

P04000105484

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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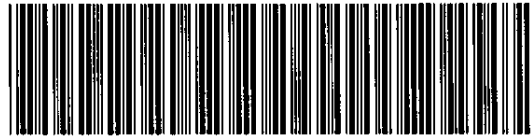
(Business Entity Name)

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Amended &

Restated

Articles & Name Change

06/24/09--01014--004 **52.50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 JUN 24 AM 10:16

FILED

NOT RETURNED
TO AKNOWLEDGE
SUFFICIENCY OF FILING

2009 JUN 24 AM 10:16

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

DR

10/24/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Doral Administrative Services of Florida, Inc.

DOCUMENT NUMBER: P04000105484

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Margaret C. Platzer

Name of Contact Person

DentaQuest, Inc.

Firm/ Company

465 Medford Street

Address

Boston, MA 02129

City/ State and Zip Code

mplatzer@greatdentalplans.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Margaret C. Platzer

Name of Contact Person

at (617) 886-1258

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



OFFICE OF INSURANCE REGULATION

KEVIN M. MCCARTY
COMMISSIONER

**FINANCIAL SERVICES
COMMISSION**

CHARLIE CRIST
GOVERNOR

ALEX SINK
CHIEF FINANCIAL OFFICER

BILL MCCOLLUM
ATTORNEY GENERAL

CHARLES BRONSON
COMMISSIONER OF
AGRICULTURE

June 18, 2009

Mr. Steven J. Pollock, President
DentaQuest Insurance Company of Florida, Inc.
465 Medford Street
Boston, MA 02129

Re: Application for UCAA Primary Application for Certificate of Authority
DentaQuest Insurance Company of Florida, Inc.

Dear Mr. Pollock:

DentaQuest Insurance Company of Florida, Inc. submitted an application for UCAA Primary Application for Certificate of Authority on April 10, 2009, to organize a life and health insurance company under the laws of Florida. The permit application submitted has been reviewed and approved. This approval is granted contingent upon the conditions set forth in the attached Consent Order. This letter will serve as your PERMIT to proceed in the formation and licensing of this new insurer. In order to assist you in the licensing process, the following documents are enclosed:

Two stamped approved sets of the company's proposed Articles of
Incorporation and By-Laws.

It will be necessary that your company establish and maintain a deposit in the amount referenced in the attached Consent Order. This requirement must be completed before the Office of Insurance Regulation can approve your company for licensing. Please contact the Bureau of Collateral Management at 850/413-3167, for the procedures prepared for establishing this deposit.

Once your company is able to submit its Application for Certificate of Authority, written confirmation must be submitted stating the name of, location, account number(s) and contact person at the financial institution where the company has placed the necessary capital and surplus funds.

• • •

KEVIN M. MCCARTY • COMMISSIONER
200 EAST GAINES STREET • TALLAHASSEE, FLORIDA 32399-0305 • (850) 413-5914 • FAX (850) 488-3334
WEBSITE: WWW.FLOIR.COM KEVIN.MCCARTY@FLDFS.COM

Affirmative Action / Equal Opportunity Employer

Mr. Steven J. Pollock, President
Page Two
June 18, 2009.

The issuance of a permit to form a company does not necessarily indicate that a Certificate of Authority for the company will be issued. The issuance of a Certificate of Authority is dependent upon many factors, including the retention of qualified personnel, appropriate reinsurance, an original Certificate of Status issued by the Florida Secretary of State demonstrating that the company is in good standing, and the Office of Insurance Regulation's final review of the company's complete filings.

Sincerely,

A handwritten signature in black ink, appearing to read "K. McCarty", written over a horizontal line.

Kevin M. McCarty
Commissioner
Office of Insurance Regulation

Enclosures

cc: Bureau of Collateral Management

Amended and Restated

Articles of Incorporation
of

FILED

Doral Administrative Services of Florida, Inc.

2009 JUN 24 AM 10: 16

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

P04000105484

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(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:

DentaQuest Insurance Company of Florida, 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**)

2100 Ponce de Leon Blvd.

Suite 950

Coral Gables, FL 33134

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

425 Medford Street

Boston, MA 02129

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:

N/A

N/A

New Registered Office Address:

(Florida street address)

N/A

(City)

Florida N/A

(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

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)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

_____	_____	_____	<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)

See attached amended Articles approved by the FL Office of Insurance Regulation

Article I - Name Change to DentaQuest Insurance Company of Florida, Inc.

