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**Articles of Amendment  
Filed January 30, 1968**

**13 pages**

NP 4223-1

BLUE CROSS OF FLORIDA, INC.

AMENDMENT

FILED IN OFFICE OF SECRETARY  
OF STATE, STATE OF FLORIDA  
by 88. .... on Jan. 30, 1968

TOM ADAMS  
SECRETARY OF STATE



TOM ADAMS  
SECRETARY OF STATE

# Secretary of State

STATE OF FLORIDA

THE CAPITOL

TALLAHASSEE

32304

January 30, 1968

Mr. John Slye  
532 Riverside Avenue  
Jacksonville, Florida

Dear Mr. Slye:

BLUE CROSS OF FLORIDA, INC.

a corporation not for profit, has filed documents as  
indicated on January 30, 1968

- ☒ Check in the amount of \$ 16.
- ☐ New Articles of Incorporation
- ☐ Articles of Incorporation from a Circuit Court with affidavit.
- ☐ Articles of Reincorporation.
- ☒ Amending Articles of Incorporation of record in this office.
- ☐ Amending Articles of Incorporation from a Circuit Court.
- ☐ Articles of Merger or Consolidation.
- ☐ Certificate of Dissolution.
- ☐ Petition for change of status to or from a corporation not for profit, and new Articles of Incorporation.
- ☐ Resident Agent Certificate.
- ☐ Resident Agent form enclosed (to be completed and returned for filing)
- ☐ Corporation report due July 1 of each year.
- ☒ Enclosures or details of filing:

Two certified copies.

With kindest regards, I remain

Sincerely,

TOM ADAMS  
Secretary of State

|              |       |
|--------------|-------|
| C. TAX       |       |
| FILING       | 10.00 |
| R. AGENT FEE |       |
| C. COPY      | 6.00  |
| TOTAL        | 16.00 |
| N. BAN       | 26.00 |
| BALANCE DUE  |       |
| REFUND       |       |

Ms  
15 (Mrs.) Nettie Sims  
800 Profit Supervisor  
2 Corporations Division

NS/ lc

Enclosure

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

APPROVED

BROWARD WILLIAMS

JAN 30 1968

STATE TREASURER AND  
INSURANCE COMMISSIONER

BY *RWB*  
Legal Department

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

1. Blue Cross of Florida, Inc. was organized and now exists and is operated under the laws of Florida governing corporations not for profit.

2. Blue Cross of Florida, Inc. has not reincorporated under Section 617.02, Florida Statutes, 1967; but on June 27, 1962, a certified copy of the Charter of Blue Cross of Florida, Inc., together with all amendments thereto dated prior to such date of June 27, 1962, was filed with and approved by the Secretary of State of the State of Florida.

3. Subsequent thereto, on June 13, 1966, a further amendment to the Charter of Blue Cross of Florida, Inc., was filed with and approved by the Secretary of State of the State of Florida.

4. That at a meeting regularly and duly held in Jacksonville, Florida, on January 20, 1968, strictly in accordance with the existing By-Laws of Blue Cross 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:

FILED

RECORDED  
JAN 30 1968  
STATE OF FLORIDA

#### ARTICLE I

The name of this non-profit corporation shall be "BLUM GROUP OF FLORIDA, INC.". 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 purposes for which the corporation is organized are to establish, maintain and operate a non-profit hospital service plan state-wide in the State of Florida, whereby hospital service or care may be provided in whole or in part by this corporation or by hospitals designated or referred to in Chapter 22826 of the laws of Florida enacted in 1945, to make and enter into contracts with hospitals whereby hospital service, care and treatment may be rendered to such of the public as may become subscribers to this corporation's hospital service plan or contracts, to engage and employ administrators, managers, salesmen, solicitors and such other persons as may be necessary or proper for the furtherance, promotion, maintenance and operation of said hospital service plan, to do anything and everything necessary, suitable, proper, convenient, appropriate or incidental to the accomplishment of any of the purposes or the attainment of any one or more of the objects of this corporation, or which at any time appear to be convenient, proper, conducive to, expedient or appropriate for the protection or benefit of this corporation or its members or the subscribers to its plan or contracts, and to purchase, lease and otherwise acquire, hold, improve, 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 similar corporations 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 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 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 shall be subject, and shall be entitled, to the exemptions and provisions of Chapter 22826 of the laws of Florida enacted in 1945 (now codified as Chapter 641, Florida Statutes, 1967).

