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TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Blue Cross Blue Shield of Florida, Inc.

DOCUMENT NUMBER: 753198

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

Please return all correspondence concerning this matter to the following:

Thomas J. Maida

(Name of Contact Person)

Foley & Lardner LLP

(Firm/ Company)

106 E. College Avenue, Suite 900

(Address)

Tallahassee, FL 32301

(City/ State and Zip Code)

tmaida@foley.com

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

For further information concerning this matter, please call:

Thomas J. Maida

(Name of Contact Person)

at 850 222-6100

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
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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

Connell, Darlene

From: DWhitley@foley.com
Sent: Friday, December 13, 2013 11:15 AM
To: Connell, Darlene
Cc: GDavis@foley.com; TMaida@foley.com
Subject: Blue Cross Blue Shield of Florida, Inc. - Amended and Restated Articles of Incorporation

Darlene,

As you requested in your follow-up call, below is a summary of our conversation regarding the stock component of the restated articles of incorporation for Blue Cross Blue Shield of Florida, Inc. that we submitted.

Pursuant to Chapter 628 of the Florida Statutes (the "Insurance Statute"), Blue Cross Blue Shield of Florida, Inc. is **reorganizing** to create a mutual insurance holding company structure. The Florida Office of Insurance Regulation has approved the reorganization (as evidenced in part by the approval stamped on the articles we submitted).

As part of reorganization and as required by the Insurance Statute, a new mutual insurance holding company was formed, Guidewell Mutual Holding Corporation, and Blue Cross Blue Shield of Florida, Inc. will reorganize as a **stock insurance company** and as such **will have capital stock** – all of which must be issued to Guidewell Mutual Holding Corporation as required by Fl. Stat. Section 628.709.

Please let me know if you have any further questions and thanks for your help!

Danielle R. Whitley
Foley & Lardner LLP
1 Independent Drive, Suite 1300
Jacksonville, Florida 32202
Main Office: (904) 359-2000
Direct Dial: (904) 359-8789
Fax: (904) 359-8700
dwhitley@foley.com
website: www.foley.com

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APPROVED

DEC 10 2013

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

Decided by: Lena Cypriote

Effective: 1-1-14

BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC.

I am the President of Blue Cross and Blue Shield of Florida, Inc., a Florida corporation under Chapters 617 and 628, Florida Statutes, and I do hereby certify that:

1. The name of the Corporation is Blue Cross and Blue Shield of Florida, Inc.; and
2. In compliance with Chapter 628, Florida Statutes, a majority of those members of Blue Cross and Blue Shield of Florida, Inc. present in person or represented by proxy at a lawful meeting of the members held on September 10, 2013, affirmatively voted to adopt these Amended and Restated Articles of Incorporation and the number of votes cast was sufficient for approval.

Therefore, the Corporation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I
ORGANIZATION

The Corporation is a company organized under the Florida Business Corporations Act pursuant to a reorganization in accordance with Chapter 628, Florida Statutes.

ARTICLE II
NAME

The name of the Corporation shall be Blue Cross and Blue Shield of Florida, Inc. (the "Corporation").

ARTICLE III
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 2014 or, if later, the date of filing.

ARTICLE IV
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation within Duval County, Florida, shall be as follows:

4800 Deerwood Campus Parkway
Jacksonville, Florida 32246

ARTICLE V PURPOSE

The general purpose of the Corporation shall be to establish, maintain and operate an insurance company in the State of Florida to promote the betterment of public health through the availability of health insurance, and to engage in programs to contain health care costs and provide for the mutual protection and benefit of those persons who hold insurance policies issued by the Corporation or have a beneficial interest in such policies, by providing and operating an effective and progressive prepayment and financing mechanism for health care services consistent with the needs of the community through developing and implementing innovative methods to deal with the economic and delivery opportunities and problems of health care and to serve in the capacity as an administrator of federal, state and local government financed health care programs, and to assist, in an underwriting capacity and otherwise, mutual and non-profit corporations incorporated in and doing business in other states, territories and possessions of the United States in their providing of hospital, medical and other health care services and in their activities as administrators of federal, state and local government and privately financed health care programs.

The Corporation shall be authorized to engage in the transaction of any form of disability insurance or health insurance business and any other type of insurance which may be written by a health or disability insurer, including, without limitation, any type of program which may be transacted by a care service plan corporation, and to engage in any activities, reasonably and necessarily incidental to such insurance business and any other activity permitted by law.

It is hereby provided that said purposes are not intended to limit or restrict in any manner the powers or purposes of the 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.

The Corporation is subject to and shall be entitled to the exemptions and provisions of the Laws of Florida, Chapter 628 "Stock and Mutual Insurers; Holding Companies."

ARTICLE VI STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000,000 shares of common stock at par value \$1.00 each.

ARTICLE VII SHAREHOLDERS

A majority of the shares of Common Stock of the Corporation shall be owned at all times, either directly or indirectly through one or more intermediate holding companies, by GuideWell Mutual Holding Corporation.

ARTICLE VIII TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

**ARTICLE IX
INITIAL REGISTERED AGENT AND OFFICE**

The initial registered agent and office of the Corporation shall be as follows:

Chief Financial Officer
200 E. Gaines St.
Tallahassee, FL 32399

**ARTICLE X
DIRECTORS**

The Corporation shall never have less than five (5) directors. The number of directors that shall constitute the Board of Directors of the Corporation shall be set forth from time to time in the Bylaws. The Directors of the Corporation shall be elected by the shareholders as provided in the Bylaws and shall hold their offices for such period as the Bylaws shall establish, or until their successors are duly elected and qualified.

**ARTICLE XI
INDEMNIFICATION**

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**ARTICLE XII
SHAREHOLDER ACTION WITHOUT A MEETING**

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

**ARTICLE XIII
AMENDMENTS**

The power to amend the Articles of Incorporation shall be reserved exclusively to the shareholders.

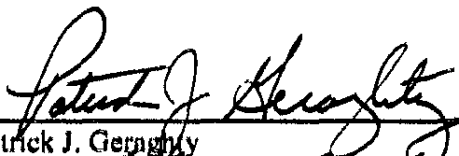
**ARTICLE XIV
INCORPORATORS**

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Patrick J. Geraghty	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway

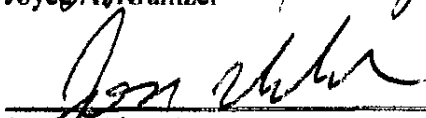
	Jacksonville, FL 32246
Charles S. Joseph	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246
Joyce A. Kramzer	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246
Jon R. Urbanek	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246
Robert E. Wall	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246

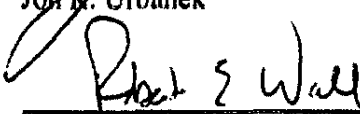
IN WITNESS WHEREOF, the incorporator has hereunto set his hands and seals this
29th day of November, 2013.


Patrick J. Geraghty


Charles S. Joseph


Joyce A. Kramzer


Jon R. Urbanek


Robert E. Wall