Article III - Authorized capital stock reduced from one thousand (1,000) shares to ten

(10) shares and par value increased from \$.01 to \$1.00

Article VIII - Number of Directors increased from one (1) to five (5)

Article X - grammatical changes capitalizing the words "Officers" and "Directors"

Article XI - grammatical changes capitalizing the word "Paragraph"

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)

The date of each amendment(s) adoption: 4/02/2009

Effective date if applicable: 6/24/2009
(date of adoption is required)
(no more than 90 days after amendment file date)

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

☒ 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)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated 6/24/09

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)

Margaret Baldwin

(Typed or printed name of person signing)

Secretary

(Title of person signing)

APPROVED

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

JUN 19 2009

DENTAQUEST INSURANCE COMPANY OF FLORIDA, INC.

Docketed by: JSV

The undersigned Officer hereby files these Amended and Restated Articles of Incorporation under the laws of the State of Florida.

**ARTICLE I
Name and Address**

The name of the Corporation shall be DentaQuest Insurance Company of Florida, Inc. (the "Corporation") The principal office of the Corporation shall be located at 2100 Ponce DeLeon Blvd., Suite 950, Coral Gables, Florida 33134 (Miami-Dade County).

**ARTICLE II
Nature of Business**

The Corporation may engage in accident and health insurance as authorized by the Florida Office of Insurance Regulation or any business allowed or permitted under the laws of the United States and the State of Florida.

**ARTICLE III
Stock**

The authorized capital stock of the Corporation shall consist of Ten (10) shares of Common Stock with par value of one dollar (\$1.00). The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock, and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE IV
Right of Purchase**

Every shareholder, upon the sale of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

ARTICLE V

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Nancy M. Wallace
106 East College Avenue
Suite 1200
Tallahassee, Florida 32301

ARTICLE VI

Terms of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII

Address of Registered Office and Registered Agent

The name and address of the registered office and agent of the Corporation in the State of Florida shall be Corporation Service Company, 1201 Hayes Street, Tallahassee, Florida 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida and change the registered agent.

ARTICLE VIII

Number of Directors; Initial Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least five persons, the exact number to be determined from time to time in accordance with the By-Laws. The initial directors of the corporation shall be:

Robert E. Hunter
465 Medford Street
Boston, MA 02129

Ronald A. Brummeyer
12121 North Corporate Parkway
Mequon, WI 53092

ARTICLE IX

Officers

The Corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries, and Assistant Treasurers. A person may hold more than one office.

ARTICLE X
Transactions in Which Directors
Or Officers Are Interested

A. No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or written consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

2. The fact of such relationship or interest is disclosed or known to any shareholders of the Corporation entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI
Indemnification of Directors and Officers

A. The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, Officer, employee or agent of the Corporation, or any other Corporation, partnership, joint venture, trust or other enterprise which he served as such at the request of the Corporation, against judgment, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed

to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his or her duties to the Corporation.

B. Any indemnification under Paragraph A shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in the manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable grounds for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were parties to such action suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders of the Corporation who were not parties to such action, suit or proceeding.

C. The Corporation may assume the defense of any person seeking indemnification pursuant to the provisions of Paragraph A above upon a preliminary determination by the Board of Directors of the Corporation that such person has met the applicable standards of conduct set forth in Paragraph A above, and upon receipt of an agreement of such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

D. The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under applicable law.

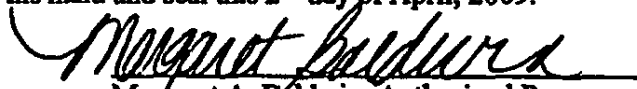
ARTICLE XII
Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being an Officer of the Corporation and an Authorized Person has hereunto set his hand and seal this 2nd day of April, 2009.


Margaret A. Baldwin, Authorized Person
Corporate Secretary

STATE OF MASSACHUSETTS
COUNTY OF ESSEX

I HEREBY CERTIFY that on this day personally appeared before me, the above signed authority, Margaret Baldwin, known to me to be the person who executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes there set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 2nd day of April, 2009.

