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**Articles of Amendment  
Filed March 27, 1969**

**\*\*No Corporation Report for 1969 on  
film\*\***

**12 pages**

NP 2662

BLUE SHIELD OF FLORIDA, INC

AMENDED ARTICLES OF INCORPORATION

AMENDMENT

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA,  
by... MW... on... Mar. 27, 1969

TOM ADAMS  
SECRETARY OF STATE

John Slye, Esquire  
Attorney at Law  
Post Office Box 1798  
Jacksonville, Florida

AMENDMENT TO THE CERTIFICATE OF BLUE SHIELD OF FLORIDA, INC.

MAR 27 12 48 PM '69

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Picked up

John Slye  
PO Box 1798  
Jacksonville, Florida  
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James  
#44293  
3/27/69  
me

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H/B due



so that, in lieu of the charter of said corporation, the Charter of said corporation shall now read as follows:

APPROVED  
EDWARD WILLIAMS

MAR 18 1969

CERTIFICATE OF AMENDMENT OF CHARTER  
OF  
BLUE SHIELD OF FLORIDA, INC.

STATE TREASURER AND  
INSURANCE COMMISSIONER  
*[Signature]*  
Edward Williams

We, the President and Secretary, respectively, of Blue Shield of Florida, Inc., a Florida corporation not for profit, pursuant to Section 617.02, Florida Statutes, 1967, do hereby certify that:

1. Blue Shield of Florida, Inc., was organized and now exists and is operated under the laws of Florida governing corporations not for profit.
2. Blue Shield of Florida, Inc., has not reincorporated under Section 617.02, Florida Statutes, 1967, but on July 13, 1961, a certified copy of the Charter of Blue Shield of Florida, Inc., together with all amendments thereto dated prior to such date of July 13, 1961, was filed with and approved by the Secretary of State of the State of Florida.
3. On July 13, 1961, a further amendment to the Charter of Blue Shield of Florida, Inc., was filed with and approved by the Secretary of State of the State of Florida.
4. On or about June 21, 1963, a further amendment to the Charter of Blue Shield of Florida, Inc., was filed with and approved by the Secretary of State of the State of Florida.
5. That at a meeting regularly and duly held in Jacksonville, Florida, on January 18, 1969, strictly in accordance with the existing By-Laws of Blue Shield of Florida, Inc., a quorum present and voting throughout such meeting, the Board of Directors of said corporation adopted the following resolution:

"RESOLVED, that the Charter of the corporation be and the same is hereby amended in its entirety so that, in lieu of the existing Charter of said corporation, the Charter of said corporation shall now read as follows: ✓

## ARTICLE I

The name of this non-profit corporation shall be Blue Shield of Florida, Inc., and the place where it is to be located shall be in the City of Jacksonville, Duval County, Florida. The principal office and place of business of the corporation shall be in the City of Jacksonville, County of Duval, State of Florida, but the corporation may have and maintain branches, offices and places of business and activities elsewhere in the State of Florida.

## ARTICLE II

The general nature of the object of the corporation shall be to establish, maintain and operate a non-profit medical and/or surgical service plan in the State of Florida, whereby medical and/or surgical care may be provided in whole or in part by the said corporation, or by duly licensed Doctors of Medicine participating in such service plan, to make and enter into contracts with duly licensed Doctors of Medicine whereby medical and/or surgical service, care and treatment may be rendered to such of the public as may become subscribers to this corporation's medical and/or surgical service plan or contracts, to engage and employ administrators, managers, representatives, solicitors and such other persons, and to contract with non-profit Medical and/or Surgical and/or Hospital Service Plan Corporations, as may be necessary or proper for the furtherance, promotion, maintenance and operation of said medical and/or surgical service plan, to do anything and everything necessary, suitable, proper, convenient, appropriate or incidental to the accomplishment of any of the purposes herein enumerated or of any of the purposes incidental thereto or the attainment of any one or more of the objects of this corporation, or which at any time appear to be desirable, convenient, proper, conducive to, expedient or appropriate for the protection or benefit of this corporation or its members or for the purposes for which this corporation is organized, and to purchase, lease and otherwise acquire, hold, mortgage, sell, convey, and otherwise dispose of, all kinds of property, both real

and personal, both in this State and in all other States, territories and dependencies of the United States; and generally to do and perform all acts and things which may be deemed necessary for the proper and successful prosecution or furtherance of the objects and purposes for which the corporation is created, and to have, exercise and enjoy all of the powers, rights and privileges now or hereafter granted by the laws of Florida to corporations of this character, particularly Chapter 22,826 of the Laws of Florida enacted in 1945, and any amendment thereof or supplement thereto; and to do anything and everything which a natural person would or might do incident, necessary or convenient to or in connection with the objects, purposes and activities of this corporation, it being the express intention of the undersigned that the purposes aforesaid are not to be limited or restricted by the terms of any clause or paragraph herein unless such limitation or restriction is expressly set forth in terms, and it is hereby provided that said purposes are not intended to limit or restrict in any manner the powers or purposes of this corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

This corporation shall have no capital stock and is being organized bona fide as a non-profit corporation under the laws of Florida governing the incorporation of benevolent or charitable associations and similar corporations not for profit, and is subject, and shall be entitled, to the exemptions and provisions of Chapter 22,826 of the Laws of Florida enacted in 1945.