#### ARTICLE III

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

The original subscribers to the original Charter of the corporation were the original active members of the cor-

poration. Directors, trustees, officers, chief administrative officers of hospitals in Florida rendering service to subscribers to this corporation's hospital service plan, licensed physicians and residents of Florida, whether individuals, firms or corporations, interested in the realization of furtherance of the corporation's hospital service plan, shall be qualified and eligible and may be admitted to active membership. Application for active membership may be made to either the Board of Directors or the Executive Committee of the corporation and admission or election to active membership shall be by a vote of the majority of the members of such Board of Directors or such Executive Committee, as the case may be. The right to vote shall be restricted to the active members of the corporation, but the corporation may provide in its By-Laws for other classes of members and their admission, privileges and rights. 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, she or it and his, her or its legal representatives, successors and assigns, all and singular, shall be and remain forever in all respects as if he, she or it 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 the corporation were as follows:

W.B. Arnold, St. Lukes Hospital,  
Jacksonville, Florida

Wilmer A. Nelles, Riverside Hospital,  
Jacksonville, Florida

H.A. Cross, Good Samaritan Hospital,  
West Palm Beach, Florida

Florence M. Jones, Brewster Hospital,  
Jacksonville, Florida

H.P. Osborne, 1625 Barnett Bank Building,  
Jacksonville, Florida

#### 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 seven nor more than thirty-five 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 Directors and the manner thereof and for the election of a successor to any elected Director who has been removed, has died, has resigned, or has declined to accept office or whose office has become vacant, as prescribed by the By-Laws. The Directors of the corporation must at all times include representatives of the following groups: Licensed physicians participating in a Medical and/or Surgical Service Plan mentioned in Section 2 of Chapter 22826, laws of Florida, 1945; Directors, trustees, or chief administrative officers of established hospitals or

corporations operating hospitals designated in Section 1 of said Chapter 22826, laws of Florida, 1945, and the general public, exclusive of physicians and hospital representatives.

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. The Chairman of the Board of Directors and one or more Vice Chairmen thereof shall be selected from the members of the Board of Directors and they shall be elected annually by the Board of Directors. Such annual election shall be held at the place designated for the annual meeting of the active membership and on the same date, immediately following the adjournment of the annual meeting of the active members of the corporation. If election of such officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Vacancies in such offices may be filled in like manner at any meeting of the Board of Directors for the unexpired portion of the term.

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 at the same annual meeting of such Board at which the Chairman and any Vice Chairmen of such Board are elected. 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, other than the Chairman and one or more Vice Chairmen of the Board of Directors, 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, or the Executive Committee, but they shall not have any voting rights but only such rights as may be expressly granted to them by the Board of Directors or Executive Committee.

#### ARTICLE VII

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

|                    |                     |
|--------------------|---------------------|
| Frank J. Kelly     | President           |
| W. R. Hancock      | Vice President      |
| John F. Wymer, Jr. | Vice President      |
| Don Laurent        | Treasurer           |
| H. A. Schroder     | Secretary           |
| J. W. Herbert      | Assistant Secretary |

#### ARTICLE VIII

The names and addresses of all the present Directors of the corporation, who will hold office as such until their re-

pective successors are elected or appointed and have qualified;

are as follows:

