

1/21/2021

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SUNSHINE STATE
TALLAHASSEE, FL

**COR Amend/RESTORE/CORRECT OR O/D RESIGN
SUNSHINE STATE HEALTH PLAN, INC.**

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**ARTICLES OF RESTATEMENT
OF
SUNSHINE STATE HEALTH PLAN, INC.**

Pursuant to Sections 607.1006 and 607.1007 of the Florida Business Corporation Act, the corporation hereinafter names (the "Corporation") hereby amends and restates its Articles of Incorporation.

1. The name of the Corporation is Sunshine State Health Plan, Inc.
2. The text of the Amended and Restated Articles of Incorporation of the corporation, as further amended hereby, is annexed hereof and made a part hereof.

* * *

CERTIFICATE

It is hereby certified that:

1. The Articles of Incorporation of the corporation are hereby amended to read as set forth in the Amended and Restated Articles of Incorporation annexed hereto and made a part hereof.
2. The date of the aforesaid amendments was January 21, 2021.
3. The restatement has been approved by all of the shareholders of the corporation on January 21, 2021.
4. The restatement does not require director approval pursuant to Section 607.1003(7) of the Florida Business Corporation Act.
5. The effective time and date of these Articles of Restatement shall be upon filing.

Executed on January 21, 2021

Christopher A. Koster
Christopher A. Koster, Jan 21, 2021 12:15 CST

Christopher A. Koster, Secretary

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SUNSHINE STATE HEALTH PLAN, INC.

In compliance with Chapter 607, F.S. (Profit)

ARTICLE I: NAME

The name of the corporation shall be: Sunshine State Health Plan, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

The principal place of business address is:

1301 International Pkwy., Ste. 400
Sunrise, FL 33323

The mailing address is:

7700 Forsyth Boulevard
St. Louis, MO 63105

ARTICLE III: PURPOSE AND POWERS

The purposes for which the Corporation is formed are general business purposes, and, as such, this Corporation shall have unlimited power to engage in, and do any lawful act concerning any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

In particular, without limitation, the purposes of this Corporation shall include operating as a health maintenance organization in compliance with the Health Maintenance Organization Act.

The Corporation shall have the power and authority necessary to carry out its corporate purpose, and, in addition, shall have all powers and authority granted to like corporations by the laws of the State of Florida as currently provided or as may be provided by subsequent legislative acts.

ARTICLE IV: AUTHORIZED SHARES

The number of shares which the Corporation shall have authority to issue is one thousand (1,000) shares of common stock, with a par value of One Dollar and 00/100 (\$1.00) per share.

ARTICLE V: BOARD OF DIRECTORS

The Board of Directors of the Corporation shall be divided into Class A and Class B. The Board of Directors shall consist of at least three (3) Class A directors and may include such number of Class B directors, if any, as may from time to time be determined by the shareholders. Class A directors shall have the right to vote on all matters coming before the Board of Directors. Class B directors, if any, shall be entitled to vote only on approval of the following matters coming before the Board of Directors: (a) utilization management policies; (b) quality management and improvement policies; and (c) provider credentialing policies.

ARTICLE VI: LIMITATION OF LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS

The liability of the directors of the Corporation shall be limited to the fullest extent permitted by law as currently provided, or as may be provided by subsequent legislative acts.

The Corporation shall indemnify the officers and directors of the Corporation from any liability incurred by them to the fullest extent permitted by law as currently provided, or as may be provided, by subsequent legislative acts.

ARTICLE VII: REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

CT Corporation System
1200 South Pine Island Road
Plantation, Florida 33324

ARTICLE VIII: INCORPORATOR

The **name and address** of the Incorporator is:

Shannon Kister
One Metropolitan Square, Suite 2600
St. Louis, MO 63102

IN WITNESS WHEREOF, these Amended and Restated Articles of Incorporation have been executed by a duly authorized officer of this Corporation on this 21st day of January, 2021. The undersigned affirms that the facts stated herein are true and is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817.155, F.S.

SUNSHINE STATE HEALTH PLAN, INC.

By: Christopher A. Koster
Christopher A. Koster (Jan 21, 2021 13:18 CST)
Christopher A. Koster, Secretary