

N13000009482

Foley & Hardner LLP  
(Requestor's Name)

100 E College Ave  
(Address)

Ste 900  
(Address)

TALL FL 32301  
(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

(Business Entity Name)

(Document Number)

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

A(?) Guidewell Mutual Holding Corp.

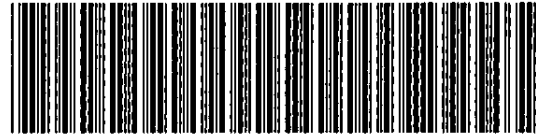
Special Instructions to Filing Officer:

"Company" will be used as  
distinguishing factor per  
Carlos Frey

OCT 23 2013

A. DUNLAP

Office Use Only



100252240551

10/16/13--01001--011 \*\*78.75

RECEIVED  
DEPARTMENT OF STATE  
FILED  
13 OCT 15 PM 5:00  
13 OCT 23 PM 3:29  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

~~613-125750 conflict~~

~~name not available~~

~~company~~  
~~accept suffix~~

~~RA's name / Chris Doerr~~

~~effective date~~

**APPROVED**

ARTICLES OF INCORPORATION

OCT 23 2013

OF

Docketed by: Lea Chynoweth

GUIDEWELL MUTUAL HOLDING CORPORATION

In compliance with Chapters 617 and 628, Florida Statutes, the undersigned incorporator to these Articles of Incorporation hereby forms a domestic mutual insurance holding company under the laws of the State of Florida.

ARTICLE I  
ORGANIZATION

The Corporation is a domestic mutual insurance holding company organized under Chapters 617 and 628, Florida Statutes, resulting from the reorganization of Blue Cross and Blue Shield of Florida, Inc., a not for profit mutual insurer, pursuant to Chapters 617 and 628, Florida Statutes.

ARTICLE II  
NAME

The name of the Corporation shall be GuideWell Mutual Holding Corporation (the "Corporation").

ARTICLE III  
PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation within Duval County, Florida, shall be as follows:

4800 Deerwood Campus Parkway  
Jacksonville, Florida 32236

ARTICLE IV  
NATURE OF BUSINESS

The Corporation is being formed to hold at all times, either directly or indirectly, through one or more intermediate holding companies as permitted by law, a majority of the voting shares of the capital stock of (i) Blue Cross and Blue Shield of Florida, Inc., which was originally organized as a not for profit mutual insurer in the state of Florida and was reorganized into a stock insurer in the state of Florida, and (ii) GuideWell Group, Inc., which is a for profit corporation in the state of Florida. In addition, the Corporation may engage in any lawful business incidental thereto, and any other business permitted by law.

FILED  
13 OCT 23 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE V  
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 2014 or, if later, the date of filing.

ARTICLE VI  
TERM OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE VII  
MEMBERS

Membership in the Corporation shall be determined by policies set forth in the Corporation's Bylaws in accordance with law. No member may transfer membership or any rights arising therefrom.

ARTICLE VIII  
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation shall be as follows:

Chris Doerr  
Chief Financial Officer  
4800 Deerwood Campus Parkway  
Jacksonville, Florida 32236

ARTICLE IX  
DIRECTORS

The Directors of the Corporation shall be elected by the members as provided in the Bylaws and shall hold their offices for such period as the Bylaws shall establish, or until their successors are duly elected and qualified.

ARTICLE X  
DIVIDENDS

The Corporation will not be required to pay dividends or make any other distributions to its members, except as directed or approved by the Office of Insurance Regulation or such governmental officer, body or authority as may succeed it as the primary regulator of the Corporation under applicable law.

ARTICLE XI  
INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII  
MEMBER ACTION WITHOUT MEETING

To the extent required by Florida law, action required or permitted to be taken at an annual or special meeting of members may be taken without a meeting, without prior notice, and without a vote if the action is taken by the members entitled to vote on such action and having not less than the minimum number of votes necessary to authorize such action at a meeting at which all members entitled to vote on such action were present and voted.

ARTICLE XIII  
AMENDMENTS

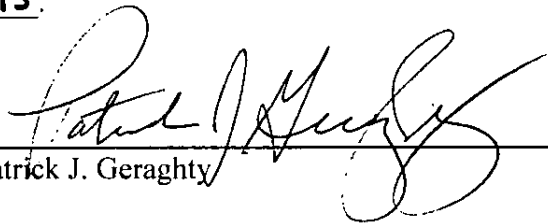
The Articles of Incorporation may be amended by vote of a majority of those members present in person or represented by proxy at a lawful meeting of the members, if notice given members included due notice of the proposal to amend.

ARTICLE XIV  
INCORPORATOR

The names and addresses of the incorporator is:

Name	Address
Patrick J. Geraghty	Blue Cross and Blue Shield of Florida, Inc. 4800 Deerwood Campus Parkway Jacksonville, FL 32246

IN WITNESS WHEREOF, the incorporator has hereunto set his hands and seals this  
15 day of October, 2013.

  
\_\_\_\_\_  
Patrick J. Geraghty

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

A handwritten signature in cursive script, appearing to read "Chris Doerr", written over a horizontal line.

Chris Doerr  
Chief Financial Officer