

6/29/2021

Division of Corporations

PO3000068374

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Division of Corporations
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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MEDICA HEALTHCARE PLANS, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	12
Estimated Charge	\$52.50

'JUN 30 2021

S. PRATHEF

Electronic Filing Menu

Corporate Filing Menu

Help

Articles of Amendment
to
Articles of Incorporation
of

Medica HealthCare Plan, Inc.

(Name of Corporation as currently filed with the Florida Dept. of State)

P03000068374

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

Preferred Care Network, Inc.

The new

name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

Not Applicable - No Change

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

Not Applicable - No Change

D. 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

Not Applicable - No Change

(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

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner: Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☒ Remove V Mike Jones

☒ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	<u>CFO/D</u>	<u>Robert A. Hunter</u>	<u>9800 Health Care Lane</u>
<input type="checkbox"/> Add			<u>Minnetonka, MN 55343</u>
<input checked="" type="checkbox"/> Remove			
2) <input type="checkbox"/> Change	<u>CFO/D</u>	<u>Peter A. Senmer</u>	<u>9800 Health Care Lane</u>
<input checked="" type="checkbox"/> Add			<u>Minnetonka, MN 55343</u>
<input type="checkbox"/> Remove			
3) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
4) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
5) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			
6) <input type="checkbox"/> Change			
<input type="checkbox"/> Add			
<input type="checkbox"/> Remove			

E. If amending or adding additional Articles, enter change(s) here:*(Attach additional sheets, if necessary). (Be specific)*

1. Article V is amended and replaced in its entirety as provided on Attachment 1.
2. There are no other amendments, however, the Articles have been restated in their entirety to include the name change as well as the amendment to Article V referenced herein and the Amended and Restated Articles of Incorporation are provided as Attachment 2.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:*(if not applicable, indicate N/A)*

Not Applicable

The date of each amendment(s) adoption: June 25, 2021, if other than the date this document was signed.

Effective date if applicable: July 1, 2021
(no more than 90 days after amendment file date)


Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

Dated June 28, 2021

Signature 
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Heather A. Lang

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILED
2021 JUN 29 AM 9:58
CLERK OF STATE
TALLAHASSEE, FLORIDA

Attachment I
to the
Articles of Amendment

E. If amending or adding additional Articles, enter change(s) here:

Article V to the Articles of Incorporation is amended by replacing it in its entirety with the following:

ARTICLE V
CAPITAL STOCK

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares, of which Ninety Nine Million One Hundred Fifty Thousand (99,150,000) shares shall be Common Stock, \$0.0001 par value per share (the "Common Stock") and Eight Hundred Fifty Thousand (850,000) shares shall be Preferred Stock, \$0.0001 par value per share (the "Preferred Stock").

- A. Common Stock. Each share of Common Stock issued and outstanding shall have one vote upon matters submitted to the common shareholders for a vote.
- B. Preferred Stock. The authorized preferred stock shall be issued as a single series that shall consist of 850,000 shares and shall be designated and known as the Preferred Stock. Except as may be hereafter set forth by the Corporation's Board of Directors, Preferred Stock shall have no voting powers and no preferences, relative, participating, option, or other special rights or qualifications, all in accordance with the laws of the State of Florida.

Attachment 2
to the
Articles of Amendment

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PREFERRED CARE NETWORK, INC.**

Pursuant to Section 607 of the Business Corporation Act of the State of Florida, the undersigned, being an authorized officer of Preferred Care Network, Inc. (hereinafter the "Corporation"), a Florida corporation, desiring to amend and restate its Articles of Incorporation, does hereby certify:

FIRST: These are the Amended and Restated Articles of Incorporation of Preferred Care Network, Inc. (hereinafter the "Corporation") with a desired effective date of July 1, 2021.

SECOND: The Corporation was originally incorporated under the name of Doctors Choice Healthcare Plans, Incorporated, and its original Articles of Incorporation were filed with the Secretary of State of the State of Florida on June 19, 2003. Thereafter, the following additional changes were made to the Corporation's Articles of Incorporation: Articles of Amendment and Restatement were filed on April 28, 2004 (changing the name to Doctors Choice Healthcare Plans, Inc. along with other amendments to and restatement of the articles); an Amendment was filed on April 30, 2004 (changing the name to Medica HealthCare Plans, Inc.); an Amendment filed on April 24, 2012 (replacing Article V, Section 1(b)); an Amendment was filed on May 10, 2012 (changing the name and address of the Corporation's Registered Agent); an Amendment was filed on July 15, 2014 (changing the Corporation's principal address and mailing address); and, these present Amended and Restated Articles of Incorporation are being filed with a desired effective date of July 1, 2021, changing the Corporation's name to Preferred Care Network, Inc.

