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(Requestor's Name)

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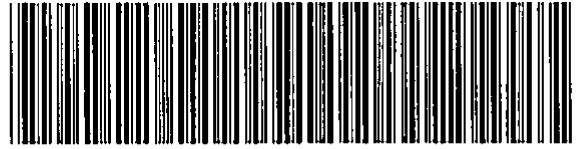
(Business Entity Name)

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**FLORIDA DEPARTMENT OF STATE**  
**Division of Corporations**

2020 APR 7 12:12:10

April 7, 2020

**MARK WRAY**  
**CLEAR SPRING HEALTH**  
**250 SOUTH NORTHWEST HIGHWAY, SUITE 302**  
**PARK RIDGE, IL 60068**

**SUBJECT: CORVESTA LIFE INSURANCE COMPANY**  
**Ref. Number: F03000003006**

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date 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 the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Susan Tallent  
Regulatory Specialist II

Letter Number: 520A00007458

[www.sunbiz.org](http://www.sunbiz.org)

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314



Sara J. Luvisi  
Senior Paralegal  
Law Department

**Delaware Life Insurance  
Company**  
1601 Trapelo Road, Suite 30  
Waltham, MA 02451  
Tel: (781) 790-5383  
Cell: (617) 686-7570  
sara.luvisi@delawarelife.com

June 2, 2020

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

Re: Corvesta Life Insurance name change to Clear Spring Health Insurance Company  
Ref. Number: F03000003006

Dear Sir or Madam,

Enclosed, please find a Certificate of the Restated Articles of Incorporation for Clear Spring Health Insurance Company (f/k/a Corvesta Life Insurance Company).

This certificate is to supplement the earlier filing for the Company's name change that took place on April 3, 2019.

If you have any questions, please do not hesitate to contact on my cell phone at (617) 686-7570.

Sincerely,

A handwritten signature in black ink, reading "Sara J. Luvisi".

Sara J. Luvisi

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Corvesta Life Insurance Company

Name of Corporation

DOCUMENT NUMBER: F03000003006

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Mark Wray

Name of Contact Person

Clear Spring Health

Firm/Company

250 South Northwest Highway, Suite 302

Address

Park Ridge, IL 60068

City/State and Zip Code

mark.wray@clearspringhealthcare.com

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

For further information concerning this matter, please call:

Mark Wray

at ( 847 ) 696 8520

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy

☐ \$52.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

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9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
	N/A		<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove
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			<input type="checkbox"/> Remove
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10. 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.

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

MARK Wray  
 (Typed or printed name of person signing)

CHIEF FINANCIAL OFFICER  
 (Title of person signing)

**FILING FEE \$35.00**

# STATE OF ARIZONA



## Office of the CORPORATION COMMISSION

The Executive Director of the Arizona Corporation Commission does hereby certify that the attached copy of the following document:

### RESTATED ARTICLES OF INCORPORATION, 4/3/2019

consisting of 8 pages, is a true and complete copy of the original of said document on file with this office for:

### CLEAR SPRING HEALTH INSURANCE COMPANY ACC file number: 00676928

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this 6 Day of May, 2020 A.D.



A handwritten signature in cursive script, reading "Matthew Neubert", written over a horizontal line.

Matthew Neubert, Executive Director

By: A handwritten signature in cursive script, reading "Jeffery Miller", written over a horizontal line.  
JEFFERY MILLER

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR A.C.C. USE ONLY.

**CERTIFICATE CONCERNING  
RESTATED ARTICLES OF INCORPORATION  
FOR-PROFIT CORPORATION**  
*Read the Instructions C0121*

1. **ENTITY NAME** - give the exact name of the corporation as currently shown in A.C.C. records:  
Corvesta Life Insurance Company

2. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 04/01/2019

3. **APPROVAL OF RESTATED ARTICLES** - check 3.1 or 3.2 (not both) and follow Instructions:

3.1 ☐ The restated Articles were approved by the **board of directors without shareholder action**, and shareholder approval was not required or no shares have been issued - go to number 5.

3.2 ☒ The restated Articles contain one or more **amendments that required shareholder approval** - continue with number 4.

4. **APPROVAL OF AMENDMENTS BY SHAREHOLDERS** - If 3.2 is checked, check the appropriate box below concerning shareholder approval of the restated Articles with amendments and follow instructions (review the Instructions C0121 for information about voting groups):

☒ Approved by shareholders but not voting groups - complete numbers 4.1 and 4.2.

☐ Approved by shareholders *and* voting groups - complete numbers 4.1, 4.2, and 4.3.

☐ Approved by voting group(s) only - complete numbers 4.1 and 4.3.

4.1 **Shares** - list below each class and/or series of shares and the total number of outstanding shares for each class or series (*example*: common stock, 100 shares). If more space is needed, check this box ☐ and complete and attach the Shares Issued Attachment form C097.

