

850084

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 OCT 13 PM 2:39

APPROVED  
AND  
FILED

*[Signature]* 10/13/15

# SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 Lakeshore Drive  
Tallahassee, Florida 32312  
(850) 656-4724

---

COVER LETTER

DATE: 10-8-15

WALK IN

ENTITY

NAME: One Nation Insurance Company

---

(NAME AVAILABLE? yes)

CORRECT FORM? yes)

PLEASE FILE THE ATTACHED AND RETURN:

       PLAIN COPY

X CERTIFIED COPY

---

CHECK #                     

AMOUNT: 43.75

PLEASE CONTACT TINA AT 850-508-1891 WITH ANY  
QUESTIONS OR CORRECTIONS!

THANK YOU!

TINA GOFF, PRESIDENT

SUNSHINE CORPORATE & FILING SERVICES, INC.

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** OneNation Insurance Company  
Name of Corporation

**DOCUMENT NUMBER:** 850084

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret Alexander

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

Bass, Berry & Sims PLC

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

150 3rd Avenue South Ste 2800

\_\_\_\_\_  
Address

Nashville, TN 37201

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

scott.dickison@fmc-na-icg.com

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

For further information concerning this matter, please call:

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

at (\_\_\_\_\_) \_\_\_\_\_  
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.)

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

850084

(Document number of corporation (if known))

1. OneNation Insurance Company  
(Name of corporation as it appears on the records of the Department of State)
2. Indiana 3. 08/18/1981  
(Incorporated under laws of) (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? August 18, 2015
5. Fresenius Health Plans Insurance Company  
(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.

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

William P. McKinney

(Typed or printed name of person signing)

CEO and President

(Title of person signing)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 OCT 13 PM 2:39

APPROVED  
AND  
FILED

INDIANA SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
CORPORATIONS CERTIFIED COPIES

INDIANA SECRETARY OF STATE  
BUSINESS SERVICES DIVISION  
302 West Washington Street, Room E018  
Indianapolis, IN 46204

<http://www.sos.in.gov>

October 07, 2015

Company Requested: FRESNIUS HEALTH PLANS INSURANCE COMPANY  
Control Number: 2003102300454

Date	Transaction	# Pages
08/18/2015	Amended and Restated Articles	9



State of Indiana  
Office of the Secretary of State

I hereby certify that this is a true and  
complete copy of this 9 page  
document filed in this office.

Dated: October 07, 2015  
Certification Number: 2015100785970

*Connie Lawson*

Connie Lawson

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

**APPROVED**

JUL 30 2015 ARTICLES OF AMENDMENT AND RESTATEMENT  
OF THE  
STATE OF INDIANA ARTICLES OF INCORPORATION  
DEPT. OF INSURANCE OF  
ONENATION INSURANCE COMPANY  
an Indiana Insurance Company

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2015 AUG 18 AM 9:12

APPROVED  
AND  
FILED

*Stephen W. Robertson*

OneNation Insurance Company (the "Corporation"), an Indiana domestic life insurance company, desires to give notice of an amendment and restatement of its Articles of Incorporation in order to reflect changes made following its recent acquisition. The Corporation hereby files these Articles of Amendment and Restatement with the Indiana Department of Insurance and sets forth the following facts:

**Article I**

**Amendment and Restatement of the Articles of Incorporation**

**Section 1.** The Corporation was incorporated on November 6, 1974.

**Section 2.** The name of the Corporation is currently OneNation Insurance Company. Upon the effectiveness of these Amended and Restated Articles of Incorporation, the name of the Corporation will be Fresenius Health Plans Insurance Company.

**Section 3.** Upon the effectiveness of these Articles of Amendment and Restatement, the Corporation's Articles of Incorporation shall be amended and restated in their entirety in the form attached hereto and marked Exhibit A (the "Amended and Restated Articles").

**Article II**  
**Effective Time**

The Amended and Restated Articles shall be effective upon the issuance of the Corporation's amended Certificate of Authority by the Indiana Department of Insurance.

**Article III**  
**Manner of Adoption and Vote**

**Section 1. Action by Directors.** The Board of Directors of the Corporation, by unanimous written consent dated June 10, 2015, in lieu of a special meeting, adopted resolutions setting forth the Amended and Restated Articles and directing that the Amended and Restated Articles be submitted to a vote of the sole shareholder.

**Section 2. Action by Sole Shareholder.** The sole shareholder of the Corporation, holding all of the issued and outstanding shares of the Corporation's voting stock, acting by unanimous written consent dated June 11, 2015, adopted resolutions approving the Amended and Restated Articles.

US.57404955.02

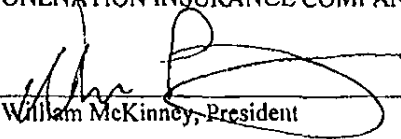
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Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

**Section 3. Compliance with Legal Requirements.** The manner of the adoption of the resolutions approving the adoption of the Amended and Restated Articles and the written consents by which such resolutions were adopted constitute full legal compliance with the provisions of the Indiana Law, and the Corporation's Articles of Incorporation and Bylaws.

