

F090000003606

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

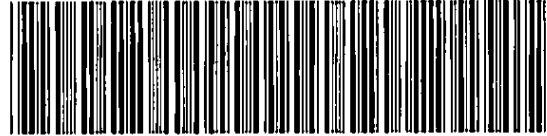
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2021 AUG 24 AM 9:10

CLERK OF STATE  
TALLAHASSEE, FL

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2021 AUG 19 PM 12:28

CLERK OF STATE  
TALLAHASSEE, FL

400 1 2021



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 20, 2021

COGENCY GLOBAL, INC.

SUBJECT: EQHEALTH SOLUTIONS, INC.  
Ref. Number: F09000003606

We have received your document for EQHEALTH SOLUTIONS, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

You can either use Amendment form or Amended and Restated Articles form. You cannot use both of them.

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.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 021A00020023

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2021 AUG 24 AM 11:53

TALLAHASSEE, FLORIDA



**COGENCYGLOBAL**

115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Date: **August 24, 2021**

Account#: I20000000088

Name: **David Shulman**

Reference #: **1451005**

Entity Name: **EQHEALTH SOLUTIONS, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☒ **Amendment**

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☐ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ **Other**

**Please provide a certified copy of the filing evidence. Thanks!**

**ISSUES? CALL**

**David:**

**850-270-0082**

Authorized Amount: **\$43.75**

Signature: *David Shulman*

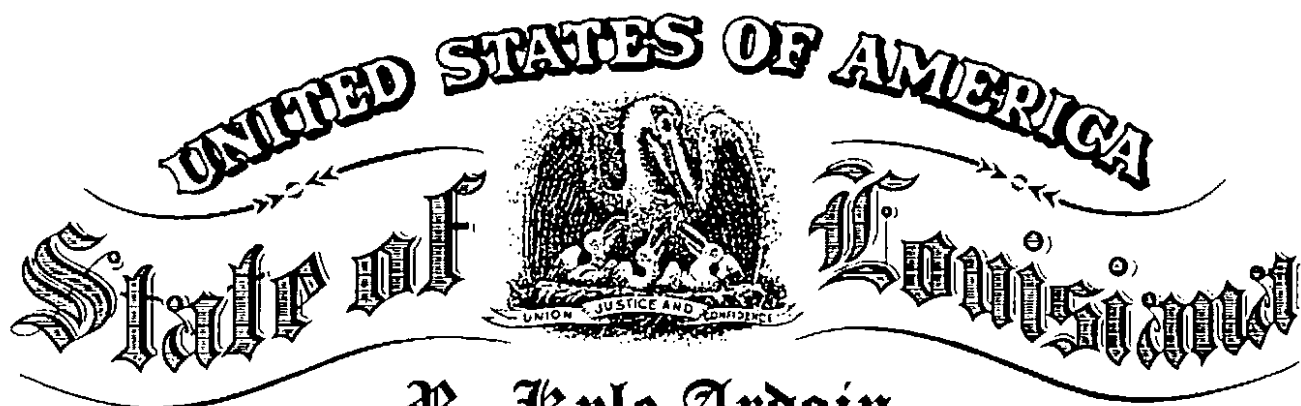
(Pursuant to s. 607.1504, F.S.)

F09000003606

eQHealth Solutions, Inc.

3. 09/03/2009  
(Date authorized to do business in Florida)

(Title of person signing)



**R. Kyle Ardoin**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*

the attached document(s) of

**EQHEALTH ADVISEWELL, INC.**

are true and correct and are filed in the Louisiana Secretary of State's Office.