Class: <b>Common</b>	Series:	Total: <b>11,700,297</b>
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:



**4.2 Shareholder Approval** – all blanks must be filled in:

Total votes entitled to be cast	Votes in favor that were sufficient for approval of amendments	Votes against amendments
11,700,297	11,700,297	0

**4.3 Voting groups** – all blanks must be filled in *for each voting group*. Review the Instructions C012 for information on voting groups. If more space is needed, check this box ☐ and complete and attach the Voting Attachment form C089.

Voting Group (class / series)	Total votes in voting group	Indisputable votes at meeting	Votes in favor that were sufficient for approval of amendments	Votes against amendments

**5. The Restated Articles or Amended and Restated Articles must be attached to or submitted with this Certificate.**

**SIGNATURE:** By checking the box marked "I accept" below, I acknowledge *under penalty of law* that this document together with any attachments is submitted in compliance with Arizona law.

☒ I ACCEPT


Michael S. Bloom

April 2, 2019

Printed Name

Date

**REQUIRED** – check only one:

<input type="checkbox"/> I am the <b>Chairman of the Board of Directors</b> of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized <b>Officer</b> of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized <b>bankruptcy trustee, receiver, or other court-appointed fiduciary</b> for the corporation filing this document.
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Filing Fee: \$25.00 (regular processing)  
Expedited processing – add \$35.00 to filing fee.  
All fees are nonrefundable – see Instructions.

Mail: Arizona Corporation Commission - Corporate Filings Section  
1300 W. Washington St., Phoenix, Arizona 85007  
Fax: 602-542-4100

Please be advised that A.C.C. forms reflect only the minimum provisions required by statute. You should seek private legal counsel for those matters that may pertain to the individual needs of your business.

All documents filed with the Arizona Corporation Commission are public record and are open for public inspection.  
If you have questions after reading the Instructions, please call 602-542-3026 or (within Arizona only) 800-345-5819.

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
CLEAR SPRING HEALTH INSURANCE COMPANY**

Pursuant to Sections 10-1007 and 20-707 of the Arizona Revised Statutes, Clear Spring Health Insurance Company (the "Corporation"), amends and restates the Articles of Incorporation, as amended from time to time, for the Corporation.

**ARTICLE ONE  
Type of Entity and Name**

The name of the Corporation is Clear Spring Health Insurance Company. The Corporation is a continuance of the corporate existence of a corporation with the name of Corvesta Life Insurance Company, originally incorporated in Arizona on September 24, 1965, under the name Westward Life Insurance Company. The Corporation's original date of incorporation shall continue, notwithstanding the subsequent name changes.

**ARTICLE TWO  
Duration**

The period of duration is perpetual.

**ARTICLE THREE  
Purpose**

The purposes for which the Corporation is incorporated or organized are to engage in the business of life insurance, disability insurance, and reinsurance in the State of Arizona and other states where appropriately licensed, business reasonably incidental to such insurance business, and any other lawful activity an insurance company organized under the Arizona Revised Statutes may conduct in compliance with all applicable provisions of the Arizona Revised Statutes.

**ARTICLE FOUR  
Registered Agent/Known Place of Business/Registered Office**

The name of the Corporation's registered agent is CT Corporation System. The street address of the Corporation's known place of business in Arizona, which is its registered office, is 3800 North Central Avenue, Suite 460, Phoenix, AZ 85012.

PROPOSED ARTICLES AND/OR AMENDMENT(S) APPEAR TO CONFORM TO  
ARIZONA INSURANCE STATUTES. THE NAME IS NOT NOW IN CONFLICT  
WITH THAT OF ANY INSURER AUTHORIZED TO TRANSACT INSURANCE IN  
ARIZONA ON THIS DATE April 2 2019.  
DOCUMENT(S) CONSIST(S) OF 6 PAGES.

BY Cary W Cook FOR THE DIRECTOR OF INSURANCE  
NOTARIZED REPRESENTATIVE STATE OF ARIZONA

## ARTICLE FIVE Capital/Surplus/Voting

**Section 5.1 Authorized Shares and Capitalization.** The number of authorized shares of capital stock of the Corporation is Twelve Million Five Hundred Thousand (12,500,000) shares of common stock, par value Twenty Cents (\$0.20) per share ("Common Stock"). The Corporation shall at all times maintain at least Two Million Five Hundred Thousand Dollars (\$2,500,000.00) in capital and an amount allocated to paid-in surplus as required by the capital requirements in each of the states in which the Corporation is licensed to conduct the business of insurance. The shares of Common Stock issued and outstanding may be increased from time to time within the limits of the capital authorized by this Article, in accordance with the Arizona Revised Statutes.

### **Section 5.2 Voting.**

(a) Subject to the provisions hereof and subject to the provisions of the Bylaws of the Corporation, as from time to time amended, with respect to the closing of the transfer books and the fixing of a record date for the determination of shareholders entitled to vote, all holders of the shares of Common Stock shall be entitled to one vote for each share of Common Stock held by them.