[Seal]


Judith C. Muse, Notary Public
My Commission Expires: Feb. 23, 2012

DORAL ADMINISTRATIVE SERVICES OF FLORIDA, INC.

Action by Written Consent of Directors in Lieu of Meeting

The undersigned, constituting all of the directors of Doral Administrative Services of Florida, Inc. (the Corporation), having considered the matters stated below, hereby consent to the following:

RESOLVED, that the name of the Corporation be changed from Doral Administrative Services of Florida, Inc. to DentaQuest Insurance Company of Florida, Inc.; and further

RESOLVED, that the Officers of the Corporation and members of the Corporation's executive management, be hereby authorized, empowered and directed in the name and on behalf of the Corporation to take or cause to be taken all such actions, pay any such fees and expenses, and assign, execute, verify, acknowledge, certify to, file and deliver all such instruments, documents and agreements as he or she determines to be necessary, desirable and appropriate to comply with and otherwise effect the foregoing resolution and that the taking of any such action and the execution of any such documents, or any other obligations, documents or instruments be conclusive evidence that the same are hereby authorized, and are necessary, convenient, and in the best interests of the Corporation.

The foregoing consent shall be effective as of March 16, 2009.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent, which shall be filed with the minutes of the meetings of the Board of Directors of this Corporation and shall be treated for all purposes as an action taken at a meeting.


Fay Donohue


Ian Belinsky

DORAL ADMINISTRATIVE SERVICES OF FLORIDA, INC.

Action by Written Consent of Directors in Lieu of Meeting

The undersigned, constituting all of the directors of Doral Administrative Services of Florida, Inc. (the Corporation), having considered the matters stated below, hereby consent to the following:

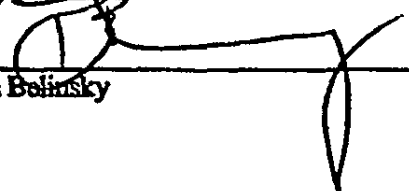
RESOLVED, that the name of the Corporation be changed from Doral Administrative Services of Florida, Inc. to DentaQuest Insurance Company of Florida, Inc.; and further

RESOLVED, that the Officers of the Corporation and members of the Corporation's executive management, be hereby authorized, empowered and directed in the name and on behalf of the Corporation to take or cause to be taken all such actions, pay any such fees and expenses, and assign, execute, verify, acknowledge, certify to, file and deliver all such instruments, documents and agreements as he or she determines to be necessary, desirable and appropriate to comply with and otherwise effect the foregoing resolution and that the taking of any such action and the execution of any such documents, or any other obligations, documents or instruments be conclusive evidence that the same are hereby authorized, and are necessary, convenient, and in the best interests of the Corporation.

The foregoing consent shall be effective as of March 16, 2009.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent, which shall be filed with the minutes of the meetings of the Board of Directors of this Corporation and shall be treated for all purposes as an action taken at a meeting.


Fay Donohue


Ian Belinsky

DENTAQUEST INSURANCE COMPANY OF FLORIDA, INC.

**April 2, 2009
Written Consent in Lieu of Meeting**

The undersigned, being the Shareholder of DentaQuest Insurance Company of Florida, Inc., hereby adopt the following resolution without the holding of a meeting:

NOW THEREFORE, it is:

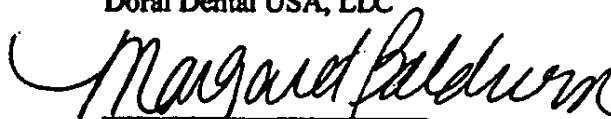
Resolved, that the Articles of Incorporation of DentaQuest Insurance Company of Florida, Inc. are amended and restated as shown on the attached Exhibit 1.

IN WITNESS WHEREOF, the undersigned has set its hand hereunto as of the date first above written. This consent shall be filed with the minutes of the meetings of the Corporation and shall be treated for all purposes as an action taken at a meeting.

DQV Limited Partnership

By: Its General Partner

Doral Dental USA, LLC

A handwritten signature in cursive script, reading "Margaret Baldwin", written over a horizontal line.

Name: Margaret Baldwin

Title: Secretary