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| PICK-UP | ☐ WAIT | MAIL | | |
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| (Business Entity Name) | | | | |
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| Special Instructions to Filing Officer: | | | | |
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Office Use Only



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SECRETARY OF STATE
SECRETARY OF STATE
SECRETARY OF CORPORATION

FEB 11 2016 T SCHROEDER

SUNSHINE CORPORATE FILING OF FLORIDA INC.

3458 Lakeshore Drive Tallahassee, Florida 32312 (850) 656-4724 Toll Free: 844-541-6792

| DATE: 3-11-16 | WALK IN | | | |
|---|-------------------|--|--|--|
| ENTITY NAME: Technology Enhanced | | | | |
| Claims Handling, Inc | | | | |
| **PLEASE FILE THE ATTACHED AND RETURN:** | | | | |
| Plain Copy | | | | |
| Certified Copy | | | | |
| **PLEASE OBTAIN THE FOLLOWING FOR THE A | BOVE ENTITY:** | | | |
| Document Number: | | | | |
| Certified Copy of Arts & Amendments | | | | |
| Certificate of Good Standing | | | | |
| **APOSTILLE'/NOTARIAL CERTIFICAT | 70N:** | | | |
| COUNTRY OF DESTINATION | | | | |
| NUMBER OF CERTIFICATES REQUESTED | | | | |
| TOTAL AMOUNT OWED: 18.75 | | | | |
| CHECK NUMBER: 226 | | | | |
| PLEASE CONTACT TINA AT 850-508-1891 FOR ANY PROBLEMS OR INI | FORMATION ON THIS | | | |
| MATTER. | | | | |
| Thank you! | | | | |
| Tina Goff, President | | | | |

COVER LETTER

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

| SUBJECT: TECHN | OLOGY ENHANCED CLAIMS H | • | | |
|-------------------------|--|--|---|--|
| | (PROPOSED CORPORA | TE NAME – MUST INCL | UDE SUFFIX) | |
| Enclosed are an orig | ginal and one (1) copy of the art | ticles of incorporation and | d a check for: | |
| ☐ \$70.00 Filing Fee | ☐ \$78.75 Filing Fee & Certificate of Status | \$78.75 Filing Fee & Certified Copy ADDITIONAL CO | \$87.50 Filing Fee, Certified Copy & Certificate of Status PY REQUIRED | |
| | | <u> </u> | | |
| Tri FROM: | ad Professional Services, LLC | | | |
| | Nam | e (Printed or typed) | | |
| 172 | 0 Windward Concourse, Ste. 390 | | | |
| Address | | | | |
| Alp | haretta, GA 30005 | | | |
| | City | , State & Zip | | |
| 770 | -777-2091 | | | |
| | Daytime 1 | Telephone number | | |
| | | | | |
| - | E-mail address: (to be use | d for future annual report | notification) | |

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

ARTICLES OF INCORPORATION FOR TECHNOLOGY ENHANCED CLAIMS HANDLING, INC.

The undersigned incorporator, for the purpose of forming a corporation for profit pursuant to the laws of the State of Florida, and particularly Chapter 607 of the Florida Statutes, hereby adopt the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be Technology Enhanced Claims Handling, Inc. For convenience, the corporation shall be referred to in this instrument as the "Company," these Articles of Incorporation as the "Articles", and the Bylaws of the Company as the "Bylaws."

ARTICLE 2 OFFICE

The principal office and mailing address of the Company shall be 4200 Northcorp Parkway, Suite 400, Palm Beach Gardens, FL 33410, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Company shall be kept at its principal office or at such other place as may be permitted by applicable.

ARTICLE 3 PURPOSE

The general nature of the business to be transacted by the Company shall be to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE 4 POWERS

The Company shall have all of the common-law and statutory powers of a corporation for profit under the laws of Florida, except as expressly limited or restricted by the terms of these Articles or the Bylaws, and all of the powers and duties reasonably necessary to operate Company pursuant to the Bylaws, as they may be amended from time to time.

ARTICLE 5 AUTHORIZED SHARES

The Company shall be authorized to issue up to one thousand (1,000) shares having a par value of one dollar (\$1.00) per share.

ARTICLE 6 TERM OF EXISTENCE

The Company shall have perpetual existence until such time as the Company shall be dissolved and its affairs wound up in accordance with applicable law.

SCONTIARY OF STATE

ARTICLE 7 INDEMNIFICATION

- Personal Liability. The personal liability of the directors of the Company is hereby eliminated to the fullest extent permitted under the laws of Florida, as the same may be amended and supplemented from time to time. Without limiting the generality of the foregoing, no director of the Company shall be liable to the Company or its shareholders for monetary damages (including, without limitation, any judgment, amount paid in settlement, fine, penalty, punitive damages, or expense of any nature including attorney's fees) for breach of any duty as a director, except for liability: (i) for any breach of the director's duty of loyalty to the Company or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law, or (iii) under Florida Statute §607.0831 or as provided in §607.0850, or (iv) for any transaction from which the director derived an improper personal benefit either directly or indirectly. No amendment to or repeal of this Article 7 shall apply to or have any effect on the liability or alleged liability of any director of the Company on, for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- 17.2 Indemnification. The Company shall, to the fullest extent permitted by the provisions of Florida Statutes §607.0831 and §607.0850, as the same may be amended and supplemented, indemnify the directors and officers whom it shall have power to indemnify under said sections from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said sections, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors, and administrators of such a person.
- 7.3 Amendment. No amendment, modification or repeal of this Article 7 shall adversely affect any right or protection of a director that exists at the time of such amendment; modification or repeal.