(b) At any meeting of shareholders of the Corporation, the presence, in person or by proxy, of the holders of shares whose cumulative stock ownership in the Corporation represents a majority of the Corporation's issued and outstanding Common Stock shall constitute a quorum.

## ARTICLE SIX Board of Directors

The Corporation shall have a Board of Directors of no less than five (5) members and no more than fifteen (15) members, which shall manage the business, affairs and property of the Corporation. The Bylaws shall specify the number of directors within the limits herein specified, and such number may be increased or decreased from time to time pursuant to a resolution adopted by a majority of the Board of Directors in office but shall never be decreased to less than five (5) in number. The Board of Directors shall be elected by the shareholders of the Corporation at the annual meeting and shall hold office until their successors are elected and qualified, except as otherwise provided in the Bylaws or as required by law. The annual meeting of shareholders for the election of directors shall be on the first Friday in May of each calendar year. If the shareholders do not elect directors at an annual meeting, the shareholders may elect the directors at a special shareholders meeting called for that purpose. The directors shall serve one-year terms beginning immediately after the election, except as otherwise permitted by the Arizona Revised Statutes. The directors are authorized to fill any vacancy that may occur during the year, between shareholder meetings.

Subject to the Corporation's Bylaws, the Board of Directors has full management and control of the Corporation. A majority of the Board of Directors constitutes a quorum. The directors shall keep a full and correct record of all business transacted by the Board of Directors,

which shall be available for inspection by the shareholders of the Corporation during regular business hours.

Until the first annual meeting of the stockholders following adoption of these Amended and Restated Articles of Incorporation, or until their successors have been elected and are qualified, the following persons shall be the directors of the Corporation and shall hold the office(s) set forth after their respective name(s):

<b>Name and Address</b>	<b>Titles</b>
Arthur C. Carlos 250 South Northwest Highway, Suite 302, Park Ridge, IL 60068	Director and Chief Executive Officer and President
Mark S. Wray 250 South Northwest Highway, Suite 302, Park Ridge, IL 60068	Director and Chief Financial Officer and Treasurer
Michael S. Bloom 1601 Trapelo Road, Suite 30 Waltham, MA 02451	Director and Secretary
Michael K. Moran 1601 Trapelo Road, Suite 30 Waltham, MA 02451	Director
Victor E. Akin 301 Pennsylvania Pkwy, Suite 300 Indianapolis, IN 46280	Director

#### **ARTICLE SEVEN** **Initial Incorporators**

The names and addresses of the Initial Incorporators of the Corporation are:

Michele F. Salta  
93 Giralda Walk  
Long Beach, CA

James H. Smith  
11741 Martha Ann Drive  
Los Alamitos, CA

Charles Klamm  
1734 W. Greenleaf Avenue  
Anaheim, CA

Richard F. Chedester  
 4301 N. 24<sup>th</sup> Street  
 Phoenix, AZ  
 Charles E. Butler  
 3033 W. Manor Drive  
 Phoenix, AZ

Dean Estep  
 3725 West Coolidge  
 Phoenix, AZ

Zoe Paulson  
 2412 East Clarendon  
 Phoenix, AZ

All powers, duties and responsibilities of the Initial Incorporators ceased at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission.

#### **ARTICLE EIGHT** Officers

The directors will elect corporate officers in accordance with the Corporation's Bylaws. An officer is not required to be a director unless such qualification is required by the Corporation's Bylaws.

#### **ARTICLE NINE** Liability of Directors

To the fullest extent permitted by the laws of the State of Arizona, as such laws may now or hereafter exist, directors of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for acts or omissions occurring in their capacity as directors. Any repeal or amendment of this Article Nine shall operate prospectively only and shall not adversely affect any limitation of liability which then exists under this Article Nine.

#### **ARTICLE TEN** Indemnification and Insurance

The Corporation shall indemnify, to the fullest extent permitted by law, any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, partnership, joint venture, trust or other enterprise. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law. Such rights conferred in this Article Ten shall not be deemed exclusive of any other rights or limitations to which such person may be entitled or subject to under any Bylaw, agreement, vote of shareholders or otherwise. Any repeal or

amendment of this Article Ten shall operate prospectively only and shall not adversely affect any rights which then exist under this Article Ten.

#### **ARTICLE ELEVEN**

##### **Bylaws**

The Board of Directors or the shareholders of the Corporation may amend or repeal the Bylaws or may adopt new Bylaws.

#### **ARTICLE TWELVE**

##### **Preemptive Rights**

No holder of any stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation or any securities exchangeable for or convertible into such shares.

#### **ARTICLE THIRTEEN**

##### **Amendments**

These Amended and Restated Articles of Incorporation of the Corporation may be amended in the manner authorized by law at the time of the adoption of such amendments.

*[Signature page follows]*

EXECUTED the 1st day of April, 2019.

CLEAR SPRING HEALTH INSURANCE  
COMPANY



By: \_\_\_\_\_  
Michael S. Bloom, Secretary