

PD8000802941

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

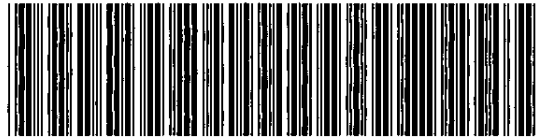
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700113589117

01/09/08--01017--011 \*\*87.50

FILED

2008 JAN -9 A 8:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

80-01-1

**EPSTEIN BECKER & GREEN, P.C.**

ATTORNEYS AT LAW

1227 25TH STREET, NW, SUITE 700

WASHINGTON, DC 20037-1175

202.861.0900

FAX: 202.296.2882

EBGLAW.COM

TINA RAO  
TEL: 202.861.1375  
FAX: 202.861.3075  
TRAO@EBGLAW.COM

January 8, 2008

Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Dear Secretary of State:

On behalf of Fidelis SecureCare of Florida, enclosed is the application to file as a for-profit corporation within the state of Florida. An original copy of the articles of incorporation and a copy of the articles of incorporation are enclosed as requested. Additionally, the cover letter and filing fee in the amount of \$87.50 are enclosed. We look forward to receiving our certified documents. Thank you for your prompt attention to this matter. Please contact Tina Rao at 202.861.1375 if you have any questions.

Very truly yours,



Tina Rao  
Associate

Enclosure

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: \_\_\_\_\_

Fidelis Secure Care of Florida, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: \_\_\_\_\_

TINA RAO c/o Epstein, Becker, Green, P.C.  
Name (Printed or typed)

1227 25th St. NW. Suite 708  
Address

Washington D.C. 20037  
City, State & Zip

(202) 861-1375  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
FIDELIS SECURECARE OF FLORIDA, INC.**

**FILED**  
2008 JAN -9 A 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in order to form the below-defined Corporation, in accordance with the Florida General Corporation Act, hereby certify:

**I.**

The name of the corporation is Fidelis Securecare of Florida, Inc (the "**Corporation**").

**II.**

The address of the registered office of the Corporation in the State of Florida is 1991 Industrial Drive, Deland, Florida 32724. The registered office of the Corporation is located in Volusia County. The name of the Corporation's registered agent in the State of Florida is Corporation Service Company

**III.**

The purpose of the Corporation is to engage in the business of insurance as authorized from time to time pursuant to the Florida Insurance Code (the "**Code**"), including the insurance identified in Section 624.6011 of the Code, and other activities reasonably incidental or supplemental thereto, as well as any other lawful act or activity for which a corporation may be organized under the Florida General Corporation Act. The kinds of insurance that the Corporation proposes to write include health.

**IV.**

The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of common stock, par value \$1 per share.

**V.**

The business and affairs of the Corporation shall be managed by and under the direction of the Board of Directors. The exact number of directors of the Corporation shall be fixed by or in the manner provided in the Bylaws of the Corporation (the "**Bylaws**"), but shall be no less than five (5). The term of each director shall be set by the Bylaws. The names and addresses of the initial directors, who shall act until the first annual meeting or until successors are duly chosen and qualified, are as follows:

