

# DOVER DIXON HORNE PLLC

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III MERITAS LAW FIRMS WORLDWIDE

02 APR 1 4 38 PM '02  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
OF COUNSEL  
PHILIP E. DIXON  
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W. HORACE J. BELL  
FAYETTEVILLE OFFICE  
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\* BOARD RECOGNIZED TAX LAW SPECIALIST  
\* ALSO LICENSED IN TENNESSEE  
\* ALSO LICENSED IN TEXAS

**F02000001790**

PERSONAL

Ms. Brenda Tadlog  
Registration Section - State of Florida  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

700005190797--3  
-04/04/02--01017--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Registration of Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company

Dear Ms. Tadlog:

Please recall our conversation on Tuesday, March 26 relative to the registration of the captioned company. This is an application for the registration of Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company ("ABCBS"), not to do business as an insurance company, but for other business purposes. Specifically, ABCBS is a contractor with the Federal Centers for Medicare and Medicaid Services ("CMS") which involves the receipt, processing and payment of claims for the CMS Medicare program. CMS typically contracts out CMS Medicare services to contractors across the country. For example, ABCBS is a contractor to CMS in the states of Louisiana, Oklahoma and New Mexico, and has recently been selected by CMS to perform these duties in Florida. In none of the states of Louisiana, Oklahoma or New Mexico does it conduct the business of insurance, nor is it licensed in any of such states to do so. Its sole purpose and function in all of those states, as will be the case in Florida, is to perform its Medicare services contract with CMS.

|                   |   |
|-------------------|---|
| 42 e              | This is a very urgent matter because ABCBS must assume these responsibilities within two weeks. If there is any problem with this application, I will appreciate your calling me direct so that we can work it out. |
| Availability      |   |
| Document Examiner |   |
| Updater           |   |
| Updater Verifier  |   |
| Examiner          | 48004800000Tadlog-1.wpd   |
| M. P. Verifier    |   |

*4/11*  
*600-10072*  
*FQ (wheel)*

FILED 35  
COPY 8.75  
AGENT 35  
TOTAL 78.75  
BALANCE DUE \$  
FUND \$

Ms. Brenda Tadlog  
Registration Section - State of Florida  
Division of Corporations  
March 28, 2002

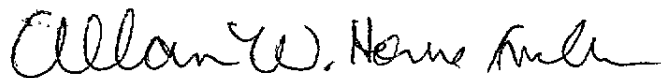
Page 2

The above being said, I am enclosing the Transmittal Letter, our check in the amount of \$78.75 covering the filing fee and Certificate of Status, Application by a Foreign Corporation for Authorization to Transact Business in Florida, and Certificate of Compliance issued by the Arkansas Insurance Department.

Thank you very much for your time and courtesy in visiting with me on the phone to discuss these matters.

Yours very truly,

DOVER DIXON HORNE PLLC



Allan W. Horne

AWH:mlh  
Enclosures

cc: Chet Roberts, Esq., Senior Counsel, Litigation  
CT Corporation System

**DOVER DIXON HORNE PLLC**

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April 11, 2002

**VIA FAX NO. (850) 410-1015**

Ms. Brenda Tadlog  
Registration Section - State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

Re: Application for Registration of Arkansas Blue Cross and Blue Shield,  
A Mutual Insurance Company

Dear Ms. Tadlog:

In accordance with our telephone conversation of yesterday, I am enclosing a signed last page to be attached to the captioned application for registration. The original copy is coming to you by mail. I assume that the registration will be effective today. I appreciate your personal attention and help with this matter.

Yours very truly,

DOVER DIXON HORNE PLLC

  
Allan W. Horne

AWH:mlh  
Enclosure

## TRANSMITTAL LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company  
(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Allan W. Horne

(Name of Person)

Dover Dixon Horne PLLC

(Firm/Company)

425 West Capitol, Suite 3700

(Address)

Little Rock, Arkansas 72201

(City/State and Zip code)

For further information concerning this matter, please call:

Allan W. Horne

(Name of Person)

at (501) 375-9151

(Area Code & Daytime Telephone Number)

### STREET ADDRESS:

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

### MAILING ADDRESS:

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

✓ 1. Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company  
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

✓ 2. Arkansas 3. 71-0226428  
(State or country under the law of which it is incorporated) (FBI number, if applicable)

4. December 10, 1948 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification  
(Date first transacted business in Florida. If corporation has not transacted business in Florida, insert "upon qualification" (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)

7. 601 South Gaines Street, Little Rock, Arkansas 72201  
(Principal office address)

601 South Gaines Street, Little Rock, Arkansas 72201  
(Current mailing address)

8. Perform contract with the Federal Centers for Medicare and Medicaid services involving the processing of Medicare claims.  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)

Name: CT Corporation System  
Office Address: 1200 South Pine Island Road  
Plantation, Florida 33324  
(City) (Zip code)

10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

See attached

(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

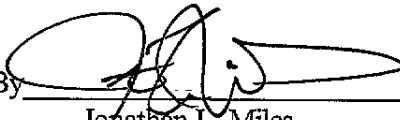
## ACCEPTANCE OF APPOINTMENT

RE: **Arkansas Blue Cross and Blue Shield, A Mutual Insurance Company**

Pursuant to Sections 48.091 and 607.0501, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of the above corporation and agrees to act in the capacity and to comply with the provisions of the Florida Business Corporation Act (1990) relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, Section 607.0505, Florida Statutes.

