

F07000001005

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

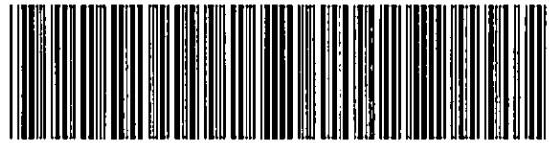
(Business Entity Name)

(Document Number)

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FILED
2021 JAN 20 PM 7:25
SECRETARY OF STATE
TALLAHASSEE, FL

3/3/21

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Envision Insurance Company

Name of Corporation

DOCUMENT NUMBER: F07000001005

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Tadena Simpson

Name of Contact Person

Elixir Insurance Company f/k/a Envision Insurance Company

Firm/Company

6451 N. Federal Highway, Suite 300

Address

Fort Lauderdale, FL 33308

City/State and Zip Code

LegalRegulatory@elixirsolutions.com

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

For further information concerning this matter, please call:

Tadena Simpson

at (954) 767-2613

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

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.)

2021 JAN 20 PM 7: 25

SECTION I
(1-3 MUST BE COMPLETED)

SECRETARY OF STATE
TALLAHASSEE, FL

F07000001005

(Document number of corporation (if known))

1. Envision Insurance Company
(Name of corporation as it appears on the records of the Department of State)

2. Ohio 3. 2/21/2007
(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? May 15, 2020

5. Elixir 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.

N/A

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

N/A

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent N/A

N/A

(Florida street address)

New Registered Office Address: N/A, Florida N/A
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

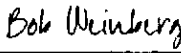
N/A

Signature of New Registered Agent, if changing

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	N/A	N/A	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
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_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove

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.

DocuSigned by:

44876A2C-8B13-42AF

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

Bob Weinberg

General Counsel and Corporate Secretary

 (Typed or printed name of person signing)

 (Title of person signing)

FILING FEE \$35.00

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 6th day of January, A.D. 2021.

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202100804204



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/19/2020	202014001576	AMENDED/RESTATED ARTICLES (AMA)	50.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

ENVISIONRXOPTIONS
2181 EAST AURORA RD.
SUITE 201
TWINSBURG, OH 44087

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
1599733

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

ELIXIR INSURANCE COMPANY

and, that said business records show the filing and recording of:

Document(s)

AMENDED/RESTATED ARTICLES

Effective Date: 05/19/2020

Document No(s):

202014001576



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
19th day of May, A.D. 2020.

Ohio Secretary of State

Form 540 Prescribed by:



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910
OhioSoS.gov | business@OhioSoS.gov
File online or for more information: OhioBusinessCentral.gov

Certificate of Amendment
(For-Profit, Domestic Corporation)
Filing Fee: \$50
Form Must Be Typed

Check appropriate box:

- Amendment to existing Articles of Incorporation (125-AMDS)
[X] Amended and Restated Articles (122-AMAP) - The following articles supersede the existing articles and all amendments thereto.

Complete the following information:

Name of Corporation: ENVISION INSURANCE COMPANY
Charter Number: 1599733

Check one box below and provide information as required:

[] The articles are hereby amended by the Incorporators. Pursuant to Ohio Revised Code section 1701.70 (A), incorporators may adopt an amendment to the articles by a writing signed by them if initial directors are not named in the articles or elected and before subscriptions to shares have been received.

[X] The articles are hereby amended by the Directors. Pursuant to Ohio Revised Code section 1701.70(A), directors may adopt amendments if initial directors were named in articles or elected, but subscriptions to shares have not been received. Also, Ohio Revised Code section 1701.70(B) sets forth additional cases in which directors may adopt an amendment to the articles.

The resolution was adopted pursuant to Ohio Revised Code section 1701.70(B) 1701.70(B)(6)
(In this space insert the number 1 through 10 to provide basis for adoption.)

[] The articles are hereby amended by the Shareholders pursuant to Ohio Revised Code section 1701.71.

[] The articles are hereby amended and restated pursuant to Ohio Revised Code section 1701.72.

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

A copy of the resolution of amendment is attached to this document.

Note: If amended articles were adopted, they must set forth all provisions required in original articles except that articles amended by directors or shareholders need not contain any statement with respect to initial stated capital. See Ohio Revised Code section 1701.04 for required provisions.

By signing and submitting this form to the Ohio Secretary of State, the undersigned hereby certifies that he or she has the requisite authority to execute this document.

Required

Must be signed by all incorporators, if amended by incorporators, or an authorized officer if amended by directors or shareholders, pursuant to Ohio Revised Code section 1701.73(B) and (C).

If authorized representative is an individual, then they must sign in the "signature" box and print their name in the "Print Name" box.

