

P16000010450

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

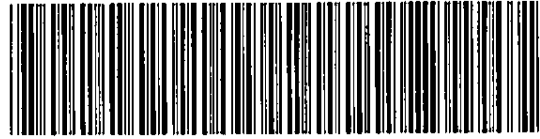
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400426910444

*Amended & Restated
Articles*

FILED

2024 APR -8 PM 1:05

SECRETARY OF STATE
GOTTLASSEE, FLORIDA

RECEIVED

2024 APR -8 PM 3:23

SECRETARY OF STATE
GOTTLASSEE, FLORIDA

A. RAMSEY

APR 9, 2024



CSC - Tallahassee
1201 Hays Street
Tallahassee, FL 32301-2607
850-558-1500, Ext:

To: Department Of State, Division Of Corporations
From: Shauna Godbolt
Ext:
Date: 04/08/24
Order #: 1471931-2
Re: MailMyPrescriptions.com Pharmacy Corporation
Processing Method: Routine

TO WHOM IT MAY CONCERN:

Enclosed please find:

Amount to be deducted from our State Account: \$35.0 - FL State Account Number:

1200000001951

AUTH

A handwritten signature in black ink, appearing to read "Shauna Godbolt", is written over the text "1200000001951" and "AUTH".

Please take the following action:

File in your office on basis

Issue Proof of Filing

Special Instructions:

Thank you for your assistance in this matter. If there are any problems or questions with this filing, please call our office.

FILED

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MAILMYPRESCRIPTIONS.COM PHARMACY CORPORATION

2024 APR -8 PM 7:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MailMyPrescriptions.com Pharmacy Corporation, a corporation organized and existing under and by virtue of the provisions of the Florida Business Corporation Act (the "FBCA"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is **MailMyPrescriptions.com Pharmacy Corporation**, and that this corporation was originally incorporated under the name "**MailMyPrescriptions.com Pharmacy Corporation**" by the filing of its original articles of incorporation with the Florida Department of State, Division of Corporations on January 25, 2016.
2. These Amended and Restated Articles of Incorporation of the corporation, which both restates and further amends the provisions of the corporation's articles of incorporation, was duly adopted, without the need for approval of the board of directors or the stockholders, in accordance with the FBCA and in accordance with a plan of reorganization of the corporation approved by order of the United States Bankruptcy Court for the District of Delaware (the "**Court**") in *In re: Millennial Benefit Management Corporation, et al.* (the "**Proceeding**"), under Chapter 11 of the United States Bankruptcy Code (11 U.S.C. § 101-1330 the "**Bankruptcy Code**"), as amended, which plan of reorganization became effective on April 4, 2024.
3. The Court had jurisdiction over the Proceeding under the Bankruptcy Code.
4. These Amended and Restated Articles of Incorporation will be effective upon their filing with the Department of State of the State of Florida.
5. The articles of incorporation of the corporation are hereby amended and restated to read in its entirety as follows:

FIRST: The name of this corporation is MailMyPrescriptions.com Pharmacy Corporation (the "**Corporation**").

SECOND: The street and mailing address of the initial principal office of the Corporation is 671 NW 119th Street, in the City of North Miami, Miami-Dade County, Florida 33168. The street address of the initial registered office of the Corporation is 671 NW 119th Street, in the City of North Miami, Miami-Dade County, Florida 33168. The name of the initial registered agent of the Corporation at that office is Dwight Fujimoto.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the FBCA as it now exists or may hereafter be amended or

supplemented.

FOURTH: The total number of shares of all classes of stock which the Corporation shall have the authority to issue is (i) 1,000 shares of Common Stock, with no par value ("**Common Stock**"), and (ii) 1,000 shares of Preferred Stock, with no par value with preferences, limitations, and relative rights of Preferred Stock ("**Preferred Stock**").

FIFTH: The board of directors is hereby expressly authorized to provide, out of the unissued shares of Preferred Stock, for one or more series of Preferred Stock and, with respect to each such series, to fix the number of shares constituting such series and the designation of such series, the voting powers, if any, of the shares of such series, and the preferences and relative, participating, optional or other special rights, if any, and any qualifications, limitations or restrictions thereof, of the shares of such series. The powers, preferences and relative, participating, optional and other special rights of each series of Preferred Stock, and the qualifications, limitations or restrictions thereof, if any, may differ from those of any and all other series at any time outstanding.

SIXTH: 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.

SEVENTH: To the fullest extent permitted by law, a director or officer of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director or officer. It is the intent that this provision be interpreted to provide the maximum protection against liability afforded to directors and officers under the FBCA in existence either now or hereafter. Therefore, if the FBCA is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA as so amended. Any amendment, repeal or modification of this Article Seventh by the stockholders of the Corporation or by an amendment to the FBCA shall not adversely affect any right or protection existing at the time of such amendment, repeal or modification with respect to any acts or omissions occurring either before or after such repeal or modification of a person serving as a director or officer prior to or at the time of such amendment, repeal or modification.

EIGHTH: The Corporation shall indemnify and shall advance expenses on behalf of its officers and directors to the fullest extent permitted by law in existence either now or hereafter.

NINTH: In furtherance and not in limitation of the powers conferred by statute, the board of directors is expressly authorized to make, alter, rescind, adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders.

TENTH: Unless the Corporation consents in writing to the selection of an alternative forum, Florida shall be the sole and exclusive forum for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim for breach of a duty under Florida law owed by any current or former director, officer, or shareholder of the Corporation in that capacity, (c) any action asserting a claim arising pursuant to any provision of the Florida Business Corporation Act, the Articles of Incorporation, or the Bylaws of the Corporation, or (d) any action asserting a claim governed by the internal affairs doctrine, in each case subject to said courts having personal jurisdiction over the indispensable parties named as defendants therein. To the fullest extent permitted by law, any person or entity purchasing or otherwise acquiring or holding any interest in share of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article Tenth.

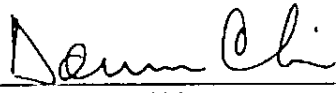
ELEVENTH: If any provision or provisions of these Articles of Incorporation shall be held to be invalid, illegal or unenforceable as applied to any person or entity or circumstance for any reason whatsoever, then, to the fullest extent permitted by law, the validity, legality and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation (including, without limitation, each portion of any sentence of these Articles of Incorporation containing any such provision held to be invalid, illegal or unenforceable that is not itself held to be invalid, illegal or unenforceable) and the application of such provision to other persons or entities and circumstances shall not in any way be affected or impaired thereby.

* * *

[Remainder of the Page Intentionally Left Blank / Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has executed and acknowledged these Amended and Restated Articles of Incorporation on April 4, 2024.

MailMyPrescriptions.com Pharmacy Corporation

By: 
Name: Donovan Chin
Office: Chief Restructuring Officer

CSC AMEND-11350