#### ARTICLE III

The qualification of members and the manner of their admission shall be as follows:

The active membership of this corporation shall be composed of:

(a) Doctors of Medicine who are "participating physicians" by virtue of existing agreements with this corporation and who also are:

(i) the most recently elected delegates (or alternate delegates) to the House of Delegates of the Florida Medical Association, Inc., from the component county medical societies of such Association (whether or not such doctors have been seated as members of such House of Delegates); or

(ii) ex-officio members of the House of Delegates of Florida Medical Association, Inc., as provided for in the Charter and By-Laws of such Association;

(b) Directors of this corporation while directors of this corporation;

(c) Other persons (including licensed Doctors of Medicine and representatives of the general public) who may be elected to active membership by the Board of Directors or Executive Committee as prescribed in the By-Laws, provided, however, that not more than twenty percent (20%) of the entire active membership of the corporation shall be composed of such "other persons."

The Corporation may provide in its By-Laws for other classes of members and their admission, privileges and rights, but the right of members to vote shall be restricted to the active members of the corporation.

Cumulative voting and voting by proxy are expressly prohibited at any meeting of the active members, and an active member, howsoever qualified, shall be entitled to only one vote at any meeting of the active members.

No incorporator or member, either active or of any class, shall have any vested right, interest or privilege of, in and to the assets, functions, affairs or franchises of the corporation, nor any right, interest or privilege which may be transferable or inheritable or which shall continue after the membership ceases, or while the member is not in good standing. No one can alienate to another membership or any right, interest

or privilege of membership in the corporation. When any member dies, resigns, is expelled or otherwise ceases to be a member, he or she and his or her legal representatives and assigns, all and singular, shall be and remain forever in all respects as if he or she had never been a member of the corporation.

#### ARTICLE IV

This corporation shall have perpetual existence.

#### ARTICLE V

The names and residences of the original subscribers to the original Charter of this corporation were as follows:

Leigh F. Robinson, M.D.	720 Sweet Bldg.	Ft. Lauderdale, Fla.
Edward Jelks, M.D.	Riverside Hospital	Jacksonville, Fla.
Walter C. Jones, M.D.	Huntington Bldg.	Miami, Florida
W. McL. Shaw, M.D.	418 St. James Bldg.	Jacksonville, Fla.
Lucien Y. Dyrenforth, M.D.	1022 Park Street	Jacksonville, Fla.

#### ARTICLE VI

The corporate powers, property, business and affairs of the corporation shall be vested in, managed and controlled by a Board of Directors of not less than twelve nor more than twenty-four Directors, the exact number of Directors to be fixed by the By-Laws from time to time. The Directors shall be elected at the annual meeting of the active members of the corporation in such manner and for such terms or periods as may be prescribed by the By-Laws of the corporation. The By-Laws may provide for the removal of a Director and the manner thereof and also for declaring vacant the office of any Director and the manner thereof and for the election of a successor to any elected Director who has been removed, has died, or has declined to accept office or whose office has become vacant, as prescribed by the By-Laws. At least a majority of the Directors of the corporation must at all times be licensed Doctors of Medicine, and must include representatives of the group designated in Chapter 641, Florida Statutes.

The officers of the corporation shall be a Chairman of the Board of Directors, one or more Vice Chairmen of the Board of Directors (the number thereof to be determined by the Board



of Directors), a President, one or more Vice Presidents (the number thereof to be determined by the Board of Directors), a Treasurer and a Secretary and such other officers as may be elected or appointed in accordance with the provisions of the By-Laws of the corporation.

There shall be an Executive Committee consisting of the Chairman of the Board of Directors and not less than two (2) nor more than eight (8) additional Directors who shall be elected by the Board of Directors. The Executive Committee shall have full power to manage the affairs and business of the corporation and to act in the place of the Board of Directors and to have all the authority and powers of such Board between meetings of the Board, except as such authority and powers may be reserved to the Board of Directors or be limited by the Charter, the By-Laws, or a specific resolution of the Board of Directors. All actions of the Executive Committee shall be reported to the Board of Directors at the meeting of the Board of Directors next following such actions.

The officers of the corporation shall be elected or appointed in the manner, at the times and for such terms of office as shall be fixed by the By-Laws.

Honorary members, honorary directors and honorary officers may be elected by the Board of Directors but they shall not have any voting rights but only such rights as may be expressly granted to them by the Board of Directors.