34218561N	ORIGF	9/19/1986	5 page(s)
34320201	AMEND	12/20/1988	3 page(s)
34556450	NMCHG	4/7/1997	5 page(s)
37101113	RESTA	7/21/2009	7 page(s)
37101113	NMCHG	7/21/2009	
41163675	12236	5/2/2013	3 page(s)
41745356	RESTA	1/5/2015	7 page(s)
42291119	12236	6/7/2016	3 page(s)
42734735	RESTA	7/14/2017	6 page(s)
43020559	12236	4/10/2018	2 page(s)
43665193	NMCHG	11/7/2019	6 page(s)
43665193	RESTA	11/7/2019	
44001167	RESTA	7/28/2020	6 page(s)
44001167	NMCHG	7/28/2020	
44063950	NMCHG	9/8/2020	6 page(s)
44063950	RESTA	9/8/2020	
44051776	20 AR	9/1/2020	2 page(s)

In testimony whereof, I have hereunto set my hand and caused the Seal of my Office to be affixed at the City of Baton Rouge on,

August 18, 2021



*Secretary of State*

WEB 34218561N



Certificate ID: 11444510#RKH62

To validate this certificate, visit the following web site, go to **Business Services, Search for Louisiana Business Filings, Validate a Certificate**, then follow the instructions displayed.  
**[www.sos.la.gov](http://www.sos.la.gov)**

**FOURTH AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
eQHEALTH ADVISE WELL, INC.**

STATE OF LOUISIANA

PARISH OF EAST BATON ROUGE

BE IT KNOWN, on this 1<sup>st</sup> day of September, 2020

BEFORE ME, the undersigned Notary Public, duly commissioned and qualified in and for the jurisdiction hereinafter set forth, and in the presence of the undersigned and competent witnesses,

PERSONALLY CAME AND APPEARED:

Glen J. Golemi acting on behalf of eQHealth Advise Well, Inc., as its duly authorized President and CEO,

who hereby declares that:

- A. The date of incorporation of eQHealth Advise Well, Inc., formerly eQHealth QIQ, Inc., eQHealth Solutions, Inc., and Louisiana Health Care Review, Inc. (the "Corporation") was September 19, 1986 pursuant to the original Articles of Incorporation (the "Original Articles") for the Corporation that were filed with the Louisiana Secretary of State on September 19, 1986.
- B. The original Articles of Incorporation were amended pursuant to (i) Articles of Amendment to the Original Articles filed with the Louisiana Secretary of State's office on December 20, 1988 and subsequent Articles of Amendment to the Original Articles on April 7, 1995, September 12, 2007, July 9, 2009, and October 24, 2014, and (ii) Amended and Restated Articles of Incorporation filed with the Louisiana Secretary of State's office on July 14, 2017, November 1, 2019 and July 29, 2020. Each of these amendments has been effected in conformity with law.
- C. These Fourth Amended and Restated Articles of Incorporation of the Corporation (the "Restated Articles") were adopted by the Board of Directors by unanimous consent on July 23, 2020, whereby all Directors voted in favor of adopting these Restated Articles. These Restated Articles contain all previously adopted amendments to the Original Articles, which have been effected in conformity with law, and amend the name of the Corporation.
- D. These Restated Articles accurately copy the Original Articles and all amendments thereto in effect at the date these Restated Articles were adopted by the Board of Directors without

substantive change, as to the amendment changing the spelling of the Corporation's name as specified in these Restated Articles.

The Corporation desires to avail itself of the provisions of the Louisiana Nonprofit Corporation Law (Louisiana R.S. 12:201 et seq., as amended), and to act specifically in accordance with and under the authority of Louisiana R.S. 12:241 to restate the Articles of Incorporation of eQHealth QIO, Inc., formerly eQHealth Solutions, Inc., and Louisiana Health Care Review, Inc. as follows:

#### **ARTICLE I**

The name of this Corporation is eQHealth AdviseWell, Inc.

#### **ARTICLE II**

The object and purposes for which this Corporation is organized are to engage in the performance of (a) activities to improve the quality of health and health care by using information and collaborative relationships to enable change and (b) any other lawful activity for which Corporations may be formed under the nonprofit Corporation law of the State of Louisiana, unless such other activities would cause the termination of this Corporation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue law.

#### **ARTICLE III**

This Corporation is a nonprofit Corporation organized under La. R.S. 12:201 et seq. The duration of the Corporation is perpetual.

#### **ARTICLE IV**

The location and address of this Corporation's registered office is 8440 Jefferson Highway, Suite 101, Baton Rouge, Louisiana 70809.

