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shana.ford@hklaw.com

# FLURIDA PROFIT/NON PROFIT CORPORATION

Florida True Health, Inc.

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# ARTICLES OF INCORPORATION OF FLORIDA TRUE HEALTII, INC.

## ARTICLE I

The name of the corporation is FLORIDA TRUE HEALTH, INC. (hereinafter called the "Corporation").

# ARTICLE II

The address of the principal office and mailing address of the Corporation is 770 Northpoint Parkway, Suite 200, West Palm Beach, FL 33407.

## ARTICLE III

The purpose for which the corporation is organized is to transact any lawful business.

#### ARTICLE IV

This Corporation shall have the authority to issue Ten Thousand (10,000) shares of Common Stock having a par value of \$0.01 per share. Each issued and outstanding share of common stock shall be entitled to one vote on each matter submitted to a vote at a meeting of the shareholders.

### ARTICLE V

The street address of the Corporation's initial registered office is 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, FL 33410 and the name of its initial registered agent at such office is Corporate Creations Network Inc.

#### ARTICLE VI

The name of the Incorporator is Shanna Ford and the address of the Incorporator is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

## ARTICLE VII

This Corporation shall indemnify and shall advance expenses on helial of its officers and directors to the fullest extent not prohibited by law in existence either now or hereafter.

# ARTICLE VIII

The written approval of each of the two initial shareholders of the Corporation (the "Shareholders") shall be required for the Corporation to take any of the following actions: (a) any amendment to or change in the provisions of these Articles of Incorporation of the Corporation; (b) any change in the geographic area in which the Corporation operates; (c) any change in the legal or trade name(s) of the Corporation; (d) any change in any of the types of businesses in which the Corporation is engaged; (e) the creation or incurrence of any indebtedness of the



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Corporation, other than indebtedness orising from the ordinary course of business, or the incurrence of any liability for the indebtedness of another person or entity by way of a guarantee; (f) the sale of any assets, except for sales in the ordinary course of business or sales of eminument no longer useful or being replaced; (g) the making of any loans or advances to any other person or entity, except in the ordinary course of business; (h) entering into any arrangement or agreement with any party directly or indirectly affiliated with any of the shareholders of the Corporation or persons or entities with the authority to select or appoint board members of the Corporation; (i) the conduct of any business other than under the licensed tag lines, logos and product names using the "Blue" name and other authorization granted under a license agreement(s) between the Blue Cross Blue Shield Association (the "BCBSA") and the Corporation; and (j) any action that either Shareholder or the BCBSA reasonably believes will adversely affect such licensed tag lines, logos and product names using the "Blue" name and other intellectual property. The rights of each of the Shareholders under Article VII of these Articles of Incorporation may be assigned or delegated by each such Shareholder to (i) an direct or indirect wholly owned subsidiary of such Shareholder, or (ii) a transferee of such Shareholder's shares in the Corporation that has acquired such shares in conformity with any agreement of the Shareholders relating to the transfer of such shares.



# ARTICLE IX

The power to adopt, after, amend or repeal bylaws shall be vested in the hoard of directors and the shareholders, except that the board of directors may not amend or repeal may bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

## ARTICLE X

The Corporation reserves the right to amend, after, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law and these Articles of Incorporation, and all rights conferred on shareholders are subject to this reservation.

## ARTICLE XI

A majority of the board of directors of the Corporation shall constitute a quorum for purposes of the transaction at a meeting of the board of directors of the Corporation, except that the shareholders of the Corporation may amend, suspend, alter, change, or repeal the quorum requirement set forth in this Article as determined by written agreement of the shareholders of the Corporation.

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IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 19<sup>th</sup> day of December, 2011.

Shanna Ford, Incorporator



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 18.091, Florida Statutes, the following is submitted:

That FLORIDA TRUE HEALTH, INC. desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation at 11380 Prosperity Farms Rd, #221E, Palm Beach Gardens, FL 33410 has named Corporate Creations Network Inc. as its agent to accept service of process within this state.

## ACKNOWLEDGMENT:

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and is familiar with, and accepts, the obligations of that position.

Dated this 19th day of December, 2011.

Corporate Creations Network Inc.

y: \_\_

lim Perking, Vice-President

