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Florida Department of State
Division of Corporations
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Division of Corporations
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
BEACON HEALTH OPTIONS OF CALIFORNIA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$43.75

2023 MAY 22 PM 3:26

2023 MAY 22 AM 8:45

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Electronic Filing Menu Corporate Filing Menu

Help

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.)

SECTION I
(1-3 MUST BE COMPLETED)

F16000003000

(Document number of corporation (if known))

1. Beacon Health Options of California, Inc.

(Name of corporation as it appears on the records of the Department of State)

2. California

(Incorporated under laws of)

3. 07/05/2016

(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? March 8, 2023

5. Carelon Behavioral Health of California, Inc.

(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

(New duration)

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

(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

(Florida street address)

New Registered Office Address

(City)

, Florida

(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

Signature of New Registered Agent, if changing

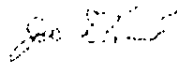
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 DEPT. OF STATE
 TALLAHASSEE, FL

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



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

JOE DAVIS

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

FILING FEE \$35.00



California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies

Entity Name: Carelon Behavioral Health of
California, Inc.

Formed In: CALIFORNIA

Entity No.: 1632110

Entity Type: Stock Corporation - CA - General

Issuance Date: 05/19/2023

Copies Requested: 1

Receipt No.: 004263409

Certificate No.: 110243926

Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B1435-8737	03/08/2023	Restated Articles of Incorporation	5

.. End of list

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on May 19, 2023.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.



**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BEACON HEALTH OPTIONS OF CALIFORNIA, INC.**

For Office Use Only:

-FILED-

File No.: BA20230425985
Date Filed: 3/8/2023

The undersigned, Briana C. Duffy and Kathleen S. Kiefer, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of Beacon Health Options of California, Inc., with California Entity Number: C1632110.
2. The Articles of Incorporation of this corporation are hereby amended and restated in full as follows:

ARTICLE 1**NAME**

The name of the corporation is Carlon Behavioral Health of California, Inc.

ARTICLE 2**PURPOSE**

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of California other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code. Specifically, the corporation is organized to sell risk-based pre-paid mental health care products and operate as a health-care service plan under the California Knox-Keene Act.

ARTICLE 3**AUTHORIZED CAPITAL STOCK**

The corporation is authorized to issue one class of stock, which shall be designated as "Common Stock." The number of authorized shares of Common Stock is one thousand (1,000).

ARTICLE 4**BYLAWS**

Except as provided in Section 212 of the California Corporations Code, the Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation or adopt new Bylaws.

ARTICLE 5**BOARD OF DIRECTORS**

Section 5.1. Management. A Board of Directors shall manage the business of the corporation. The directors shall have all of the qualifications, powers and authority and shall be subject to all applicable limitations as set forth in the California Corporations Code. The number of directors of the corporation shall not be less than five (5) nor more than nine (9), with the exact number to be specified from time to time in the manner provided in the Bylaws.

Section 5.2. Vacancy. Any vacancy on the Board of Directors caused by death, resignation, disqualification, increase in the number of directors, or otherwise may be, at the discretion of the Board of

Directors, filled by a majority vote of the remaining directors (whether or not such directors constitute a quorum) or left unfilled until the next annual meeting of shareholders. If the Board of Directors fills such a vacancy, the new director shall serve until the next annual meeting of the shareholders. The failure of the Board of Directors or the shareholders to fill one or more vacancies on the Board of Directors or to elect a full Board of Directors shall not in any way prevent or restrict the Board of Directors from exercising the powers of the corporation or from directing its business and affairs.

Section 5.3. Removal of Directors. A director may be removed, with or without cause, as approved by the outstanding shares of Common Stock; provided, however, no director may be removed (unless the entire Board of Directors is removed) when the votes cast against removal, or not consenting in writing to the removal, would be sufficient to elect the director if voted cumulatively at an election at which the same total number of votes were cast (or, if the action is taken by written consent, all shares entitled to vote were voted) and the entire number of directors authorized at the time of the director's most recent election were then being elected.

ARTICLE 6 SHAREHOLDER MEETINGS

Section 6.1. Shareholder Meetings. All meetings of shareholders shall be held at any place within or outside of the State of California, or may be held by electronic transmission or other means of remote communication, as may be specified in the Bylaws of the corporation, as from time to time in effect, or as may be designated by the Board of Directors or the President of the corporation calling the meeting.

Section 6.2. Voting Rights. Every shareholder of the corporation shall have the right, at every shareholder meeting, to one vote for each share outstanding in his name on the books of the corporation.