#### **ARTICLE V**

The full name and address of this Corporation's registered agent is Glen J. Golemi, 8440 Jefferson Highway, Suite 101, Baton Rouge, Louisiana 70809.

#### **ARTICLE VI**

The full name and address of the incorporator hereof are as follows Gary Curtis, 1458 Carter Avenue, Baton Rouge, Louisiana 70806.



## **ARTICLE VII**

This Corporation is organized on a non-stock basis, and the members of the Board of Directors shall be the members of the Corporation. Management of the Corporation is vested in its Board of Directors. The names and addresses of the initial Directors were as follows: James R. Hatcher, M.D., 5345 Brittany Drive, Baton Rouge, Louisiana; John Jenkins, M.D., 7414 Picardy Drive, Baton Rouge, Louisiana; and Thomas A. Jantz, M.D., 153 Shannon Road, Lafayette, Louisiana; and their initial term of office was one (1) year.

## **ARTICLE VIII**

The number of members of the Board of Directors, and their terms of office, shall be as set forth in the Bylaws. Some Directors may be designated as Special Directors, with only the authority given to them to act or vote as determined by the Board of Directors in writing, or as set forth in the Bylaws. The Board of Directors may borrow money, purchase immovable property or sell, lease, encumber or otherwise alienate any of the immovable property belonging to this Corporation. The Directors of the Corporation shall be elected, removed or appointed in the manner prescribed in the Bylaws. A particular class or series of members of the Board of Directors may elect all or a certain number or proportion of the Directors, including Special Directors, or the Directors of a certain class, including Special Directors, as more particularly set forth in the Bylaws.

## **ARTICLE IX**

In all events, no part of the assets or net earnings of this Corporation shall inure to the benefit or be distributable to its incorporators, Directors, Officers, staff, or other persons having a personal or private interest in the Corporation, except that this Corporation shall be authorized and empowered to pay reasonable reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes of this Corporation. Notwithstanding any other provisions of these articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the Federal, State, or local government for an exclusive public purpose.

## **ARTICLE X**

These Articles of Incorporation may be amended, or altered, in whole or in part, by a two-third (2/3) vote of the Directors then in office, as more particularly set forth in the Bylaws.

## ARTICLE XI

- (a) **Indemnification of Officers and Directors.** The Corporation shall indemnify any Director or officer of the Corporation who was or is a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative, or investigative (including any action by or in the right of the Corporation).
1. Indemnification shall include but not be limited to expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation.
  2. With respect to any criminal action or proceeding, such persons as described above shall be indemnified if he had no reasonable cause to believe his conduct was unlawful.
  3. In case of actions by or in the right of the Corporation, the indemnity shall be limited to expenses actually and reasonably incurred in connection with the defense or settlement of such action. Such expenses shall include attorney fees and amounts paid in settlement, not exceeding, in the judgment of the board of directors, the estimated expense of litigating the action to conclusion.
  4. No indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, he is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.
  5. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
  6. The Corporation shall in no event indemnify any person otherwise entitled to such indemnification which would constitute "self-dealing" as defined in IRS Section 4941, or corresponding provisions of any subsequent tax laws.
- (b) **Authorization.** Any indemnification under subsection (a) of this Article (unless ordered by the court) shall be made by the Corporation only as authorized in a specific case upon a determination that the applicable standard of conduct has been met. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) if such a quorum

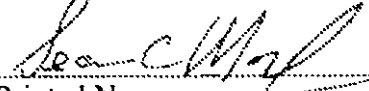
is not obtainable or a quorum of disinterested Directors so directs, by independent legal counsel.

- (c) **Advance Payment of Expenses.** Expenses incurred in defending such an action, suit or proceeding shall be paid by the Corporation in advance of the final disposition thereof if authorized by the Board of Directors in the manner provided in subsection (b) of this Article, upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.
- (d) **Indemnification Not Exclusive.** The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the person indemnified may be entitled under any law, bylaw, agreement, authorization of disinterested Directors or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of his heirs and legal representatives.

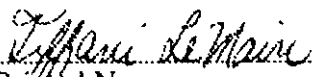
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DONE AND SIGNED in the presence of me, Notary Public, and the following competent witnesses, who have signed in the presence of the undersigned parties and me, Notary Public, after due reading of the whole.