IN WITNESS WHEREOF, the undersigned officers of the Corporation executed these Articles of Amendment and Restatement of the Articles of Incorporation of OneNation Insurance Company and certify to the truth of the facts herein stated, this 12<sup>th</sup> day of June, 2015.

ONENATION INSURANCE COMPANY

  
\_\_\_\_\_  
William McKinney, President

  
\_\_\_\_\_  
Douglas Kott, Secretary

US.57404955.02

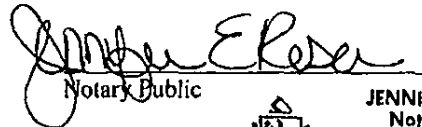
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Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

STATE OF MASSACHUSETTS)  
COUNTY OF MIDDLESEX )

I, the undersigned, a Notary Public duly commissioned to take acknowledgments and administer oaths in the foregoing State, hereby certify that Douglas Kott, Secretary of OneNation Insurance Company, personally appeared before me, acknowledged execution of the foregoing Articles of Amendment and Restatement of the Articles of Incorporation of OneNation Insurance Company and swore to the truth of the facts therein contained.

WITNESS my hand and Notarial Seal this 11th day of June 2015.

  
Notary Public



JENNIFER E. ROSA  
Notary Public  
Commonwealth of Massachusetts  
My Commission Expires  
January 21, 2016

Name Printed

My County of Residence:

Middlesex

My Commission Expires:

**Indiana Secretary of State**  
**Packet: 2003102300454**  
**Filing Date: 08/18/2016**  
**Effective Date: 08/18/2016**

STATE OF TEXAS  
COUNTY OF TRAVIS

WITNESS my hand and Notarial Seal this 12<sup>th</sup> day of June, 2015.



Ed. Palmer  
Notary Public

Gregg FARRER  
Name Printed

My County of Residence:  
Trawick

My Commission Expires:  
April 19, 2017

US\$7562155.01

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Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

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2015 AUG 18 AM 9:12

*Fresenius Health Plans Insurance Company*

Preamble

Fresenius Health Plans Insurance Company (hereinafter referred to as the "Corporation"), duly existing under the Indiana Insurance Law, desires to amend and restate its articles of incorporation as follows:

The Corporation was incorporated on November 6, 1974 under the laws of the State of Texas under the name of Republic Industrial Life Insurance Company. On December 31, 1980, the Corporation's name was changed to Republic National Life Group Insurance Company. On August 6, 1985, the Corporation's name was changed to American General Group Insurance Company. On July 19, 1990, the Corporation's name was changed to Anthem Life Insurance Company. On April 21, 1998, the Corporation's name was changed to Anthem Alliance Health Insurance Company. In 2003, the Corporation was redomesticated to the State of Indiana, and the Corporation's name was changed to OneNation Insurance Company. With this filing, the Corporation changes its name to Fresenius Health Plans Insurance Company.

ARTICLE ONE

NAME OF THE CORPORATION

The name of the Corporation shall be:

*Fresenius Health Plans Insurance Company*

ARTICLE TWO

ADDRESS AND REGISTERED AGENT

The post office address of the Corporation's principal office in the State of Indiana at the time of the effectiveness of these Amended and Restated Articles of Incorporation is 1320 City Center Drive, Suite 250, Carmel, IN 46032. The name and address of the Corporation's registered agent at the time of the effectiveness of these Amended and Restated Articles of Incorporation is CT Corporation System, 150 W. Market St., Suite 800, Indianapolis, IN, 46204.

ARTICLE THREE

PURPOSES AND POWERS; BUSINESS PLAN OR PRINCIPLES

US.57535844.01

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State  
Packet: 2003102300464  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

Section 3.01. Purposes. The Corporation was formed for the purpose of conducting the business of, and acting as, a stock insurance company with the power to write such kinds of insurance and reinsurance as are comprised under Class 1(a) and Class 1(b) of § 27-1-5-1 of the Insurance Code and to do all things necessary, convenient or expedient for carrying on the business of such an insurance company or any other business related thereto.

Section 3.02. Powers. The Corporation shall have and may exercise all of the rights, privileges and powers set forth in § 27-1-7-2 of the Insurance Code and as otherwise authorized by the Insurance Code and shall have the power to do all acts and things necessary, convenient or expedient to carry out the purposes for which it was formed.

Section 3.03. Plan or Principle. The plan or principle upon which the business of the Corporation is formed is to insure the lives of persons, transact credit life, health and accident insurance business, and to engage in any lawful activity as may be permitted a corporation of this kind by law and not prohibited by laws of Indiana or other states.

#### ARTICLE FOUR

##### PERIOD OF EXISTENCE

The term for which the Corporation is to continue as a corporation shall be perpetual.

