

836005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

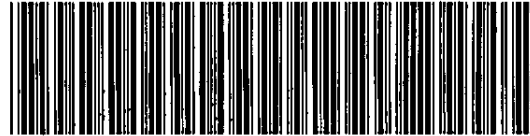
(Business Entity Name)

(Document Number)

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FILED  
2016 MAY -2 PM 1:23  
CLERK OF COURT  
JULIA A. BROWN

Amend / changing  
jurisdiction

MAY -3 2016  
ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Symphonix Health Insurance, Inc.

\_\_\_\_\_  
Name of Corporation

**DOCUMENT NUMBER:** 836005

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eileen W. Van Roeyen

\_\_\_\_\_  
Name of Contact Person

Symphonix Health Insurance, Inc.

\_\_\_\_\_  
Firm/Company

2111 Chestnut, Suite 270

\_\_\_\_\_  
Address

Glenview, IL 60025

\_\_\_\_\_  
City/State and Zip Code

evanroeyen@symphonixhealth.com

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

For further information concerning this matter, please call:

Eileen W. Van Roeyen

at ( 312 ) 286-4674

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &  
Certificate of Status



\$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)



\$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy  
(Additional copy is  
enclosed)

**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

**PROFIT CORPORATION**  
**APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO**  
**APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**  
(Pursuant to s. 607.1504, F.S.)

FILED  
2016 MAY -2 PM 1:23  
TALLAHASSEE, FLORIDA

**SECTION I**  
**(1-3 MUST BE COMPLETED)**

Symphonix Health Insurance, Inc.  
(Document number of corporation (if known))

1. Symphonix Health Insurance, Inc.  
(Name of corporation as it appears on the records of the Department of State)
2. Illinois (Incorporated under laws of) 3. March 23, 1976  
(Date authorized to do business in Florida)

**SECTION II**  
**(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)**

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? \_\_\_\_\_
5. \_\_\_\_\_  
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)
- (If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
6. If the amendment changes the period of duration, indicate new period of duration.  
\_\_\_\_\_  
(New duration)
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.  
Illinois  
(New jurisdiction)
8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.



(Signature of director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Mark S. Wray  
(Typed or printed name of person signing)

Chief Financial Officer  
(Title of person signing)



STATE OF ILLINOIS  
DEPARTMENT OF INSURANCE  
320 WEST WASHINGTON STREET  
SPRINGFIELD, ILLINOIS 62767-0001



I, the undersigned, Director of Insurance of the State of Illinois, hereby certify that the document to which this Certification is attached is a true and correct copy of the original now on file in and forming a part of the records of the Illinois Department of Insurance.

In witness whereof, I hereto set my hand and cause to be affixed this Seal in Springfield, Illinois.

Date: APR 19 2010

Anne Melissa Dowling  
Acting Director of Insurance

**ARTICLES OF REDOMESTICATION**

**OF**

**SYMPHONIX HEALTH**  
**INSURANCE, INC.**

(The Above Space for Recorder's Use Only)

The undersigned Symphonix Health Insurance, Inc. pursuant to action of its Board of Directors and Shareholder in accordance with the provisions of the Insurance Code of the State of Illinois, hereby executes the following Articles of Redomestication:

**ARTICLE ONE**

The name of the Corporation is **SYMPHONIX HEALTH INSURANCE, INC.**

**ARTICLE TWO**

The Corporation, originally organized under the Michigan Insurance Code, by these Articles of Redomestication is reorganized as an Illinois stock insurance company under Article II of the Illinois Insurance Code.

**ARTICLE THREE**

The principal office of the Corporation is in the County of Cook and the State of Illinois.

The Corporation also may have, maintain and operate such other offices, either within or without the State of Illinois, as shall be proper or advisable in the discretion of the Board of Directors of the Corporation.

**ARTICLE FOUR**

The duration of the Corporation is perpetual.

## **ARTICLE FIVE**

The Corporation shall be authorized and empowered to transact all kinds of insurance that an insurance company may now be permitted to transact as set forth in clauses (a) and (b), of Class 1 of Section 4 of the Illinois Insurance Code, or any amendment, restatement or replacement thereof.

## **ARTICLE SIX**

The Corporation shall be authorized and empowered, provided it maintains books and records that account for such business, to engage directly in any of the following businesses:

- (a) rendering investment advice;
- (b) rendering services related to the functions involved in the operation of its insurance business, including, but not limited to, actuarial, loss prevention, safety engineering, data processing, accounting, claims, appraisal and collection services;
- (c) acting as administrative agent for a government instrumentality which is performing an insurance function for a health or welfare program; and
- (d) any other business activity reasonably complementary or supplementary to its insurance business; either to the extent necessarily or properly incidental to the insurance business the Corporation is authorized to do in the State of Illinois or to the extent approved by the Director of the Illinois Department of Insurance and subject to any limitations he or she may prescribe.

