30,000 shall be one dollar (\$1.00) par value common stock (the "Common Stock") and 5,000 shall be one dollar (\$1.00) par value preferred stock (the "Preferred Stock").

1. Common Stock. The maximum number of shares of Common Stock that the Corporation is authorized to have outstanding is 30,000 shares at one dollar (\$1.00) par value, of which 5,000 shares have been issued. The Common Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the Corporations Statutes of the State of Florida (or in such other manner as permitted by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Common Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of

shares of each series of Common Stock, and to fix the terms of such series, including but not limited to, the following:

- a. the rate or manner of payment of dividends;
- b. whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- c. the amount payable upon shares in the event of voluntary or involuntary liquidation;
- d. sinking fund provisions, if any, for the redemption or purchase of shares;
- e. the terms and conditions, if any, on whether shares can be converted;
- f. voting rights, if any; and,
- g. the other special rights, if any, and the qualifications, limitations or restrictions thereof, of the shares of such series.

The designation of each particular series of Common Stock and it terms in respect of the forgoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Common Stock already created by providing that any unissued Common Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Common Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Common Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

2. Preferred Stock. The maximum number of shares of Preferred Stock that the Corporation is authorized to have outstanding is 5,000 shares at one dollar (\$1,00) par value, of which 620.684 shares have been issued. The Preferred Stock shall be issuable from time to time in one or more series as specified in Chapter 607 of the Corporations Statutes of the State of Florida (or in such other manner as permitted).

by law), as determined from time to time by the Board of Directors and stated in resolution(s) providing for the issuance of such series of Preferred Stock adopted by the Board of Directors pursuant to authority hereby vested in it, each series to be appropriately designated by some distinguishing letter, number or title. The Board of Directors is hereby expressly granted the authority to fix the authorized number of shares of each series of Preferred Stock, and to fix the terms of such series, including but not limited to, the following:

- a. the rate or manner of payment of dividends;
- b. whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- c. the amount payable upon shares in the event of voluntary or involuntary liquidation;
- d. sinking fund provisions, if any, for the redemption or purchase of shares;
- e. the terms and conditions, if any, on whether shares can be converted;
- f. voting rights, if any; and,
- g. the relative or special rights, if any, and the preferences, limitations, qualifications or restrictions thereof, of the shares of such series.

The designation of each particular series of Preferred Stock and it terms in respect of the forgoing particulars shall be fixed and determined by the Board of Directors in any manner permitted by law and stated in the resolution(s) providing for the issuance of such shares adopted by the Board of Directors pursuant to authority hereby vested in it, before any shares of such series are issued. The Board of Directors may from time to time increase (but not above the total number of authorized shares of the class) the number of shares of any series of Preferred Stock already created by providing that any unissued Preferred Stock shall constitute part of such series, or may decrease (but not below the number of shares thereof then outstanding) the number of shares of any series of Preferred Stock already created by providing that any unissued shares previously designated assigned to such series shall no longer constitute part thereof. The Board of Directors is hereby empowered to classify or reclassify any unissued Preferred Stock by fixing or altering the terms thereof in respect of the above-mentioned particulars and by assigning the same to an existing or newly created series from time to time before issuance of such shares.

#### VI. Number of Directors

The Board of Directors shall consist of not less than five (5) directors, who shall constitute the board of directors and conduct the affairs of the corporation. Each director must be a natural person at least 18 years of age. The majority of the directors shall be citizens and residents of the United States.

#### VII. Location of Principal Office

County of Broward, State of Florida

#### VIII. Names and Addresses of Directors

- Michael D. Flax, D.D.S
   Director, President, and Treasurer
   2499 Banyan Road
   Boca Raton, Florida 33432
   US Citizen
- Carlos Ferrera
   Director, Secretary, COO, and CFO
   1101 NW 24<sup>th</sup> Street
   Coral Springs, Florida 33065
   US Citizen
- Audie M. Rolnick, M.D. Director
   3480 Derby Lane
   Weston, Florida 33310
   US Citizen
- Audrey F. Ruden
   Director
   1215 Park Avenue
   New York, NY 10028
   US Citizen
- Stuart Mann Meyerson
   Director
   341 Willow Brook Drive
   Matthews, North Carolina 28105
   US Citizen

The following Director acknowledges execution of the Articles of Incorporation before the Chief Operating Officer of the corporation.

**Director Authorizations:** 

Michael D. Flax

11/3/11

Date

Acknowledge by the Chief Operation Officer of Solstice Benefits, Inc.:

Carlos Ferrera

#### Page 3 of 4 The date of each amendment(s) adoption: 11/03/2011 Effective date if applicable: (no more than 90 days after amendment file date) Adoption of Amendment(s) (CHECK ONE) ■ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval. The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s): "The number of votes cast for the amendment(s) was/were sufficient for approval (voting group) ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required. ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required. Dated 12/28/2011 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) MICHAEL D. FLAX (Typed or printed name of person signing) PRESIDENT AND SOLE SHAREHOLDER/DIRECTOR

(Title of person signing)