#### ARTICLE FIVE

##### INCORPORATORS, FIRST OFFICERS AND DIRECTORS

The names, occupations and post office addresses of the Incorporators, first Officers and first Directors of the Corporation at the time of the original incorporation on November 6, 1974 are included within the original incorporation documents of the Corporation, which are hereby incorporated by reference.

#### ARTICLE SIX

##### CAPITAL

The number of shares of common stock, which the Corporation shall have authority to issue, is 30,000, with a par value of \$100.00 per share, 25,000 of which are issued and outstanding at the time of adoption of these Amended Articles. At the time of adoption of these Amended Articles, the Corporation has paid-in capital of \$2,500,000 and surplus of not less than \$250,000.

#### ARTICLE SEVEN

##### MEETINGS OF THE STOCKHOLDERS

Meetings of the stockholders shall be held at such time and place, either within or without the State of Indiana, as the By-Laws require.

- 2 -

US.57533844.01

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

#### ARTICLE EIGHT

##### VOTING

Cumulative voting of shares of stock for election of Directors of the Corporation is expressly prohibited.

#### ARTICLE NINE

##### AMEND, CHANGE OR REPEAL PROVISIONS OF THE ARTICLES OF INCORPORATION

The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Amended Articles in the manner now or hereinafter prescribed herein and by the laws of the State of Indiana, and all rights conferred upon stockholders herein are granted subject to this reservation.

#### ARTICLE TEN

##### DATE OF ADOPTION

These Amended and Restated Articles of Incorporation were adopted by the Board of Directors of the Corporation on June 10, 2015, and shall be effective upon the issuance of the Corporation's amended Certificate of Authority by the Indiana Department of Insurance.

#### ARTICLE ELEVEN

##### MANNER OF ADOPTION AND VOTE

The Board, by unanimous written consent, duly adopted resolutions setting forth the proposed Amended and Restated Articles of Incorporation and directing that the same be submitted to a vote of the sole shareholder. The sole shareholder of the Corporation, by written consent, adopted the proposed Amended and Restated Articles of Incorporation.

The Indiana Secretary of State filing office certifies that this copy is on file in this office.

Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015



STATE OF INDIANA  
**OFFICE OF THE ATTORNEY GENERAL**  
INDIANA GOVERNMENT CENTER SOUTH, FIFTH FLOOR  
302 W. WASHINGTON STREET • INDIANAPOLIS, IN 46204-2770  
[www.AttorneyGeneral.IN.gov](http://www.AttorneyGeneral.IN.gov)

**GREG ZOELLER**  
INDIANA ATTORNEY GENERAL

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2015 AUG 18 AM 9:12  
TELEPHONE: 317.232.6201  
FAX: 317.232.7979

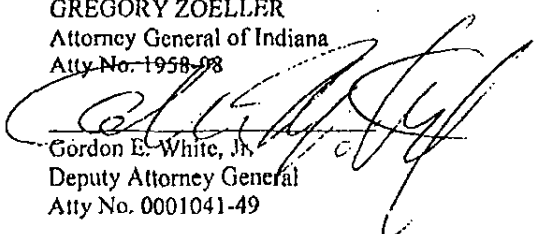
August 13, 2015

CERTIFICATION

I have examined the Articles of Amendment and Restatement of the Articles of Incorporation of Onenation Insurance Company which is changing its name to Fresenius Health Plans Insurance Company, and I certify that they conform to the provisions of the Indiana Insurance Law and are not inconsistent with the State and Federal Constitutions.

Respectfully submitted,

GREGORY ZOELLER  
Attorney General of Indiana  
Atty No. 1958-08

  
Gordon E. White, Jr.  
Deputy Attorney General  
Atty No. 0001041-49

851681

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Indiana Secretary of State  
Packet: 2003102300454  
Filing Date: 08/18/2015  
Effective Date: 08/18/2015

**State of Indiana**  
**Office of the Secretary of State**

**CERTIFICATE OF AMENDED AND RESTATED ARTICLES OF  
INCORPORATION**

of

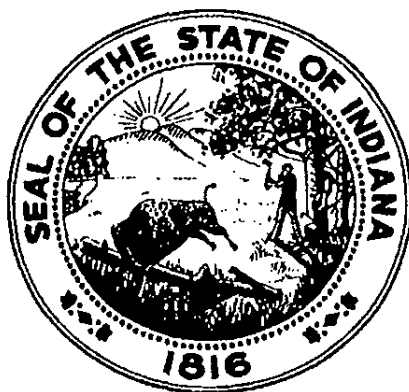
**ONENATION INSURANCE COMPANY**

I, CONNIE LAWSON, Secretary of State of Indiana, hereby certify that Amended and Restated Articles of the above Domestic Insurance Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Insurance Law.

The name following said transaction will be:

**FRESENIUS HEALTH PLANS INSURANCE COMPANY**

NOW, THEREFORE, with this document I certify that said transaction will become effective Tuesday, August 18, 2015.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 18, 2015.

*Connie Lawson*

CONNIE LAWSON,  
SECRETARY OF STATE

2003102300454 / 2015081969729