## **ARTICLE SEVEN**

- (a) The corporate powers shall be exercised by, and the corporate business and affairs shall be under the control of, a Board of Directors composed of not less than three (3) nor more than twenty one (21) natural persons who are shareholders, except where the Corporation is a wholly owned subsidiary, and who are at least eighteen (18) years of age, and at least three (3) of whom are residents and citizens of the State of Illinois and at least 20%, but not less than one, are not officers or employees of the Corporation or of any entity controlling, controlled by, or under common control with the Corporation and who are not beneficial owners of a controlling interest in the voting stock of the Corporation or any such entity except when the Corporation is subject to Section 131.20b of the Illinois Insurance Code or any amendment, restatement or replacement of that Section in which case the board of directors of the Corporation or the entity controlling the Corporation, whether directly or through an intermediate subsidiary, will at all times be composed in accordance with Section 131.20b (3) of the Illinois Insurance Code.

A person convicted of a felony may not be a director, and all Directors shall be of good character and known professional, administrative, or business ability, such business ability to include a practical knowledge of insurance, finance or investments. The number of Directors to be elected, within the minimum and maximum limits set forth herein, shall be provided in the By-Laws of the Corporation. The composition of the Board shall comply with all provisions of the Illinois Insurance Code.

- (b) The Directors shall be elected annually. A director elected by the shareholders shall hold office until the annual meeting of the shareholders next succeeding his election and further until his

Successor is elected and qualified, or until his earlier death, resignation or removal from office as provided in the By-Laws of the Corporation. The number of Directors may be increased or decreased from time to time by amendment to the By-Laws of the Corporation within the numerical limits of Paragraph (a) of this Article Seven. If the Board of Directors consists of 6 or more members, in lieu of electing the membership of the whole Board of Directors annually, the By-Laws may provide that the Directors shall be divided into two or three classes, each class to be as nearly equal in number as is possible. The term of office of Directors of the first class shall expire at the first annual meeting of shareholders after their election or classification that of the second class shall expire at the second annual meeting after their election or classification, and that of the third class, if any, shall expire at the third annual meeting after their election or classification. At each annual meeting after such classification, a number of Directors equal to the number of Directors in the class whose terms expire at the time of such meeting shall be elected to hold office until the second succeeding annual meeting, if there are two classes, or until the third succeeding annual meeting, if there are three classes. The By-Laws may provide that the classes and number of Directors may be changed, altered, modified or reclassified, provided, however, that no such change, alteration modification or reclassification shall reduce the term of any current director.

(c) In all elections for Directors, every common shareholder shall have the right to one vote, in person or by proxy, for the number of common shares owned by such shareholder for as many persons as there are Directors to be elected or to cumulate said votes, and give one candidate as many votes as the number of directors to be elected multiplied by the number of such shareholder's shares shall equal, or to distribute such votes on the same principle among as many candidates as he shall think fit.

(c) Only the Board of Directors shall have the power to make, alter, amend, repeal or adopt By-Laws.

## **ARTICLE EIGHT**

(a) The amount of authorized capital of the Corporation shall be Two Million Five Hundred Thousand Dollars (\$2,500,000).

(b) The aggregate number of common shares that the Corporation shall have authority to issue from time to time without further amendment to these Articles shall be Two Hundred Thousand (200,000), and the par value of each such common share shall be Twelve Dollars and Fifty Cents (\$12.50).

(c) The number of common shares issued and outstanding prior to the execution of these Articles of Redomestication was Two Hundred Thousand (200,000), at a price that provided capital of Two Million Five Hundred Thousand Dollars (\$2,500,000)

## ARTICLE NINE

These Articles of Redomestication consolidate and supersede all prior amendments to the original Articles of Incorporation of Symphonix Health Insurance, Inc. and predecessor companies.

Subject at all times to the provisions of the Illinois Insurance Code and any regulations promulgated by the Department of Insurance of the State of Illinois, the Corporation and its shareholders, Directors and officers shall have all of the general rights, privileges, immunities and powers accorded to Illinois domiciled insurance companies.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Redomestication as of the 4th day of December, 2014.

**SYMPHONIX HEALTH INSURANCE, INC.**

By: Arthur C. Carlos, III  
Arthur C. Carlos, III, President

**ATTEST:**

Kathleen Cortez  
Kathleen Cortez, Secretary

STATE OF ILLINOIS  
COUNTY OF COOK

I, Eileen Wilhelmina Van Roeyen, a Notary Public for said state and county, do hereby certify that on the 4th day of December 2014, Arthur C. Carlos, III, personally appeared before me and being first duly sworn declared that he is the President of Symphonix Health Insurance, Inc. and that he signed the foregoing Articles of Redomestication of Symphonix Health Insurance, Inc., in such capacity and declared that the statements therein contained are true.

**IN WITNESS WHEREOF**, I have hereunto set my hand and seal the day and year above written.

Eileen Wilhelmina Van Roeyen  
Notary Public

My Commission Expires February 4, 2017