ARTICLE 7 INDEMNIFICATION

Section 7.1. The liability of Eligible Persons for monetary damages shall be eliminated to the fullest extent permitted by the California Corporations Code, and the corporation shall indemnify every Eligible Person against all Liability and Expense that may be incurred by him or her in connection with or resulting from any Claim to the fullest extent authorized or permitted by the California Corporations Code, or otherwise consistent with the public policy of the State of California. In furtherance of the foregoing, and not by way of limitation, every Eligible Person shall be indemnified by the corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim, (a) if such Eligible Person is Wholly Successful, on the merits or otherwise, with respect to the Claim, or (b) if not Wholly Successful, then if such Eligible Person is determined to have acted in good faith, in what he or she reasonably believed to be the best interests of the corporation or at least not opposed to its best interests and, in addition, with respect to any criminal Claim is determined to have had reasonable cause to believe that his or her conduct was lawful or had no reasonable cause to believe that his or her conduct was unlawful. The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of *nolo contendere*, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth herein. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interests of the corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he or she was acting in conformity with the requirements of such Act, or he or she reasonably believed his or her actions to be in the interests of the participants in or beneficiaries of the plan.

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Section 7.2 Definitions. For purposes of this Article:

- (a) The term "Claim" shall include every pending, threatened or completed claim, action, suit or proceeding and all related appeals (whether brought by or in the right of this corporation or any other corporation or otherwise), civil, criminal, administrative or investigative, formal or informal, in which an Eligible Person may become involved as a party or otherwise (i) by reason of his or her being or having been an Eligible Person or (ii) by reason of any action taken or not taken by him or her in his or her capacity as an Eligible Person, whether or not he or she continued in that capacity at the time the Liability or Expense shall have been incurred.
- (b) The term "Eligible Person" shall mean every person (and the estate, heirs and personal representatives of such person) who is or was a director of the corporation or who, while a director of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, member, manager, agent (as defined in Section 317 of the California Corporations Code) or fiduciary of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving as a director of an employee benefit plan at the request of the corporation if his or her duties to the corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.
- (c) The terms "Liability" and "Expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person.
- (d) The term "Wholly Successful" shall mean (i) termination of any Claim, whether on the merits or otherwise, against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court or agency, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after the threatened making of any Claim without commencement of an action, suit or proceeding and without any payment or promise made to induce a settlement.
- (e) The term "corporation" includes all constituent entities in a consolidation or merger and the new or surviving corporation of such consolidation or merger, so that any Eligible Person who is or was a director of such a constituent entity or is or was serving at the request of such constituent entity as a director of any other corporation, partnership, joint venture, trust, employee benefit plan, limited liability company or other organization or entity, whether for profit or not, shall stand in the same position under this Article with respect to the new or surviving corporation as he or she would if he or she had served the new or surviving corporation in the same capacity.

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Section 7.3. Advancement of Expenses. Expenses incurred by an Eligible Person who is a director of the corporation in defending any Claim shall be paid by the corporation in advance of the final disposition of that Claim promptly as they are incurred upon receipt of an undertaking by or on behalf of such Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification. Expenses incurred by any other Eligible Person with respect to any Claim may be advanced by the corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to its final disposition upon receipt of an undertaking by or on behalf of the Eligible Person to repay such amount if he or she is determined not to be entitled to indemnification.

Section 7.4. Non-Exclusivity and Insurance. The rights of indemnification and advancement of expenses provided in this Article shall be in addition to any rights to which any Eligible Person may otherwise be entitled. The Board of Directors may, at any time and from time to time:

- (a) approve indemnification of any Eligible Person to the fullest extent authorized or permitted by the provisions of applicable law or otherwise consistent with the public policy of the State of California, whether on account of past or future transactions, and
- (b) authorize the corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability or Expense asserted against or incurred by him or her in such capacity or arising out of his or her status as an Eligible Person, whether or not the corporation would have the power to indemnify him or her against such Liability or Expense.

Section 7.5. Contract. The provisions of this Article shall be deemed to be a contract between the corporation and each Eligible Person, and an Eligible Person's rights under this Article shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article that occurs subsequent to that person becoming an Eligible Person.

If the California Corporations Code is amended after the effective date of these Amended and Restated Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of an Eligible Person, then the liability of an Eligible Person of the corporation automatically shall be eliminated or limited to the fullest extent permitted by the California Corporations Code, as so amended.

ARTICLE 8 AMENDMENT

The corporation reserves the right to amend any provision contained in these Amended and Restated Articles of Incorporation or in any amendment hereto or to add any provision to these Amended and Restated Articles of Incorporation or to any amendment hereto in any manner now or hereafter prescribed or permitted by applicable provisions of the California Corporations Code as from time to time in effect or by the provisions of any other applicable statute of the State of California. All rights conferred upon shareholders in these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

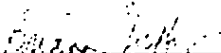
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors.

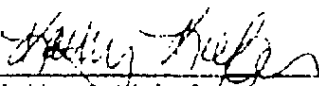
4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of shareholders in accordance with Section 902 of the California Corporations Code. The total number of outstanding shares of the corporation is 100 shares of Common Stock. The number of shares of each class voting in favor of the amendment and restatement equaled or

exceed the vote required. The percentage vote required was more than fifty percent (50%) of the outstanding shares of the Common Stock.

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: February 20, 2023


Briana C. Duffy, President


Kathleen S. Kiefer, Secretary

Certificate Verification No.: 110243926 Date: 05/19/2023

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