

P14000009622

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**FLORIDA PROFIT/NON PROFIT CORPORATION
HEALTH CHOICE FLORIDA, INC.**

Certificate of Status	0
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January 31, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

C T CORPORATION SYSTEM

SUBJECT: HEALTH CHOICE FLORIDA, INC.
REF: W14000006599

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is distinguishable on our records. However, the name is similar to a name already on file with this office. Therefore, the use of this name may result in future complications. The name of the existing entity is : HEALTHCHOICE, INC., document number G74260.

You may 1.) resubmit the document under the current name; or 2.) choose to file under another name. If you choose to file under another name, please make the appropriate correction throughout the document(s).

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Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H14000023746
Letter Number: 614A00002238

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ARTICLES OF INCORPORATION
OF
HEALTH CHOICE FLORIDA, INC.

14 JAN 30 PM 12:16
TALLAHASSEE, FLORIDA

I, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to the provisions of the Florida Business Corporation Act (the "Act"), do hereby certify as follows:

FIRST: The name of the corporation is Health Choice Florida, Inc. (the "Corporation").

SECOND: The initial principal place of business and mailing address of the Corporation is 410 North 44th Street, Suite 900, Phoenix, AZ 85008.

THIRD: The initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324. The name of the initial registered agent at that address is CT Corporation System.

FOURTH: The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Act, in accordance with those certain provisions of the Florida Insurance Code which may apply any such act or activity.

FIFTH: The total number of shares of stock which the Corporation is authorized to issue is one thousand (1,000) shares of common stock and the par value of each of such shares is \$0.01. All such shares are to be of one class.

SIXTH: The name and address of the incorporator is Stacey McLaughlin, 117 Seaboard Lane, Building E, Franklin, Tennessee 37067.

SEVENTH: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and stockholders:

(1) The number of directors of the Corporation shall be such as from time to time shall be fixed by, or in the manner provided in, the bylaws. Election of directors need not be by ballot unless the bylaws so provide.

(2) The Board of Directors shall have powers without the assent or vote of the stockholders to make, alter, amend, change, add to or repeal the bylaws of the Corporation; to fix and vary the amount of capital stock to be reserved for any proper purpose; to authorize and cause to be executed mortgages and liens upon all or any part of the property of the Corporation; to determine the use and disposition of any surplus or net profits; and to fix the times for the declaration and payment of dividends.

(3) The directors in their discretion may submit any contract or act for approval or ratification at any annual meeting of the stockholders or at any meeting of the stockholders called for the purpose of considering any such act or contract, and any contract or act that shall be approved or be ratified by the vote of the holders of a majority of the stock of the Corporation which is represented in person or by proxy at such meeting and entitled to vote thereat (provided that a lawful quorum of stockholders be there represented in person or by proxy) shall be as valid and as binding upon the Corporation and upon all the stockholders as though it had been approved or ratified by every stockholder of the Corporation, whether or not the contract or act would otherwise be open to legal attack because of directors' interest, or for any other reason.

(4) In addition to the powers and authorities expressly conferred by statute, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Florida (inclusive of those certain provisions of the Florida Insurance Code which may apply to such acts or things), of these articles of incorporation, and to any bylaws from time to time made by the stockholders; provided, however, that no bylaws so made shall invalidate any prior act of the directors which would have been valid if such bylaw had not been made.

EIGHTH: The Corporation shall, to the full extent permitted by Section 607.0850, F.S., of the Act, as amended from time to time, indemnify all persons whom it may indemnify pursuant thereto.

NINTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on stockholders, directors and officers are subject to this reserved power.

TENTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted by Section 607.0831, F.S., of the Act, as the same may be amended or supplemented.

ELEVENTH: Section 607.0901, F.S., of the Act, shall not apply to the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand this 30th day of January, 2014.


Name: Stacey McLaughlin
Title: Sole Incorporator

14 JAN 30 PM 15:16
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF THE FLORIDA BUSINESS CORPORATION ACT
THE CORPORATION STATED BELOW, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING
THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: Health Choice Florida, Inc.
2. The name and address of the Corporation's registered agent and office is:

CT Corporation System
(NAME)

1200 South Pine Island Road
(P.O. BOX OR MAIL DROP BOX NOT ACCEPTABLE)

Plantation, FL 33324
(CITY/STATE/ZIP)

14 JAN 30 PM 12:16
TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Conie Bayan
(REQUIRED SIGNATURE/REGISTERED AGENT)

1/30/2014
(DATE)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314