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315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686  
City/State/Zip Phone #

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Doctors Healthcare Plans, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
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NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
DOCTORS HEALTHCARE PLANS, INC.**

(Pursuant to Sections 607.0202, 607.1006, 607.1003, and 607.1007 of the  
Florida Business Corporation Act)

The Amended and Restated Articles of Incorporation filed with the Division of Corporations of the Florida Department of State on August 24, 2017, as amended on April 25, 2023, and as further amended on March 13, 2024 (the "**Amended A&R Articles**"), are hereby amended and restated in their entirety as set forth in this Second Amended and Restated Articles of Incorporation.

**FIRST:** The name of this corporation is Doctors Healthcare Plans, Inc. (the "**Corporation**").

**SECOND:** The principal and mailing address of the Corporation is 2020 Ponce De Leon Blvd, 901, Coral Gables, Florida 33134.

**THIRD:** The address of the registered office of the Corporation in the State of Florida is 2020 Ponce De Leon Blvd, 901, Coral Gables, Florida 33134. The name of the registered agent at such address is Rafael Perez.

**FOURTH:** 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 Business Corporation Act.

**FIFTH:** Immediately upon the filing of this Second Amended and Restated Articles of Incorporation (which, as used herein, shall mean the certificate of incorporation of the corporation, as amended from time to time), with the Florida Department of State, Division of Corporations, automatically and without further action on the part of the holders of Series A Preferred Stock (the "**Original Series A**"), Class A Common Stock (the "**Original Class A**"), Class B Common Stock (the "**Original Class B**"), and Class B Restricted Stock (the "**Original Restricted Class B**"), and collectively with the Original Series A, the Original Class A, and the Original Series B, the "**Original Capital Stock**"), all of the shares of the Original Capital Stock outstanding or held by the corporation as treasury stock shall be exchanged for one (1) share of Common Stock (as defined below). Immediately after the exchange, each share of Original Capital Stock shall be cancelled.

**SIXTH:** The total number of shares of all classes of stock which the Corporation shall have authority to issue is one (1) shares of common stock, \$0.01 par value per share ("**Common Stock**").

**SEVENTH:** To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. If the Business Corporation Act or any other law of the State of Florida is amended after approval by the shareholders of this Article Seventh to authorize corporate action further eliminating or limiting the personal liability of directors then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Business Corporation Act as so amended.

Any repeal or modification of the foregoing provisions of this Article Seventh by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of any director of the Corporation with respect to any acts or omissions of such director occurring prior to such repeal or modification.

**EIGHTH:** To the fullest extent permitted by applicable laws, the Corporation shall provide indemnification of (and advancement of expenses to) directors, officers and agents of the Corporation (and

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any other persons to which Business Corporation Act permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of Shareholders or disinterested directors or otherwise in excess of indemnification and advancement otherwise permitted by Section 607.0850 of the Business Corporation Act.

Any amendment, repeal or modification of the foregoing provisions of this Article Eighth shall not adversely affect any right or protection of any director, officer or other agent of the Corporation existing at the time of such amendment, repeal or modification.

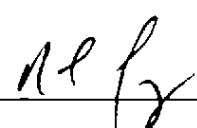
**NINTH:** The name of the incorporator is Albert Hernandez with a street address located at 701 Brickell Avenue, Suite 3300, Miami, FL 33131.

\* \* \*

This Second Amended and Restated Articles of Incorporation was adopted by the shareholders of the Corporation on May 30, 2024. The number of votes cast for the amendment by the shareholders was sufficient for approval in accordance with the Florida Business Corporation Act.

**IN WITNESS WHEREOF**, this Second Amended and Restated Articles of Incorporation has been executed by a duly authorized officer of this corporation on this 20th day of June, 2024.

**DOCTORS HEALTHCARE PLANS, INC.**, a Florida corporation

By:   
Name: Rafael Perez  
Title: Executive Director  
Date: June 20, 2024

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