

# F95000002775

TRANSMITTAL LET

Secretary of State  
Florida Department  
of State

TO: QUALIFICATION/TAX LIEN SECTION  
DIVISION OF CORPORATIONS

SUBJECT: Preferred Health Networks, Inc.  
(Name of corporation - must include suffix)

W95-11411

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", 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:

Thomas W. Thomas

(Name of Person)

Preferred Health Networks, Inc.

(Firm/Company)

P.O. Box 610

(Address)

Lancaster, SC 29721-0610

(City, State and Zip Code)

800001500428  
-05/26/95--01078--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Should you need to call someone concerning this matter, please call:

Thomas W. Blair  
(Name of Person)

at ( 803 ) 283 - 5315  
Area Code & Daytime Telephone Number

COURIER ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

MAILING ADDRESS:  
Qualification/Tax Lien Sec.  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN - 8 PM 1:26

FILED



JUN 05 1995

FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 2, 1995

THOMAS W. THOMAS  
PREFERRED HEALTH NETWORKS, INC.  
P.O. BOX 610  
LANCASTER, SC 29721-0610

SUBJECT: PREFERRED HEALTH NETWORKS, INC.  
Ref. Number: W95000011411

We have received your document for PREFERRED HEALTH NETWORKS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date first transacted business in Florida within the meaning of s. 607.1501, F.S., must be set forth in section 6 of the application. If the corporation has not yet transacted business in Florida within this meaning, please insert the words "upon qualification" in lieu of a date. (Note: Pursuant to s. 607.1502(4), F.S., this office is required to collect the minimum civil penalty of \$500 for each year other than the application filing year, that a foreign corporation transacts business in this state without authority along with the past annual report fees due this office.)

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 (904) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 995A00027611

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

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

1. Preferred Health Networks, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. South Carolina  
(State or country under the law of which it is incorporated)
3. 57-0964528  
(FEI number, if applicable)
4. October 7, 1992  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. Upon Qualification  
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 617.155, F.S.)
7. Post Office Box 610  
Lancaster, South Carolina 29721-0610  
(Current mailing address)
8. Managed Health Care Organization  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent:**  
Name: CT Corporation System  
Office Address: 660 East Jefferson Street  
Tallahassee, Florida, 32302  
(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.*  
  
Mary R. Adams  
(Registered agent's signature)  
Mary R. Adams, 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.

**FILED**  
JUN - 8 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12. Names and addresses of officers and/or directors: (Street address ONLY- P. O. Box NOT acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: Stanley D. Johnson

Address: 210 S. White St., Lancaster, SC 29720

Director

~~Vice Chairman~~: Robert E. Matthews

Address: 210 S. White St., Lancaster, SC 29720

Director: James L. Tillotson

Address: 210 S. White St., Lancaster, SC 29720

Director: Thomas W. Thomas

Address: 210 S. White St., Lancaster, SC 29720

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: James L. Tillotson, President

Address: 210 South White Street  
Lancaster, South Carolina 29720

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

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

Secretary: Thomas W. Thomas, Vice President, General Counsel and Secretary

Address: 210 South White Street  
Lancaster, South Carolina 29720

Treasurer: Robert E. Matthews, Vice President, Treasurer and Controller

Address: 210 South White Street Lancaster, SC 29720

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

13. Thomas W. Thomas  
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Thomas W. Thomas, General Counsel and Secretary  
(Typed or printed name and capacity of person signing application)

FILED  
95 JUL - 8 PM 1:26  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

# *The State of South Carolina*



## *Office of Secretary of State Jim Miles* **Certificate of Existence**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 JUN - 8 PM 1:26

FILED

I, Jim Miles, Secretary of State of South Carolina Hereby certify that:

### ***PREFERRED HEALTH NETWORKS, INC.,***

a corporation duly organized under the laws of the State of South Carolina on **October 7th, 1992**, and having a perpetual duration unless otherwise indicated below, has as of the date hereof filed all reports due this office, paid all fees, taxes and penalties owed to the Secretary of State, that the Secretary of State has not mailed notice to the Corporation that it is subject to being dissolved by administrative action pursuant to Section 33-14-210 of the South Carolina Code, and that the corporation has not filed articles of dissolution as of the date hereof.

Given under my Hand and the Great Seal of  
the State at Columbia this 23rd day of  
May, 1995.

