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(Requestor's Name)

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(City/State/Zip/Phone #)

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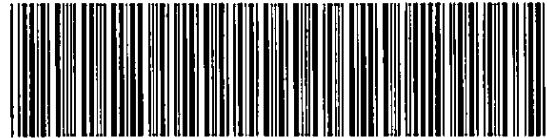
(Business Entity Name)

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FILED
18 JUL 19 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 23 2018
S. YOUNG

Via Federal Express

July 17, 2018

Florida Department of State
Amendment Section
Division of Corporation
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Advanced Providers Insurance Risk Retention Group, Inc.
(formerly Advanced Physicians Insurance Risk Retention Group, Inc.)

To Whom It May Concern:

Enclosed please find the completed Cover Letter, Profit Corporation Application by Foreign Profit Corporation to File Amendment to Application for Authorization to Transact Business in Florida Records and \$35.00 filing fee for Advanced Providers Insurance Risk Retention Group, Inc. Please provide a file stamped copy of the amendment document being filed in the enclosed, self-addressed envelope.

Thank you in advance for your assistance in this matter. Should you have any questions please do not hesitate to contact our office.

Sincerely,



Margaret R. Salsburg
Formation Coordinator
Direct Line: (602) 200-6920
Email: msalsburg@gpwa.com

COVER LETTER

Originals

TO: Amendment Section
Division of Corporations

SUBJECT: Advanced Providers Insurance Risk Retention Group, Inc. formerly Advanced Physicians Insurance Risk Reter
Name of Corporation

DOCUMENT NUMBER: F05000006854

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret Salsburg

Name of Contact Person

GPW & Associates, Inc.

Firm/Company

2700 N. Third Street

Address

Phoenix, AZ 85004

City/State and Zip Code

msalsburg@gpwa.com

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

For further information concerning this matter, please call:

Margaret Salsburg

Name of Contact Person

at (602) 200-6820

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

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:

ARTICLES OF INCORPORATION, 04/21/2004

consisting of 6 pages, is a true and complete copy of the original of said document on file with this office for:

ADVANCED PROVIDERS INSURANCE RISK RETENTION GROUP, INC.
ACC file number: -1118206-7

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Arizona Corporation Commission on this date: May 2, 2018.



A stylized signature of Ted Vogt.

Ted Vogt, Executive Director

By: A stylized signature of Lynda B. Griffin.

LYNDA B. GRIFFIN

ARIZONA CORP COMMISSION
FILED

FEB 08 2017

FILE NO. 11182067

ARIZONA CORP COMMISSION
FILED

FEB 15 2017

FILE NO. 11182067

AZ Corp. Commission



05830308

DO NOT WRITE ABOVE THIS LINE; RESERVED FOR ACC 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:
Advanced Physicians Insurance Risk Retention Group, Inc.

2. **A.C.C. FILE NUMBER:** 11182067

Find the A.C.C. file number on the upper corner of filed documents OR on our website at: <http://www.azcc.gov/Divisions/Corporations>

3. **DATE OF ADOPTION** - date on which the restated Articles were adopted: 12/11/2016

4. **APPROVAL OF RESTATED ARTICLES** - check 4.1 or 4.2 (not both) and follow Instructions:

4.1 ☐ 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 6.

4.2 ☒ The restated Articles contain one or more **amendments that required shareholder approval** - continue with number 5.

5. **APPROVAL OF AMENDMENTS BY SHAREHOLDERS** - If 4.2 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 5.1 and 5.2.
☐ Approved by shareholders *and* voting groups - complete numbers 5.1, 5.2, and 5.3.
☐ Approved by voting group(s) only - complete numbers 5.1 and 5.3.

5.1 **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: Class A Voting Common	Series: 1	Total: 0 - no outstanding
Class: Class B Voting Common	Series: 1	Total: 21
Class:	Series:	Total:
Class:	Series:	Total:
Class:	Series:	Total:

5.2 Shareholder Approval – all blanks must be filled in:

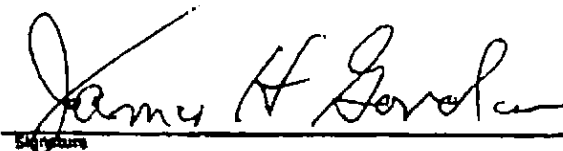
Total votes entitled to be cast	Votes in favor that were sufficient for approval of amendments	Votes against amendments
21	17	0

5.3 Voting groups – all blanks must be filled in for each voting group. Review the Instructions C012I 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

6. 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 perjury* that this document together with any attachments is submitted in compliance with Arizona law.



☒ I ACCEPT

James H. Gordon- Assistant Secretary

REQUIRED – check only one:

<input type="checkbox"/> I am the Chairman of the Board of Directors of the corporation filing this document.	<input checked="" type="checkbox"/> I am a duly-authorized Officer of the corporation filing this document.	<input type="checkbox"/> I am a duly authorized bankruptcy trustee, receiver, or other court-appointed fiduciary 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
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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) 800-343-5819.