Dated: March 26, 2002

C T CORPORATION SYSTEM

By   
Jonathan L. Miles,  
Assistant Secretary

02 APR 11 PM 4:03  
H.L.L.  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**ADDENDUM TO APPLICATION BY FOREIGN CORPORATION FOR  
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

12. Names and business addresses of officers and/or directors:

**A. DIRECTORS**

Chairman                Hayes C. McClerkin  
                              1 Spring Valley Lane  
                              Texarkana, AR

Vice Chairman        Louis L. Ramsay, Jr.  
                              2001 Country Club Lane  
                              Pine Bluff, AR

Carolyn Frazier Blakely, PhD.  
1101 W. 23<sup>rd</sup> Avenue  
Pine Bluff, AR

Robert V. Brothers  
31 LaQuenta Ct.  
Rogers, AR

Sybil L. Jordan Hampton, Ed.D.  
1409 S. Arch Street  
Little Rock, AR

Bradley D. Jesson  
5515 South Cliff Drive  
Fort Smith, AR

James V. Kelley  
1927 Allyson  
Tupelo, MS

Mahlon O. Maris, M.D.  
Box 1597  
Harrison, AR

J. Thomas May  
2111 Country Club Lane  
Pine Bluff, AR

George K. Mitchell, M.D.  
1511 North Fillmore  
Little Rock, AR

Donald Munro  
Rt. 17, Box 637  
Hot Springs, AR

Ben Owens  
517 West Stroud  
Jonesboro, AR

William P. Phillips, M.D.  
8208 Cleburne Court  
Fort Smith, AR

Robert L. Shoptaw  
21 River Ridge Circle  
Little Rock, AR

Patty Smith  
1301 Country Club Lane  
Texarkana, AR

**B. OFFICERS**

President                      Robert L. Shoptaw  
President and Chief Executive Officer  
601 South Gaines  
Little Rock, AR 72201

Vice President              Michael Wayne Brown  
Vice President, Medical Management, Programs & Policy  
601 South Gaines  
Little Rock, AR 72201

Charles G. Clem  
Vice President, Public Programs  
601 South Gaines  
Little Rock, AR 72201



Richard Shelby Cooper  
Vice President, Human Resources, Corporate Compliance  
and Facilities  
601 South Gaines  
Little Rock, AR 72201

Ronald W. DeBerry  
Vice President, Statewide Business  
601 South Gaines  
Little Rock, AR 72201

James L. Douglass  
Vice President, Law and Governmental Relations  
601 South Gaines  
Little Rock, AR 72201

Regina Favors  
Vice President, Customer Services  
601 South Gaines  
Little Rock, AR 72201

James Robert Heard  
Vice President, Information Technology Infrastructure  
601 South Gaines  
Little Rock, AR 72201

Calvin Eugene Kellogg  
Vice President, Enterprise Development Services  
601 South Gaines  
Little Rock, AR 72201

Patrick O'Sullivan  
Vice President, Advertising and Communications  
601 South Gaines  
Little Rock, AR 72201

Samuel P. Partin, III  
Vice President and Corporate Actuary  
601 South Gaines  
Little Rock, AR 72201


Steven J. Short  
Vice President, Financial Services  
601 South Gaines  
Little Rock, AR 72201

Joseph S. Smith  
Vice President, Private Programs  
601 South Gaines  
Little Rock, AR 72201

Secretary      Robert D. Cabe  
601 South Gaines  
Little Rock, AR 72201

Treasurer      P. Mark White  
601 South Gaines  
Little Rock, AR 72201

Sharon K. Allen  
Executive Vice President and Chief Operating Officer  
601 South Gaines  
Little Rock, AR 72201

13.   
(Signature of Chairman, Vice Chairman, or any officer  
listed in #12 of the application)

14. James Lee Douglass, Vice President, Law and Government Relations  
(Typed or printed name and capacity of person signing application)



**STATE OF ARKANSAS**

**State Insurance Department**

**CERTIFICATE OF COMPLIANCE**

I, the undersigned Insurance Commissioner of Arkansas, do hereby certify that ARKANSAS BLUE CROSS and BLUE SHIELD, A MUTUAL INSURANCE COMPANY is duly organized, existing and in good standing under the laws of this State and is authorized to transact the business of Health and Accident insurance, and Disability as of March 26, 2002.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of this Department at City of Little Rock, Arkansas, this 27th day of March, 2002.

  
Jimmie Dulan  
INSURANCE COMMISSIONER

  
Lenita Blasingame  
DEPUTY COMMISSIONER