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FLORIDA PROFIT/NON PROFIT CORPORATION
Aetna Better Health Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
AETNA BETTER HEALTH INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be Aetna Better Health Inc. The principal office of the Corporation shall be located at 4645 E. Cotton Center Blvd., Bldg. 1, Phoenix, AZ 85040.

ARTICLE II
Purpose

The nature of business to be transacted and the purposes to be promoted by the Corporation are (a) to obtain and maintain approval as a health maintenance organization under Florida law; and (b) to engage in such other activities as may be lawful under Florida law.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of One Thousand (1000) shares of Common Stock with par value of one cent (\$.01). Each share issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings and to share ratably in the net assets of the corporation upon liquidation or dissolution. The stock of the Corporation shall be issued for such consideration as may be determined by the shareholders. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

ARTICLE IV
Minimum Capital

The minimum capital with which the Corporation may commence business is One Million Five Hundred Thousand Dollars (\$1,500,000.00).

ARTICLE V
Right of Purchase

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE VI
Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Nancy A. Frazer
151 Farmington Avenue, RW61
Hartford, CT 06156

ARTICLE VII
Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII
Address of Registered Office and Registered Agent

The name and address of the registered office and agent of the Corporation in the State of Florida shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33334. The shareholders may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE IX
Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one director, the exact number to be determined from time to time in accordance with the By-Laws of the Corporation. The initial Board of Directors of the Company shall consist of three people, such being Frederick Richard Hatfield, Thomas Laurence Kelly and Coleen Kivlahan, M.D., with an address of 4645 E. Cotton Center Blvd., Bldg. 1, Phoenix, AZ 85040.

ARTICLE X
Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

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ARTICLE XI
Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

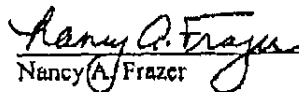
ARTICLE XII
Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation must be first approved by the Corporation's Board of Directors and then by the Corporation's Shareholders entitled to vote.

ARTICLE XIII
Restated Articles of Incorporation

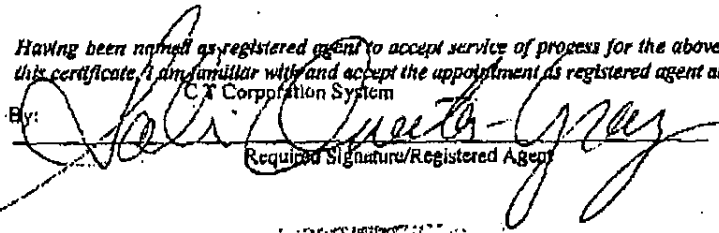
The Corporation's Board of Directors may restate the Articles of Incorporation any time with or without a shareholder action.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set her hand and seal this 28th day of December, 2010.


Nancy A. Frazer Incorporator

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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
C X Corporation System

By: 
Required Signature/Registered Agent

12/28/10
Date

SALINA AMENTA-GRAY
SPECIAL ASSISTANT SECRETARY