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Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
WellCare Associate Assistance Fund, Inc.

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**ARTICLES OF INCORPORATION
OF
WellCare Associate Assistance Fund, Inc.
(a Florida Not for Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME**

The name of the corporation shall be "*WellCare Associate Assistance Fund, Inc.*" (hereinafter referred to as the "Corporation").

**ARTICLE II.
ADDRESS OF PRINCIPAL OFFICE**

The street address of the initial principal office and the mailing address of the Corporation is 8735 Henderson Rd, Ren 2, Tampa, FL 33634.

**ARTICLE III.
PURPOSE**

The Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future federal tax code.

**ARTICLE IV.
NUMBER AND MANNER OF ELECTION OF DIRECTORS**

The number and the manner in which the directors are elected or appointed shall be as stated in the Bylaws of the Corporation.

**ARTICLE V.
INITIAL BOARD OF DIRECTORS**

The names and addresses of the initial Board of Directors are as follows:

Rhonda Mims	8735 Henderson Rd, Ren 2 Tampa, FL 33634
Andrew Asher	8735 Henderson Rd, Ren 2 Tampa, FL 33634
Timothy Trodden	8735 Henderson Rd, Ren 2 Tampa, FL 33634

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**ARTICLE VI.
MEMBERS**

The sole member of the Corporation shall be *WellCare Health Plans, Inc.*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA**ARTICLE VII.
LIMITATIONS**

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3), or the corresponding provision of any future United States internal revenue law, or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

**ARTICLE VIII.
LIMITATION ON LIABILITY**

To the fullest extent permitted by Sections 607 and 617, Florida Statutes, as now in effect or as may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation for monetary damages for any breach of fiduciary duty as a director; provided, however, such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Section 501(c)(3) of the Code.

**ARTICLE IX.
INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Corporation is CT Corporation System, and the street address of the Corporation's initial registered agent is 1200 South Pine Island Road, Plantation, FL 33324.

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ARTICLE X.
DISTRIBUTION ON DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws. Any such assets not so distributed shall be distributed by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI.
INCORPORATOR

The name of the sole incorporator of the Corporation is Harry J. Friedman, c/o Greenberg Traurig, P.A., 401 East Las Olas Boulevard, Fort Lauderdale, FL 33301.

The undersigned executes these Articles of Incorporation of *WellCare Associate Assistance Fund, Inc.* this 27th day of February, 2018.


HARRY J. FRIEDMAN, Incorporator

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TALLAHASSEE, FLORIDA

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**CONSENT OF REGISTERED AGENT
OF****WellCare Associate Assistance Fund, Inc.**

The undersigned, *CT Corporation System*, having been named as registered agent to accept service of process for *WELLCARE ASSOCIATE ASSISTANCE FUND, INC.*, a Florida Not for Profit Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties as registered agent, and the undersigned is familiar with and accepts the obligations of the position of 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

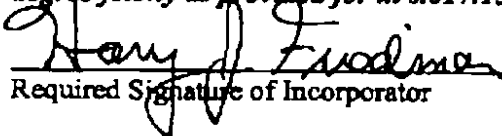

Jennifer Parks, Assistant Secretary

Required Signature of Registered Agent

02/27/2018

Date

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.


Required Signature of Incorporator2/27/18
Date

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