If authorized representative is a business entity, not an individual, then please print the business name in the "signature" box, an authorized representative of the business entity must sign in the "By" box and print their name in the "Print Name" box.

Signature

By (if applicable)

Print Name

Signature

By (if applicable)

Print Name



DAVE YOST
OHIO ATTORNEY GENERAL

Health and Human Services
Office 614-466-2930

May 15, 2020

Via Electronic and Regular Mail
tsimpson@envisionrx.com

Tadena Simpson, Esq.
Assistant General Counsel
Elixir Insurance Company
2181 East Aurora Road, Suite 201
Twinsburg, Ohio 44087

RE: 4th Amended and Restated Articles of
Incorporation of Elixir Insurance Company

Dear Ms. Simpson:

I have reviewed the proposed 4th Amended and Restated Articles of Incorporation of Elixir Insurance Company submitted to the Ohio Department of Insurance (hereinafter "ODI") on May 4, 2020 and received by our office on May 6, 2020¹. I have consulted with ODI, which has expressed its approval of the proposed Articles. Based upon our review of the above-referenced documents and our review of the relevant statutes, the proposed Articles, appear to be in accordance with the Constitution and laws of the state of Ohio and of the United States.

Sincerely,

DAVE YOST
Ohio Attorney General

Crystal R. Richie

Crystal R. Richie
Principal Assistant Attorney General

CRR/crr

Cc: Sean P. Sheridan, Esq.
Ohio Department of Insurance
Sean.sheridan@insurance.ohio.gov

¹ The proposed Articles of Incorporation of Elixir Insurance Company, as received, are attached hereto. (2 pages).

4TH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
ELIXIR INSURANCE COMPANY

The undersigned, being all of the members of the Board of Directors (the "Board") of Elixir Insurance Company (f/k/a Envision Insurance Company), an Ohio corporation (the "Corporation"), acting pursuant to Section 1701.54 of the General Corporation Law of the State of Ohio, hereby amend and restate the Articles of Incorporation pursuant to Section 1701.70(B) of the Ohio Revised Code as follows:

FIRST: The name of the Corporation shall be changed to Elixir Insurance Company. (The name shall be changed from Envision Insurance Company to Elixir Insurance Company upon the approval of the Ohio Department of Insurance).

Second: The place in the State of Ohio where the principal office of the Corporation is to be located is Twinsburg, Ohio, Summit County.

THIRD: The kind of business to be undertaken by the Corporation will be (1) the operation of a prescription drug plan, including the provision of prescription drug insurance on an individual or group basis, and every type of insurance or reinsurance appertaining thereto or connected therewith, and (2) the provision of health, accident and disability insurance to insure against accidents, sickness or temporary or permanent physical disability of covered individuals, on an individual or group basis.

FOURTH: The corporate powers of the Corporation shall be exercised by action of the board of directors taken as prescribed by law, except where the law or these Articles of Incorporation require the action to be authorized or taken by the shareholders, in which case such action shall be taken by the shareholders as prescribed by law.

FIFTH: The number of directors shall not be less than five nor more than twenty-one. The number of directors may be fixed or changed at a meeting of the shareholders called for the purpose of electing directors at which a quorum is present, by affirmative vote of the holders of a majority of the shares which are represented at the meeting and entitled to vote on the proposal. The code of regulations shall specify the manner in which the directors are to fill vacancies or change the number of directors, and the limitations upon the directors' use of this authority, and may authorize the directors who are in office to fill any director's office that is created by an increase in the

number of directors. No reduction in the number of directors shall itself have the effect of shortening the term of any incumbent director.

SIXTH: The number of shares which the Corporation is authorized to have outstanding is 20,000, all of which shall be Common Shares, \$100.00 par value.

SEVENTH: The aggregate amount of paid-in-capital and contributed surplus with which the Corporation shall commence business shall not be less than Two Million Five Hundred Thousand Dollars (\$2,500,000), which aggregate shall include paid-in capital of not less than One Million One Hundred Thousand Dollars (\$1,100,000) and contributed surplus of not less than One Million Dollars (\$1,000,000).

IN WITNESS WHEREOF, the undersigned, being all of the members of the Board of Elixir Insurance Company, have hereunto subscribed their names this 4th day of May, 2020.

DocuSigned by:
Thomas Welsh
7CC9E30271C54EF

DocuSigned by:
Matt Schroeder
369185914CFD48E

DocuSigned by:
Susan Lowell
7BDBCCA79B30474

DocuSigned by:
Brian Hoover
B6614B34F7AB4DB

DocuSigned by:
[Signature]
D082AA76EB2C47D

DocuSigned by:
Jim Peters
506CE28543B2431