

F93 000001753

Florida Department of State
Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
TRUSTMARK HEALTH BENEFITS, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$35.00

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)

F93000001753

(Document number of corporation (if known))

1. TRUSTMARK HEALTH BENEFITS, INC.

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

2. Delaware

(Incorporated under laws of)

3. 04/09/1993

(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? 7/6/2023

5. Luminare Health Benefits, 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

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

Ashley Perkins

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

Ashley Perkins

(Typed or printed name of person signing)

Attorney-in-Fact

(Title of person signing)

FILING FEE \$35.00

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "TRUSTMARK HEALTH BENEFITS, INC.", CHANGING ITS NAME FROM "TRUSTMARK HEALTH BENEFITS, INC." TO "LUMINARE HEALTH BENEFITS, INC.", FILED IN THIS OFFICE ON THE SIXTH DAY OF JULY, A.D. 2023, AT 3:26 O'CLOCK P.M.



A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

2281484 8100
SR# 20233035469

Authentication: 203781853
Date: 07-19-23

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 03:26 PM 07/06/2023
FILED 03:26 PM 07/06/2023
SR 20232934793 - File Number 2281484

**AMENDMENT AND RESTATEMENT TO
CERTIFICATE OF INCORPORATION OF TRUSTMARK HEALTH BENEFITS, INC.**

Attached to this Certificate of Amendment is the Amended and Restated Certificate of Incorporation for the Corporation now named Luminare Health Benefits, Inc., which was originally incorporated under the name Administrators' Network, Inc. with its original certificate of incorporation filed with the Secretary of State of Delaware on December 11, 1991. The amended and restated certificate was duly adopted in accordance with section 242 & 245 of the General Corporation Law of the State of Delaware.

Trustmark Health Benefits, Inc. (the "Corporation"), organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

FIRST: The Board of Directors of Trustmark Health Benefits, Inc. duly adopted resolutions setting forth a proposed amendment and restatement of the Certificate of Incorporation of the Corporation, declaring said amendment and restatement to be advisable and calling for a written resolution of the sole shareholder of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

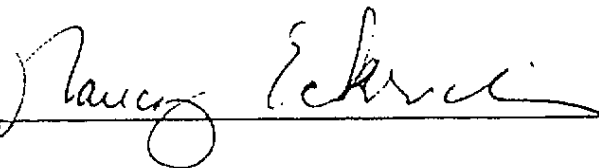
RESOLVED, that the sole shareholder approves the change of the name of the Corporation to Luminare Health Benefits, Inc.; and it is

FURTHER RESOLVED, that the sole shareholder approves the execution and filing of the Amended and Restated Certificate of Incorporation attached hereto as Exhibit A.

SECOND: That thereafter, pursuant to resolution of its Board of Directors, the foregoing resolutions were duly approved by the sole shareholder of all outstanding shares of stock of the Corporation by unanimous written consent in accordance with Section 228 of the General Corporation Law of the State of Delaware.

THIRD: That said amended and restated Certificate of Incorporation was duly adopted in accordance with the provisions of Sections 242 and 245 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed this 6th day of July, 2023.

By: 

Authorized Officer Title: CEO

Name: NANCY ECKRICH

Exhibit A

Amended and Restated Certificate of Incorporation

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
LUMINARE HEALTH BENEFITS, INC.**

ARTICLE I

The name of the Corporation is Luminare Health Benefits, Inc.

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 3411 Silverside Road, Tatnall Building Suite 104 Wilmington, DE 19810, County of New Castle. The name of its registered agent at such address is: Corporate Creations Network, Inc.

ARTICLE III

The nature of the business and the purposes to be conducted and promoted by the Corporation are to conduct any lawful business, to promote any lawful purpose and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as amended ("DGCL"). The Corporation will have perpetual existence.

ARTICLE IV

1. **Authorized Stock.** The Corporation is authorized to issue one class of stock to be designated "Common Stock." The total number of shares of Common Stock which the Corporation is authorized to issue is 1000 shares, each having a par value of one cent (\$0.01).

2. **Voting.** Except as otherwise provided by law, the holders of outstanding shares of Common Stock shall have the exclusive right to vote for the election and removal of directors and for all other purposes. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote.

3. **Dividends.** Holders of shares of Common Stock shall be entitled to receive such dividends and distributions and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors of the Corporation (the "Board") from time to time out of assets or funds of the Corporation legally available therefor.

4. **Liquidation Rights.** Shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution in the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary. A liquidation, dissolution or winding up of the affairs of the Corporation, as such terms are used in this Article IV, shall not be deemed to be occasioned by or to include any consolidation or merger of the Corporation with or into any other person or a sale, lease, exchange or conveyance of all or a part of its assets.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board. Elections of directors need not be by written ballot unless required by the Bylaws of the Corporation. Any director may be removed from office either with or without cause at any time by the affirmative vote of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given at a meeting of the stockholders called for that purpose, or by the consent of the holders of a majority of the outstanding Common Stock of the Corporation entitled to vote, given in accordance with DGCL Section 228.

ARTICLE VI

In furtherance and not in limitation of the powers conferred upon the Board by law, the Board shall have the power to make, adopt, alter, amend and repeal from time to time the Bylaws of the Corporation subject to the right of the stockholders entitled to vote with respect thereto to alter, amend and repeal Bylaws made by the Board.

ARTICLE VII

The personal liability of the directors or former directors of the Corporation to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of DGCL Section 102, as the same may be amended and supplemented from time to time. Any repeal or modification of this Article VII by the stockholders of the Corporation shall not adversely affect any right or protection of a director or former director of the Corporation existing hereunder (or previously existed) with respect to any act or any act or omission occurring prior to such repeal or modification. If the DGCL is hereafter amended to further eliminate or limit the personal liability of directors, then the liability of a director or former director of the Corporation shall be eliminated or limited to the fullest extent then permitted.

ARTICLE VIII

The Corporation shall indemnify and hold harmless to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person who was or is made a party (other than a party suing in the right of the Corporation), or is threatened to be made a party, or is otherwise involved in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (a "Proceeding"), by reason of the fact such person, or a person for whom such person is the legal representative, is or was a director, officer, employee, or agent of the Corporation, or, while a director, officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another Corporation, partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such person. Notwithstanding the preceding sentence, the Corporation shall be required to indemnify a person in connection with a Proceeding (or part thereof) commenced by such person only if the commencement of such Proceeding (or part thereof) by the person was authorized in the specific case by the Board. Any repeal or modification of this Article VIII by the stockholders of the

Corporation shall not adversely affect any right or protection of an officer or director or former officer or director of the Corporation existing hereunder (or previously existed) with respect to any act or any act or omission occurring prior to such repeal or modification.

ARTICLE IX

Subject to the last sentence of Articles VII and VIII of this Amended and Restated Certificate of Incorporation, the Corporation reserves the right to amend, alter or repeal any provision contained in this Amended and Restated Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by this Amended and Restated Certificate of Incorporation or any amendment thereof are conferred subject to such right.