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16 JUN 14 PM 2:10

15 AGRICULTURE
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Amended
NE
6/20/16
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AETNA BETTER HEALTH INC.

FILED
JUL 14 PM 1:11
CLERK OF SUPERIOR COURT
JANUARY 14, 2014

The undersigned officer hereby files these Amended and Restated Articles of Incorporation in order to comply with the laws of the State of Florida.

ARTICLE I
Name and Address

The name of the Corporation shall be Aetna Florida Inc. The principal office of the Corporation shall be located at 4500 E. Cotton Center Blvd., Phoenix, AZ 85040.

ARTICLE II
Purpose

The nature of business to be transacted and the purposes to be promoted by the Corporation are (a) to obtain and maintain approval as a health maintenance organization under Florida law; and (b) to engage in such other activities as may be lawful under Florida law.

ARTICLE III
Stock

The authorized capital stock of the Corporation shall consist of One Thousand (1000) shares of Common Stock with par value of one cent (\$.01). Each share issued and outstanding common stock shall entitle the holder thereof to one vote on each matter with respect to which shareholders have the right to vote, to fully participate in all shareholder meetings and to share ratably in the net assets of the corporation upon liquidation or dissolution. The stock of the Corporation shall be issued for such consideration as may be determined by the shareholders. 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
Minimum Capital

The minimum capital with which the Corporation may commence business is One Million Five Hundred Thousand Dollars (\$1,500,000.00).

ARTICLE V
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 VI
Term 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 CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324. The shareholders 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

The business of the Corporation shall be managed by a Board of Directors consisting of at least one director, the exact number to be determined from time to time in accordance with the By-Laws of the Corporation.

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
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 XI
Amendments to the Articles of Incorporation

Any amendment to the Articles of Incorporation must be first approved by the Corporation's Board of Directors and then by the Corporation's Shareholders entitled to vote.

(Attach additional sheets, if necessary)

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.

Example:

X Remove V Mike Jones

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
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6) Change _____

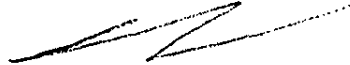
Add _____

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ARTICLE XIII
Restated Articles of Incorporation

The Corporation's Board of Directors may restate the Articles of Incorporation any time with or without a shareholder action.

IN WITNESS WHEREOF, the undersigned, being an officer to the foregoing Amended and Restated Articles of Incorporation has hereunto set his hand and seal this 13th day of June, 2016.



Edward C. Lee, Vice President and Assistant Secretary

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

Effective date if applicable: June 15, 2016
(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 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 June 13, 2016

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)

Edward C. Lee

(Typed or printed name of person signing)

Vice President & Assistant Secretary

(Title of person signing)