A handwritten signature in cursive script that reads "Jim Miles".  
Jim Miles, Secretary of State

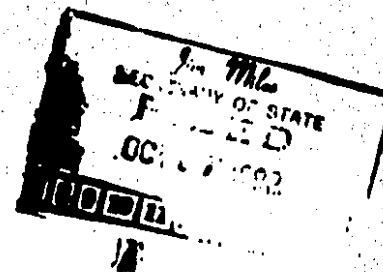
MAY 23 1992

DECLINED TO BE A TRUE AND CORRECT COPY  
BE TAKEN FROM AND COMPARED WITH THE  
ORIGINAL ON FILE IN THIS OFFICE

STATE OF SOUTH CAROLINA  
SECRETARY OF STATE

ARTICLES OF INCORPORATION

SECRETARY OF STATE OF SOUTH CAROLINA



1. The name of the proposed corporation is Preferred Health Networks, Inc.
2. The initial registered office of the corporation is 210 South White Street  

<u>Lancaster</u>	<u>Lancaster</u>	<u>Street &amp; Number</u>
City	County	Zip Code

and the initial registered agent as such address is Thomas W. Thomas
3. The corporation is authorized to issue shares of stock as follows: Complete a or b, whichever is applicable:
  - a. ☒ If the corporation is authorized to issue a single class of shares, the total number of shares authorized is 100,000.
  - b. ☐ The corporation is authorized to issue more than one class of shares:

Class of Shares	Authorized No. of Each Class
_____	_____
_____	_____
_____	_____

The relative rights, preferences, and limitations of the shares of each class, and of each series within a class, are as follows:

4. The existence of the corporation shall begin when these articles are filed with the Secretary of State unless a delayed date is indicated (See §33-1-230(b)): \_\_\_\_\_.
5. The optional provisions which the corporation elects to include in the articles of incorporation are as follows (See §33-2-102 and the applicable comments thereto; and 35-2-105 and 35-2-221 of the 1976 South Carolina Code):

6. The name and address of each incorporator is as follows (only one is required):

Name	Address	Signature
Thomas W. Thomas	210 S. White St., Lancaster, SC 29720	<i>Thomas W. Thomas</i>

Thomas W. Thomas, an attorney licensed to practice in the State of South Carolina, certify that the corporation, to whose articles of incorporation this certificate is attached, has complied with the requirements Chapter 2, Title 33 of the 1976 South Carolina Code relating to the articles of incorporation.

Date October 5, 1992

*Thomas W. Thomas*  
(Signature)

Thomas W. Thomas

(Type or Print Name)

Address 210 S. White St.

Lancaster, SC 29720

### FILING INSTRUCTIONS

1. Two copies of this form, the original and either a duplicate original or a conformed copy, must be filed.
2. If the space in this form is insufficient, please attach additional sheets containing a reference to the appropriate paragraph in this form.
3. Schedule of Fees - payable at time of filing this document

Fee for filing Application - payable to Secretary of State  
Filing Tax - Payable to Secretary of State  
Minimum License Fee - payable to SC Tax Commission

\$ 10.00  
100.00  
25.00

1. THIS FORM MUST BE ACCOMPANIED BY THE FIRST REPORT OF CORPORATIONS (See §12-19-20), AND A CHECK IN THE AMOUNT OF \$25.00 PAYABLE TO THE SOUTH CAROLINA TAX COMMISSION.

F9500002775



KANAWHA

FILED  
97 AUG 22 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA  
August 15, 1997

Amenument Section  
Division of Corporations  
P.O Box 6327  
Tallahassee, Florida 32314

400002274554--7  
-08/22/97--01053--004  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: Preferred Health Networks, Inc.

Dear Sir:

Please find enclosed the completed application by foreign corporation for withdrawal for Preferred Health Networks, Inc. along with a check in the amount of \$35.00 for the required fee. Should you need additional information for the completion of this filing, please let me know.

Yours truly,

Janet P. Webster

Enclosure

Telephone: 800-635-4252, ext. 5309

Facsimile: 801-283-5313

VS AUG 29 1997

Withdn.



**APPLICATION BY FOREIGN CORPORATION FOR WITHDRAWAL  
OF AUTHORITY TO TRANSACT BUSINESS OR CONDUCT AFFAIRS  
IN FLORIDA**

PREFERRED HEALTH NETWORKS, INC.

(Name of Corporation)

SOUTH CAROLINA

(Incorporated Under Laws Of)

**FILED**  
97 AUG 22 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

This corporation is no longer transacting business or conducting affairs within the State of Florida and hereby voluntarily surrenders its authority to transact business or conduct affairs in Florida.

This corporation revokes the authority of its registered agent in Florida to accept service on its behalf and appoints the Department of State as its agent for service of process based on a cause of action arising during the time it was authorized to transact business or conduct affairs in Florida.

The following is a current mailing address to which the Department of State may mail a copy of any process against this corporation that may be served on the Department.

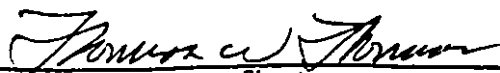
P.O BOX 610 LANCASTER, SOUTH CAROLINA 29721-0610

(Mailing Address)

LANCASTER, SOUTH CAROLINA 29721-0610

(City/ State /Zip)

The corporation agrees to notify the Department of State in the future of any change in its mailing address.



Signature

VICE PRESIDENT

Title

THOMAS W. THOMAS

Typed or printed name

8/15/97

Date