**WITNESSES:**

  
.....  
Printed Name

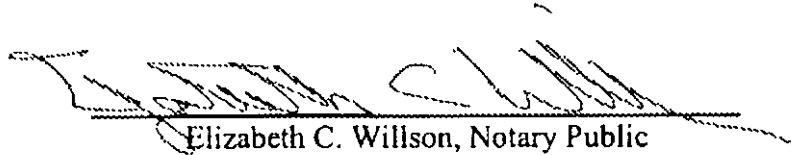
Sean C. Marchiafava

  
.....  
Printed Name

Tiffani LeMaire

  
.....  
**eQHEALTH ADVISEWELL, INC.**

Glen J. Golemi  
President and Chief Executive Officer

  
.....

Elizabeth C. Willson, Notary Public

Notary ID #135615

My Commission is For Life

R. Kyle Ardoin  
Secretary of State



**DOMESTIC CORPORATION  
ANNUAL REPORT**

**For Period Ending  
9/19/2020**



34218561N



2020

**Mailing Address Only (INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)**

34218561 N  
EQHEALTH ADVISE WELL, INC.

C/O GLEN GOLEMI  
8440 JEFFERSON HIGHWAY, SUITE 101  
BATON ROUGE, LA 70809

**(INDICATE CHANGES TO THIS ADDRESS IN THIS BOX)**

**Registered Office Address in Louisiana (Do not use P. O. Box)**

8440 JEFFERSON HIGHWAY  
SUITE 101  
BATON ROUGE, LA 70809

Federal Tax ID Number

Our records indicate the following registered agents for the corporation. Indicate any changes or deletions below. All agents must have a Louisiana address. Do not use a P. O. Box.

**A NEW REGISTERED AGENT REQUIRES A NOTARIZED SIGNATURE**

GLEN J. GOLEMI  
8440 JEFFERSON HIGHWAY SUITE 101 BATON ROUGE, LA 70809

I hereby accept the appointment of registered agent(s).

Sworn to and subscribed before me on  
NOTARY NAME MUST BE TYPED OR PRINTED WITH NOTARY #

**New Registered Agent Signature**

**Notary Signature**

**Date**

This report reflects a maximum of three officers or directors from our records for this corporation. Indicate any changes or deletions below. Include a listing of all names along with each title held and their address. Do not use a P. O. Box. If additional space is needed attach an addendum.

BRET CLESI	Director
8440 JEFFERSON HIGHWAY SUITE 101 BATON ROUGE, LA 70809	
PATRICK BURNS	Director
8440 JEFFERSON HIGHWAY SUITE 101 BATON ROUGE, LA 70809	
CHARLES JOUANDOT	Director
8440 JEFFERSON HIGHWAY SUITE 101 BATON ROUGE, LA 70809	

The filing of a false public record, with the knowledge of its falsity, is a crime, subjecting the filer to the fine or imprisonment or both under R.S. 14:133.

<b>SIGN →</b>	To be signed by an officer or director Glen J. Golemi (SIGNED ELECTRONICALLY)	Title President and CEO	Phone	Date 09/01/2020
	Signee's address	Email Address ON FILE	(For Office Use Only)	
<div>Enclose filing fee of \$10.00      Return by: 9/19/2020</div> <div>Make remittance payable to Secretary of State Do Not Send Cash Do Not Staple</div> <div>web site: <a href="http://www.sos.louisiana.gov">www.sos.louisiana.gov</a>      <b>DO NOT STAPLE</b></div> <div>To: Commercial Division P. O. Box 94125 Baton Rouge, LA 70804-9125 Phone (225) 925-4704</div>				
				4

UNSIGNED REPORTS WILL BE RETURNED

**Annual Report Supplemental Page  
for Period Ending 9/19/2020**

**Charter Number :** 34218561N

**Charter Name:** EQHEALTH ADVISE WELL, INC.

**Additional Officers**

G. LARRY MITCHUM                      Director  
8440 JEFFERSON HIGHWAY  
SUITE 101 BATON ROUGE, LA 70809