ARTICLE 8 OFFICERS

The day to day affairs of the Company shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Company and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The initial terms of office of the initial officers shall be for not more than one year after the date of incorporation of the Company. The names and addresses of the initial officers whose initial terms of office shall be for one year and who thereafter shall serve as designated by the Board of Directors are as follows:

Chief Executive Officer, President and Secretary:
Jeffrey Bernard Scott

TECHNOLOGY ENHANCED CLAIMS HANDLING, INC.



SECAL TARY OF STATE

4200 Northcorp Parkway Suite 400 Palm Beach Gardens, FL 33410

Chief Financial Officer:
Jennifer Lee Gravelle

TECHNOLOGY ENHANCED CLAIMS HANDLING, INC. 4200 Northcorp Parkway Suite 400 Palm Beach Gardens, FL 33410

ARTICLE 9 DIRECTORS

- 9.1 <u>Number and Qualification</u>. The property, business and affairs of the Company shall be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist at any time of not less than five (5) directors (each a "Director" comprising the "Board of Directors").
- 9.2 <u>Duties and Powers</u>. All of the duties and powers of the Company shall become exercised exclusively by the Board of Directors, its officers, agents, contractors or employees.
- 9.3 <u>Election; Removal.</u> Directors of the Company shall be elected at the annual-meeting of the shareholders in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws. Elections of directors need not be by written ballot except and to the extent provided in the Bylaws of the Company.
- 9.4 <u>Standards</u>. Each Director shall discharge his or her duties as a director, including any duties as a member of a committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Company. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Company whom the Director reasonably believes to be reliable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within the persons' professional or expert competence; or a committee of which the Director is not a member if the Director reasonably believes the committee merits confidence. A Director shall not be liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.
- 9.5 <u>Initial Directors</u>. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

NAME

ADDRESS

Jeffrey Bernard Scott

TECHNOLOGY ENHANCED CLAIMS

HANDLING, INC. 4200 Northcorp Parkway

Suite 400

Palm Beach Gardens, FL 33410

Jennifer Lee Gravelle

TECHNOLOGY ENHANCED CLAIMS

HANDLING, INC. 4200 Northcorp Parkway

Suite 400

Palm Beach Gardens, FL 33410

Daniel Benjamin Stencel

TECHNOLOGY ENHANCED CLAIMS

HANDLING, INC. 4200 Northcorp Parkway

Suite 400

Palm Beach Gardens, FL 33410

Richard Hannah Davis, Jr.

TECHNOLOGY ENHANCED CLAIMS

HANDLING, INC. 4200 Northcorp Parkway

Suite 400

Palm Beach Gardens, FL 33410

Alec Isabelle Jean Machiels

TECHNOLOGY ENHANCED CLAIMS

HANDLING, INC.

4200 Northcorp Parkway

Suite 400

Palm Beach Gardens, FL 33410

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ARTICLE 10 BYLAWS

The initial Bylaws of the Company shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws. Without limiting the foregoing, the shareholders of the Company may adopt or amend a Bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by the Florida Business Corporation Act.

ARTICLE 11 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

11.1 <u>Notice</u>. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in

the time and manner provided in Chapter 607 of the Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby. Amendments to these Articles may also be adopted by written consent as provided in the Bylaws and Chapter 607 of the Florida Statutes.

- 11.2 <u>Adoption</u>. Amendments shall be proposed and adopted in the manner provided under applicable Florida law
- 11.3 <u>Filing</u>. A copy of each amendment shall be filed with the Secretary of State of the State of Florida pursuant to the provisions of applicable Florida law.

ARTICLE 12 INCORPORATORS

The name and addresses of the incorporator of the Company and the person signing these articles of incorporation is Jennifer Lee Gravelle, whose address is 4200 Northcorp Parkway, Suite 400, Palm Beach Gardens, FL 33410.

ARTICLE 13 <u>INITIAL REGISTERED OFFICE;</u> <u>ADDRESS AND NAME OF REGISTERED AGENT</u>

The initial registered office of the Company shall be at 4200 Northcorp Parkway, Suite 400, Palm Beach Gardens, FL 33410, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Paul Clark.

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IN WITNESS WHEREOF, these Articles of Incorporation have been signed this day of February, 2016.

Name: Jennifer Lee Title: Incorporator

ACKNOWLEDGMENT:

Having been named the statutory registered agent to accept service of process for Technology Enhanced Claims Handling, Inc., at the place designated in this Certificate, familiar with the obligations of that position, and hereby accept the same and agreement in this capacity, and agree to comply with the provisions of Florida law relative to keeping registered office open.

Paul Clark, Registered Agent

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SECRETARY OF STATIONS WHEN OF CORPORATIONS