#### ARTICLE VII

The present officers of the corporation, who will hold office until their respective successors are elected or appointed, are as follows:

Warren W. Quillian, M.D.	President
Ben C. Willis	Vice President
Henry J. Babers, Jr., M.D.	Secretary
Leo M. Wachtel, M.D.	Treasurer
H. A. Schroder	Assistant Secretary

ARTICLE VIII

The names and addresses of all the present Directors of the corporation, who will hold office as such until their respective successors are elected or appointed and have qualified are as follows:

Henry J. Babers, Jr., M. D.*	903 S. W. 4th Avenue Gainesville, Florida 32601
Edward L. Cole, Jr., M. D.	1001 37th Street, N. St. Petersburg, Florida 33713
Francis C. Coleman, M. D.	Box 4555 Tampa, Florida 33607
William J. Dean, M. D.	1515 4th Street, N. St. Petersburg, Florida 33704
E. R. Dunsford, Jr., M.D.	145 River Road Orange Park, Florida 32073
William M. Hollis	Publix Super Markets, Inc. Box 407 Lakeland, Florida 33802
Dean C. Houk	Union Trust National Bank of St. Petersburg P. O. Box 11388 St. Petersburg, Florida 33733
John D. Milton, M. D.	266 Palermo Street Coral Gables, Florida 33134
H. P. Osborne, Jr.*	Mathews, Osborne & Ehrlich 1530 American Heritage Building Jacksonville, Florida 32202
Warren W. Quillian, M. D.*	140 Alhambra Circle Coral Gables, Florida 33134
William V. Roy	Central Florida Division Southern Bell Telephone Co. 704 First National Bank Building Orlando, Florida 32801
Arthur Saarinen*	Broward National Bank Fort Lauderdale, Florida 33302
H. A. Schroder	Blue Shield of Florida, Inc. P. O. Box 1798 Jacksonville, Florida 32201
L. Myrl Spivey, M. D.	2801 North Flagler Drive West Palm Beach, Florida 33407
Joseph C. Von Thron, M. D.	25 N. Orlando Avenue Cocoa Beach, Florida 32931
Leo M. Wachtel, M. D.*	2708 St. Johns Avenue Jacksonville, Florida 32205
W. Dotson Wells, M. D.	708 East Broward Boulevard Fort Lauderdale, Florida 33301

Ben C. Willis\*

P. O. Box 24  
Tallahassee, Florida 32302

Mitchell Wolfson

Wometco Enterprises, Inc.  
306 N. Miami Avenue  
Miami, Florida 33101

Scheffel H. Wright, M.D.

707 du Pont Building  
Miami, Florida 33131

Robert E. Zellner, M.D.\*

515 South Orange Avenue  
Orlando, Florida 32801

Honorary Directors

Russell B. Carson, M.D.

708 East Broward Boulevard  
Fort Lauderdale, Florida 33301

C. DeWitt Miller

P. O. Box 2511  
Orlando, Florida 32802

H. P. Osborne, Sr.

Mathews, Osborne & Ehrlich  
1530 American Heritage Building  
Jacksonville, Florida 32202

W. Dean Steward, M.D.

32 West Sturtevant Street  
Orlando, Florida 32806

An asterisk (\*) following the name of any of the above Directors indicates that such Director is a present member of the Executive Committee of the corporation and will serve as such Executive Committee member until his successor is elected or appointed.

ARTICLE IX

The By-Laws of the corporation were made and adopted by the Board of Directors of the corporation and the present By-Laws of the corporation are those as originally adopted by the Board of Directors of the corporation and amended from time to time by such Board of Directors after the adoption of the original By-Laws. The By-Laws may be altered, amended or rescinded by the Directors of the corporation at any meeting of the Board of Directors of which notice shall have been given by mailing or delivering to each Director at least ten days before the meeting, a notice stating the time and place of the meeting and the substance of the proposed alteration, amendment, rescission or other change in the By-Laws. The affirmative vote of a majority of the Directors shall be required for the adoption of any alteration, amendment, rescission or other change in the By-Laws.

ARTICLE X

The present Charter of the corporation is the Charter adopted by the subscribers thereto named in Article V hereof and amended thereafter from time to time by the Board of Directors of the corporation. The Charter of the corporation may be altered, amended or rescinded by the Directors of the corporation at any meeting of the Board of Directors, of which notice shall have been given by mailing or delivering to each Director at least ten days before the meeting, a notice stating the time and place of the meeting and the substance of the proposed alteration, amendment, rescission or other change in the Charter of the corporation. The affirmative vote of a majority of the Directors shall be required for the adoption of any alteration, amendment, rescission, or other change in the Charter of the corporation.

ARTICLE XI

No amendment to the Charter or to the By-Laws of the corporation which changes the qualifications for active membership in the corporation, as provided in Article III of this Charter, or the right of the active members to elect the Directors of the corporation, as provided in Article VI of this Charter, shall be effective until such amendment has been approved by an affirmative vote of the number of active members which is equal to a majority of the number who would constitute the full active membership qualified to vote at the time such amendment or amendments are submitted to the active members for approval."

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said corporation on this 13th day of February, 1969.

(SEAL)

BLUE SHIELD OF FLORIDA, INC.

By Warren W. Quillian M.D.  
Its President

ATTEST

Henry G. Bowers M.D.  
Its Secretary