|                                |    |                             |
|--------------------------------|----|-----------------------------|
| Roy Armstrong (P)              | of | 401 Universal Marion Bldg   |
| Term expires 1970              |    | Jacksonville, Florida       |
| Henry J. Babers, Jr., M.D. (M) | of | 1070 S. W. 11th Street,     |
| Term expires 1970              |    | Gainesville, Florida        |
| S. K. Bronstein (H)            | of | Cedars of Lebanon Hospital, |
| Term expires 1968              |    | Miami, Florida              |
| James A. Cranford, Jr. (P)     | of | 4998 Vanderbilt Road,       |
| Term expires 1970              |    | Jacksonville, Florida       |
| Samuel Gartner (H)             | of | Mount Sinai Hospital,       |
| Term expires 1969              |    | Miami Beach, Florida        |
| Pat N. Groner* (H)             | of | Baptist Hospital,           |
| Term expires 1968              |    | Pensacola, Florida          |
| W. R. Hancock* (P)             | of | P. O. Box 1217,             |
| Term expires 1969              |    | Loonburg, Florida           |
| Edward Jelke, M.D.* (P)        | of | 2244 St. Johns Avenue,      |
| Term expires 1970              |    | Jacksonville, Florida       |
| Frank J. Kelly* (P)            | of | duPont Building,            |
| Term expires 1969              |    | Miami, Florida              |
| Don Laurent* (H)               | of | Memorial Hospital,          |
| Term expires 1969              |    | Sarasota, Florida           |
| Joseph F. McHugh (H)           | of | Proctor Hospital,           |
| Term expires 1968              |    | Coral Gables, Florida       |
| C. T. McCrimmon (H)            | of | Victoria Hospital,          |
| Term expires 1970              |    | Miami, Florida              |
| J. A. Mease, Jr., M.D.* (M)    | of | Mease Hospital,             |
| Term expires 1969              |    | Dunedin, Florida            |
| Ernest C. Nott, Jr. (H)        | of | Baptist Hospital of Miami,  |
| Term expires 1969              |    | Miami, Florida              |
| Eugene G. Peak, Jr., M.D. (P)  | of | P. O. Box 969,              |
| Term expires 1970              |    | Ocala, Florida              |
| Warren W. Quillian, M.D. (M)   | of | 140 Alhambra Circle,        |
| Term expires 1968              |    | Coral Gables, Florida       |
| H. A. Schroder (P)             | of | P. O. Box 1799,             |
| Term expires 1970              |    | Daytonville, Florida        |
| Sister Lorella Mary (H)        | of | St. Joseph's Hospital,      |
| Term expires 1968              |    | Tampa, Florida              |
| C. Swann Smith, Jr. (P)        | of | Route 2, Box 1319,          |
| Term expires 1968              |    | Cocoa, Florida              |

|                             |    |                            |
|-----------------------------|----|----------------------------|
| Sherwood D. Smith (H)       | of | Lakeland General Hospital, |
| Term expires 1968           |    | Lakeland, Florida          |
| G. Emerson Tully, Ph.D. (P) | of | 1716 Golf Terrace,         |
| Term expires 1969           |    | Tallahassee, Florida       |
| B. P. Wilson (H)            | of | Munroe Memorial Hospital,  |
| Term expires 1968           |    | Ocala, Florida             |
| Michael J. Wood (H)         | of | Duval Medical Center,      |
| Term expires 1968           |    | Jacksonville, Florida      |
| Leo Wotitzky (H)            | of | 227 Taylor Street,         |
| Term expires 1970           |    | Punta Gorda, Florida       |
| John F. Wymer, Jr. (H)      | of | Good Samaritan Hospital,   |
| Term expires 1969           |    | West Palm Beach, Florida   |

C. DeWitt Miller (Honorary)  
P. O. Box 2511, Orlando, Florida

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.

The symbol "(H)" after the name of any Director listed above indicates that such Director was elected as a Hospital Representative. The symbol "(P)" after the name of any Director indicates that such Director was elected as a Public Representative. The symbol "(M)" after the name of any Director indicates that such Director was elected as a Medical Profession Representative.

C. DeWitt Miller is presently Honorary Chairman of the Board and as such has no right to vote as a member of the Board of Directors.

#### 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

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or delivering to each Director at least ten (10) 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 changes 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 (10) 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 changes 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 changes in the Charter of the corporation.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of said corporation on the 24<sup>th</sup> day of January, 1968.

(SEAL)

BLUE CROSS OF FLORIDA, INC.

ATTEST:

By

M. L. Chas. [Signature]  
Its Secretary

By

[Signature]  
Its President