Harold Scott Sarran, M.D.  
700 South Clifton  
Park Ridge, Illinois 60068

Samuel R. Willcoxon  
38W 180 Heritage Oaks Drive  
St. Charles, Illinois 60195

David William Golz  
174 Washington Street, 1AB  
Jersey City, New Jersey 07302

Beattie Delong  
22822 Glenhurst Road  
Deer Park, Illinois 60010

Kathy Cortez  
435 Monterey Road  
Palantine, Illinois 60074

## **VI.**

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

- (a) to adopt, repeal, rescind, alter or amend in any respect the Bylaws, and to confer in the Bylaws powers and authorities upon the directors of the Corporation in addition to the powers and authorities expressly conferred upon them by statute;
- (b) from time to time to set apart out of any funds or assets of the Corporation available for dividends an amount or amounts to be reserved as working capital or for any other lawful purpose and to abolish any reserve so created and to determine whether any, and, if any, what part, of the surplus of the Corporation or its net profits applicable to dividends shall be declared in dividends and paid to its stockholders, and all rights of the holders of stock of the Corporation in respect of dividends shall be subject to the power of the Board of Directors so to do;
- (c) subject to the laws of the State of Florida, from time to time to sell, lease or otherwise dispose of any part or parts of the properties of the Corporation and to cease to conduct the business connected therewith or again to resume the same, as it may deem best; and
- (d) in addition to the powers and authorities hereinbefore and by the laws of the State of Florida conferred upon the Board of Directors, to execute all such powers and to do all acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the express provisions of said laws, of the Articles of Incorporation of the Corporation and its Bylaws.

## **VII.**

Meetings of stockholders of the Corporation may be held within or without the State of Florida, as the Bylaws may provide. The books and records of the Corporation shall be kept (subject to any provision of applicable law) within or without the State of Florida.

## **VIII.**

The Corporation reserves the right to adopt, repeal, rescind, alter or amend in any respect any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by applicable law, and all rights conferred on stockholders herein are granted subject to this reservation.

## **IX.**

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

## **X.**

A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, to the fullest extent permitted by law, except for liability (i) for any breach of the directors duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0202 of the Florida General Corporation Act, as the same exists or hereafter may be amended or (iv) for any transaction from which the director derived an improper benefit. If the Florida General Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Florida General Corporation Act. No amendment to or repeal of this Article X shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

## **XI.**

The names and mailing addresses of the incorporators of the Corporation are as follows:

Harold Scott Sarran, M.D.  
700 South Clifton  
Park Ridge, Illinois 60068

Samuel R. Willcoxon  
38W 180 Heritage Oaks Drive  
St. Charles, Illinois 60195

David William Golz  
174 Washington Street, 1AB  
Jersey City, New Jersey 07302

Beattie Delong  
22822 Glenhurst Road  
Deer Park, Illinois 60010

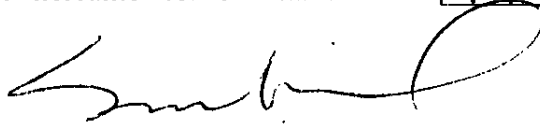
Kathy Cortez  
435 Monterey Road  
Palantine, Illinois 60074

**XII.**

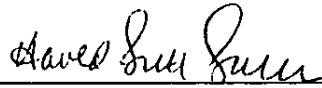
The duration of the Corporation shall be perpetual.

[Signature page follows.]


We, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation pursuant to the Florida General Corporation Act, do make these Articles of Incorporation, hereby declaring and certifying that this is our act and deed and the facts herein stated are true, and accordingly have hereunto set our hands this 17 day of December, 2007.



Sam Willcoxon



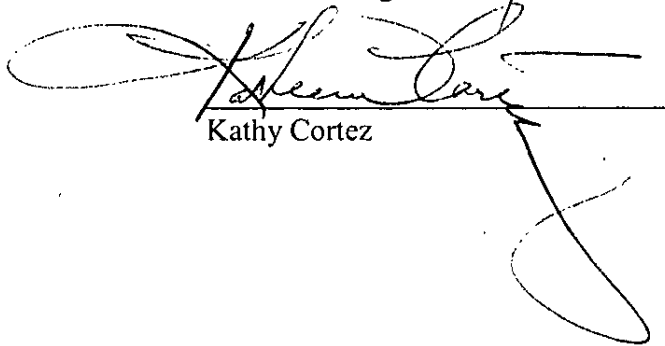
Harold Scott Sarran, M.D.



Dave Goltz



Beattie Delong



Kathy Cortez



WRITTEN CONSENT TO ACT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Corporation Service Company

Date: 12/20/2007

Lisa G. Mulligan, Assistant VP

**FILED**  
2008 JAN -9 A 8:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA