

P00000006220

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Articles

2024 OCT -4 AM 9:51

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CLERK OF STATE
TALLAHASSEE, FLORIDA

A. RAMSEY

OCT // 2024

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CLERK OF STATE
TALLAHASSEE, FLORIDA

X 02250, 00611 00167, 00671
* 02250, 00524, 00611, 00671

CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 10/04/2024

Acc#120160000072

Eric Dill

Name:	KROGER SPECIALTY PHARMACY, INC.
Document #:	
Order #:	15902831

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
Certified Copy of	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Email Address for Annual Report Notifications:

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Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ 43.75

Thank you!



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: KROGER SPECIALTY PHARMACY, INC.
Ref. Number: P00000006220

CORRECTED
Please Allow For
Same File Data

We have received your document for KROGER SPECIALTY PHARMACY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

new
The registered agent must sign accepting the designation.

You failed to make the correction(s) requested in our previous letter.

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 (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 624A00022276

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2024 OCT 10 PM 1:44
DIVISION OF CORPORATIONS
FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 7, 2024

CT CORP

TALLAHASSEE, FL 32312

SUBJECT: KROGER SPECIALTY PHARMACY, INC.
Ref. Number: P00000006220

CORRECTED
Please Allow For
Same File Date

We have received your document for KROGER SPECIALTY PHARMACY, INC. and the authorization to debit your account in the amount of \$43.75. However, the document has not been filed and is being returned for the following:

The new name is reserved by Jori Sawan. Please include a letter of release of the name reservation when you resubmit the document.

The registered agent must sign accepting the designation.

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 (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 024A00022106

RECEIVED
2024 OCT -8 AM 10:33
TALLAHASSEE, FLORIDA



CT Corporation

1999 Bryan Street
Suite 900
Dallas, TX 75201

October 7, 2024

Phone 713-332-3772
www.ctcorporation.com
www.wolterskluwer.com

Kroger Specialty Pharmacy, Inc.
1014 VINE STREET
CINCINNATI, OH 45202-1100

To whom it concerns:

I provide name consent to Kroger Specialty Pharmacy, Inc. for the use of the name *BioPlus Specialty Pharmacy Holdings, Inc.* in Florida.

Regards,

A handwritten signature in black ink that reads "Jori Sawan".

Jori Sawan, Manager

FILED

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
KROGER SPECIALTY PHARMACY, INC.

2024 OCT -4 AM 9: 51

CLERK OF STATE
TALLAHASSEE, FLORIDA

(Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act)

Kroger Specialty Pharmacy, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY:

1. That the name of the Corporation is Kroger Specialty Pharmacy, Inc., and that the Corporation was originally incorporated upon the filing of a Articles of Incorporation pursuant to the FBCA on January 20, 2000 under the name Axiom Healthcare Pharmacy, Inc., as amended pursuant to that certain Amended and Restated Articles of Incorporation filed on November 9, 2005, and as further amended pursuant to that certain Articles of Amendment to Articles of Incorporation filed on October 3, 2016.

2. That the Board of Directors of the Corporation duly adopted resolutions by unanimous written consent in accordance with Sections 607.1003, 607.1006, and 607.1007 of the FBCA to approve the Amended and Restated Articles of Incorporation set forth below, declaring said amendment and restatement to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefor.

3. That the stockholders of the Corporation holding the requisite number of shares of the Corporation duly approved these Amended and Restated Articles of Incorporation by unanimous written consent in accordance with Sections 607.1003, 607.1006, and 607.1007 of the FBCA.

4. That effective October 4, 2024, these Amended and Restated Articles of Incorporation, which amend and restate in its entirety the Corporation's Articles of Incorporation, as amended on October 3, 2016 and in effect as of immediately prior to the date hereof, has been duly adopted in accordance with Sections 607.1006 and 607.1007 of the FBCA, and shall read in its entirety as follows:

FIRST: The name of the corporation is **BioPlus Specialty Pharmacy, Inc.** (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Florida is 1200 South Pine Island Road, Plantation, Florida 33324. The name of its registered agent at such address upon whom process against the Corporation may be served is C T Corporation System.

