

**F11000005036**Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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## To:

Division of Corporations  
Fax Number : (850) 617-6381

## From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850) 222-1092  
Fax Number : (850) 878-5368

RECEIVED DEC 15 2011

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

FOREIGN PROFIT/NONPROFIT CORPORATION  
OPTUM CLINICAL SERVICES, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

11 DEC 15 AM 9:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*K 12/16/11*

## COVER LETTER

**TO:** New Filing Section  
Division of Corporations

**SUBJECT:** Optum Clinical Services, Inc.  
Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

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

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

\_\_\_\_\_  
Address

\_\_\_\_\_  
City/State and Zip code

\_\_\_\_\_  
angie.meyer@uhc.com

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

For further information concerning this matter, please call:

\_\_\_\_\_  
Name of Person at (\_\_\_\_\_) \_\_\_\_\_  
Area Code & Daytime Telephone Number

**STREET/COURIER ADDRESS:**

New Filing Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

Enclosed is a check for the following amount:

- ☐ \$70.00 Filing Fee    ☐ \$78.75 Filing Fee & Certificate of Status    ☐ \$78.75 Filing Fee & Certified Copy    ☐ \$87.50 Filing Fee, Certificate of Status & Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Optum Clinical Services, Inc.  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")  
  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Delaware 3. 27-2337616  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 08/19/2011 5. Perpetual  
(Date of incorporation) (Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 9900 Brea Road East, Minnetonka, MN 55343  
(Principal office address)  
  
same  
(Current mailing address)
8. Arrange for and delivery of health care services  
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)  
  
Name: C T Corporation System  
  
Office Address: 1200 South Pine Island Road  
  
Plantation, Florida 33324  
(City) (Zip code)
10. Registered agent's acceptance:  
*Having been named as registered agent and to accept service of process for the above stated corporation at the place  
designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I  
further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties,  
and I am familiar with and accept the obligations of my position as registered agent.*  
  
CT Corporation System  
By: Kristin Bolden Kristin Bolden  
(Registered agent's signature) Assistant Secretary
11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to  
the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction  
under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

**A. DIRECTORS SEE ATTACHMENT**

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS SEE ATTACHMENT**

President: \_\_\_\_\_

Address: \_\_\_\_\_

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Michael John Dioguardi

Address: 6300 Golden Valley Road, Golden Valley, MN 55427

Treasurer: Robert Worth Oberrender

Address: 9900 Bran Road East, Minnetonka, MN 55343

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. Michelle Huntington Dill \_\_\_\_\_  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Michelle Huntington Dill - Assistant Secretary \_\_\_\_\_  
(Typed or printed name and capacity of person signing application)

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**Attachment to Florida  
Officers & Directors**

- 1 Full Name: Stephan S. Rodgers  
Officer/Director: Officer  
Officer's Title: Chief Executive Officer  
Director's Title:  
Business Address: 13625 Technology Drive  
City: Eden Prairie  
State: MN  
ZIP Code: 55344
- 2 Full Name: John Aaron Way  
Officer/Director: Officer  
Officer's Title: Chief Financial Officer  
Director's Title:  
Business Address: 4300 Marketpointe Drive  
City: Bloomington  
State: MN  
ZIP Code: 55435
- 3 Full Name: Ronald J. Shumacher, M.D.  
Officer/Director: Officer  
Officer's Title: Assistant Secretary  
Director's Title:  
Business Address: 800 King Farm Boulevard Suite 500  
City: Rockville  
State: MD  
ZIP Code: 20850
- 4 Full Name: Michelle Marie Huntley Dill  
Officer/Director: Officer  
Officer's Title: Assistant Secretary  
Director's Title:  
Business Address: 9900 Bren Road East  
City: Minnetonka  
State: MN  
ZIP Code: 55343
- 5 Full Name: Stephan S. Rodgers

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Officer/Director:	Director
Officer's Title:	
Director's Title:	Director
Business Address:	13625 Technology Drive
City:	Eden Prairie
State:	MN
ZIP Code:	55344
6 Full Name:	John Aaron Way
Officer/Director:	Director
Officer's Title:	
Director's Title:	Director
Business Address:	4300 Marketpointe Drive
City:	Bloomington
State:	MN
ZIP Code:	55435
7 Full Name:	Ronald J. Shumacher, M.D.
Officer/Director:	Director
Officer's Title:	
Director's Title:	Director
Business Address:	800 King Farm Boulevard Suite 500
City:	Rockville
State:	MD
ZIP Code:	20850

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# Delaware

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*The First State*

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "OPTUM CLINICAL SERVICES, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE FOURTEENTH DAY OF DECEMBER, A.D. 2011.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE NOT BEEN ASSESSED TO DATE.

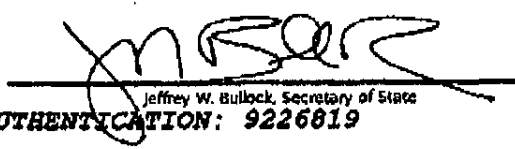
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at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)



  
Jeffrey W. Bullock, Secretary of State  
AUTHENTICATION: 9226819

DATE: 12-14-11