RESTATED ARTICLES OF INCORPORATION
OF
ADVANCED PHYSICIANS INSURANCE RISK RETENTION GROUP, INC.

Advanced Physicians Insurance Risk Retention Group, Inc., incorporated April 21, 2004, duly existing under Arizona law and desiring to amend and restate its Articles of Incorporation, submits the following Amended and Restated Articles of Incorporation pursuant to A.R.S. Sections 10-1007 and 10-1003:

ARTICLE I
Name

The name of the corporation shall be changed from Advanced Physicians Insurance Risk Retention Group, Inc. to Advanced Providers Insurance Risk Retention Group, Inc.

ARTICLE II
Place of Business

The principal place of business and the address of the corporation in the State of Arizona shall be 2700 N. Third Street, Suite 3050, Phoenix, Arizona 85004, but other places of business may be established and maintained within or without the State of Arizona, as the Board of Directors may designate.

ARTICLE III
Statutory Agent

James Gordon, 2700 N. Third Street, Suite 3050, Phoenix, Arizona 85004, having been a bona fide resident of Arizona for at least three (3) years, and having previously accepted said appointment, is the appointed Statutory Agent of this corporation in the State of Arizona, upon whom notices and processes, including service of summons, may be served, and which, when so served, shall be lawful personal service on the corporation. The Board of Directors may revoke this appointment at any time, and shall fill the vacancy in such position whenever one exists.

ARTICLE IV
Duration

The duration of the corporation shall be perpetual.

ARTICLES V
Purpose

This corporation is an Arizona general corporation, organized for the purpose of offering medical professional liability insurance coverage to individuals in the healthcare profession. The corporation will operate as a risk retention group pursuant to the Federal Liability Risk Retention Act, 15 USC §§ 3901 et seq. and A.R.S. §20-1098. The corporation may conduct all activities necessary or incidental to the foregoing, and may engage in any other lawful business or activity anywhere designated by the Board of Directors.

ARTICLE VI
Authorized Shares

The corporation shall have authority to issue 500,000 shares of Voting Common stock, \$1.00 par value per share. The consideration paid for the shares shall constitute the stated capital of the corporation unless determined otherwise by the Board of Directors in accordance with Arizona Revised Statutes. Each share of capital stock shall be paid for in full and each shareholder will be required to execute a Subscription and Shareholder Agreement prior to issuance, which shall set forth and govern all rights and duties with regard to the Voting Common stock.

ARTICLE VII
Board of Directors

Not less than three (3) nor more than fifteen (15) directors shall constitute the board of directors. The names and addresses of the persons who are to serve as the directors until the next annual meeting of the shareholders or until their successors are elected and qualify, are:

Charles E. Marlin
C/O Interstate Healthcare
24150 Little Mack
St. Clair Shores, MI 48080

Edwin J. Soler-Valcourt, M.D.
C/O Physicians Residential Services
20927 Kelly Road
Eastpointe, MI 45021

Edward L. Caldwell
C/O GPW and Associates, Inc.
2700 N. Third Street, Suite 3050
Phoenix, AZ 85004

ARTICLE VIII
Indemnification of Directors and Officers

This corporation shall indemnify and hold harmless the directors and officers of the corporation from any claim or causes of action which may accrue or be brought against them by reason of their action or inaction in their capacity as directors or officers of this corporation, including indemnity of all attorneys fees, expenses, loss of time for employment and damages in the event of any litigation or claims, and any and all other liabilities that might accrue to the full extent allowable by A.R.S. § 10-850, et seq.

ARTICLE IX
Fiscal Year

The fiscal year end of the corporation shall be December 31st of each year.

ARTICLE X
Indebtedness

In no event shall the corporation incur indebtedness in excess of the amount authorized by law.

ARTICLE XI
Annual Shareholder Meeting

The annual meeting of the shareholders shall be held on the second Thursday of December in each year, or such day as shall be fixed by the Board of Directors, designated at a meeting of the directors or established by unanimous consent of the shareholders, for the purpose of electing directors and for the transaction of such other business as may come before the meeting.

ARTICLE XII
Bylaws

The bylaws of the corporation may be repealed, altered or amended, or substitute bylaws may be adopted, by the directors, in accordance with the provisions contained in said bylaws.

ARTICLES XIII
Amendment of Articles

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on shareholders, directors or officers are subject to this reserved power.

ARTICLE XIV
Original Incorporators

The names and addresses of the original incorporators were as follows:


J. Michael Low, Esq.
Low & Childers, P.C.
2999 N. 44th St., #250
Phoenix, AZ 85018

Kathy Newcomb
Low & Childers, P.C.
2999 N. 44th St., #250
Phoenix, AZ 85018

IN WITNESS WHEREOF, I hereunto affix my signature as of the 11th day of December, 2016, to these Restated Articles of Incorporation.

ADVANCED PROVIDERS INSURANCE RISK RETENTION GROUP, INC.
(formerly known as ADVANCED PHYSICIANS INSURANCE RISK RETENTION GROUP, INC.)

By:


Edwin J. Soler-Valcourt, M.D., Secretary