THIRD: The nature of the business to be conducted by the Corporation, and the purpose for which the Corporation is formed, are to engage in any lawful act or activity for which corporations may be organized under the FBCA. In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the rights, powers and privileges that are necessary or convenient to the conduct, promotion or attainment of the Corporation's business or purpose.

FOURTH: The total number of shares of stock which the Corporation is authorized to issue is 7,000, at \$0.01 par value per share, all of which shall be designated Common Stock. All shares of Common Stock are of one and the same class with equal rights, privileges, powers, obligations, liabilities, duties and restrictions. Shares of Common Stock may be issued for cash or property, tangible or intangible, at such price and amount per share as may be determined by the Board of Directors.

FIFTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors of the Corporation is expressly authorized to make, alter and repeal the Bylaws of the Corporation, subject to the power of the stockholders of the Corporation to make, alter or repeal any bylaw, whether adopted by them or otherwise.

SIXTH: A Board of Directors shall manage the Corporation's business. The Directors shall have all of the qualifications, powers and authority and shall be subject to all applicable limitations as set forth in the FBCA. The number of Directors of the Corporation shall not be less than two (2) nor more than twelve (12), with the exact number to be specified from time to time in the manner provided by the Corporation's Bylaws. The Corporation shall have two (2) Directors at the effective time of these Amended and Restated Articles of Incorporation and thereafter until such time as a different number of Directors is specified in the manner provided in the Corporation's Bylaws.

Unless and except to the extent that the Corporation's Bylaws shall so require, the election of Directors of the Corporation need not be by written ballot.

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 stockholders. If the Directors fill such a vacancy, the new Director shall serve until the expiration of the term of office of the Director whom he or she has replaced and until his or her successor is elected and qualified. The failure of the Board of Directors or the stockholders 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.

Any Director may be removed, with or without cause, only by the affirmative vote of the stockholders representing at least a majority of all the votes then entitled to be cast at an election of Directors.

SEVENTH: All meetings of stockholders shall be held at any place within or without the State of Florida, or may be held solely by 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 of the Corporation.

Every stockholder of the Corporation shall have the right, at every stockholder meeting, to one vote for each share outstanding in such stockholder's name on the books of the Corporation. Voting for Directors shall not be cumulative.

EIGHTH: A Director or officer of the Corporation shall not be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a Director or officer, as applicable, except to the extent such exemption from liability or limitation thereof is not permitted under the FBCA as the same exists or may hereafter be amended. Any amendment, modification, repeal or elimination of the foregoing sentence shall not adversely affect any right or protection of any Director or officer of the Corporation hereunder in respect of any act or omission occurring prior to the time of such amendment, modification, repeal or elimination.

NINTH: The Corporation shall, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, indemnify, advance expenses to and hold harmless any person who was or is made 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, by reason of

the fact that he or she, or a person for whom he or she is the legal representative, is or was a Director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, partner (limited or general) or agent of another corporation or of a partnership, joint venture, limited liability Corporation, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability, losses, expenses (including attorneys' fees), judgments, fines, taxes, penalties and amounts paid or to be paid in settlement incurred or suffered by him or her in connection with such action, suit or proceeding. Any amendment, modification, or repeal of the foregoing sentence shall not adversely affect any right or protection of any person hereunder in respect of any act or omission occurring prior to the time of such amendment, modification or repeal.

TENTH: The Corporation reserves the right to amend, alter, modify or repeal 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 FBCA as from time to time in effect or by the provisions of any other applicable statute of the State of Florida. All rights conferred upon stockholders, Directors or any other persons by and pursuant to these Amended and Restated Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of the Corporation this 4th day of October, 2024.

Signed by:

Kathleen Kiefer

~~E71E3ED71C9C4A~~

By: Kathleen S. Kiefer

Title: Authorized Representative

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

By: C T Corporation System

Matt Ruiz

Required Signature/Registered Agent

10/10/2024

Date