THIRD: These Amended and Restated Articles of Incorporation, which supersede and replace the original Articles of Incorporation and all prior amendments and restatements thereto, were adopted by the unanimous Written Consent of the Board of Directors of the Corporation on June 25, 2021, pursuant to the provisions of Section 607.1002 of the Florida Business Corporation Act. Pursuant to Section 607.1006 of the Florida Business Corporation Act, no action of the Corporation's shareholder is required.

The Articles of Incorporation of the Corporation are hereby fully and completely restated and amended as herein set forth in full:

**ARTICLE I
NAME**

The name of the Corporation is Preferred Care Network, Inc.

ARTICLE II **DURATION**

The term of existence of the Corporation is perpetual.

ARTICLE III **PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV **PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Corporation is:

9100 South Dadeland Boulevard
Suite 1250
Miami, FL 33156

ARTICLE V **CAPITAL STOCK**

The maximum number of shares that the Corporation shall be authorized to issue and have outstanding at any one time shall be One Hundred Million (100,000,000) shares, of which Ninety Nine Million One Hundred Fifty Thousand (99,150,000) shares shall be Common Stock, \$0.0001 par value per share (the "Common Stock") and Eight Hundred Fifty Thousand (850,000) shares shall be Preferred Stock, \$0.0001 par value per share (the "Preferred Stock").

- A. Common Stock. Each share of Common Stock issued and outstanding shall have one vote upon matters submitted to the common shareholders for a vote.
- B. Preferred Stock. The authorized preferred stock shall be issued as a single series that shall consist of 850,000 shares and shall be designated and known as the Preferred Stock. Except as may be hereafter set forth by the Corporation's Board of Directors, Preferred Stock shall have no voting powers and no preferences, relative, participating, option, or other special rights or qualifications, all in accordance with the laws of the State of Florida.

ARTICLE VI **ACTIONS BY SHAREHOLDERS**

Any action required or permitted to be taken by the shareholders of the Corporation may be affected by any consent in writing by such holders.

ARTICLE VII

DIRECTORS

The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

- (a) The number of the directors of the Corporation shall not be more than nine (9) nor less than five (5) as such number is fixed in accordance with the bylaws.
- (b) Advance notice of shareholder nominations for the election of directors shall be given in the manner provided in the bylaws of the Corporation. Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.
- (c) Subject to the provisions of any agreement among the shareholders of the Corporation, newly created directorships resulting from any increase in the number of directors and any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal, or other cause shall be filled by the affirmative vote of a majority of the remaining directors then in office, even though less than a quorum of the Board of Directors. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the class of directors in which the new directorship was created or the vacancy occurred and until such director's successor shall have been elected and qualified. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.
- (d) To the fullest extent permitted by the Florida law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

ARTICLE VIII

REGISTERED OFFICE AND AGENT

The street address of the Corporation's registered office is: 1200 South Pine Island Road, Plantation, Florida 33324. The name of the Corporation's registered agent at that office is: C T Corporation System.

ARTICLE IX

AFFILIATED TRANSACTIONS

The Corporation expressly elects not to be governed by 607.0901 of the Florida Business Corporation Act, as amended from time to time, relating to affiliated transactions.

ARTICLE X
CONTROL SHARE ACQUISITION

The Corporation expressly elects not to be governed by 607.0902 of the Florida Business Corporation Act, as amended from time to time, relating to control share acquisitions.

ARTICLE XI
INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 28 day of June 2021.



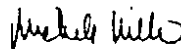
Heather A. Lang
Assistant Secretary

**CERTIFICATE OF ACCEPTANCE
BY
REGISTERED AGENT**

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting the designation as registered agent and registered office of Preferred Care Network, Inc., a Florida corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation:

Having been named as registered agent and to accept service of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned 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 its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 28th day of June 2021.



Michele Miller, Asst. Secretary

C T Corporation System