

10/12/2017

Division of Corporations

P17000083336

**Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet**

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H17000269274 3)))



H170002692743ABC5

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.**

To:

Division of Corporations
Fax Number : (850)617-6381

**Resubmission, Please keep
file date of 10/12/2017**

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (512)418-6949
Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

RECEIVED

17 OCT 16 AM 9:04

**CLERK OF SUPERIOR COURT
BUREAU OF COMMERCIAL
INFORMATION SERVICES**

**FLORIDA PROFIT/NON PROFIT CORPORATION
Devoted Health Plan of Florida, Inc.**

| | |
|-----------------------|----------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 05 |
| Estimated Charge | \$78.75 |

2017 OCT 16 AM 10:50

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

**ARTICLES OF INCORPORATION
OF
DEVOTED HEALTH PLAN OF FLORIDA, INC.**

The undersigned incorporators, pursuant to Chapters 607 and 641, Florida Statutes, adopt these Articles of Incorporation of Devoted Health Plan of Florida, Inc.

**ARTICLE I
ORGANIZATION**

The Corporation is a company organized under Chapter 607, the Florida Business Corporation Act.

**ARTICLE II
NAME**

The name of the Corporation shall be Devoted Health Plan of Florida, Inc. (the "Corporation").

**ARTICLE III
EFFECTIVE DATE**

The effective date of these Articles of Incorporation shall be the date of filing.

**ARTICLE IV
PRINCIPAL OFFICE**

The address of the Principal Office and the mailing address of the Corporation in Florida is 3350 SW 148th Avenue, Suite 110, Miramar, Florida 33027. The location of the Principal Office and the mailing address shall be subject to change as may be provided in the Bylaws.

**ARTICLE V
PURPOSE**

The purpose of the Corporation is to engage in the business of a Health Maintenance Organization and any other activity or business now or hereafter permitted under the laws of the United States and of the State of Florida. The Corporation shall exist perpetually.

**ARTICLE VI
STOCK**

The total number of shares of capital stock which the Corporation shall have the authority to issue shall be 10,000,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$1.00 per share. Pursuant to Section 641.225, Florida Statutes, the Corporation shall maintain capital and surplus in an amount sufficient to comply with Sections 641.225, Florida Statutes, and other applicable provisions of the Florida Statutes, as may be amended from time to time.

ARTICLE VII SHAREHOLDERS

A majority of the shares of Common Stock of the Corporation shall be owned at all times, either directly or indirectly through one or more intermediate holding companies, by Devoted Health, Inc. ("Devoted").

For the purposes of this Article, a "majority of the shares of Common Stock of the Corporation" shall be defined as no less than 51% of the shares of Common Stock of the Corporation.

ARTICLE IX INITIAL REGISTERED AGENT AND OFFICE

The Corporation's registered agent shall be CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

ARTICLE X DIRECTORS

The number of Directors of the Corporation shall be no fewer than five (5), a majority of whom must be citizens of the United States. The Directors of the Corporation shall be elected by the shareholders as provided in the Bylaws and shall hold their offices for such period as the Bylaws shall establish, or until their successors are duly elected and qualified.

ARTICLE XI INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE XII SHAREHOLDER ACTION WITHOUT A MEETING

Any action required or permitted by Florida law to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice, and without a vote if the action is taken by the holders of outstanding stock of each voting group entitled to vote thereon having not less than the minimum number of votes with respect to each voting group that would be necessary to authorize or take such action at a meeting at which all voting groups and shares entitled to vote thereon were present and voted.

ARTICLE XIII AMENDMENTS

The power to amend the Articles of Incorporation shall be reserved exclusively to the shareholders.

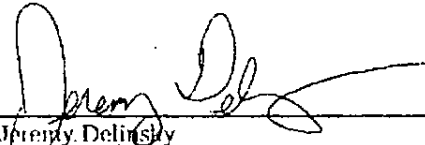
**ARTICLE XIV
INCORPORATOR**

The name and addresses of the incorporator, who is over the age of eighteen, and a United States citizen is:

Jeremy Delinsky
3350 SW 148th Avenue
Suite 110
Miramar, Florida 33027

(Execution page follows)

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal this 11 day of OCTOBER, 2017.



Jeremy Delinsky

STATE OF Massachusetts
COUNTY OF Middlesex

BEFORE ME, the undersigned authority, personally appeared Jeremy Delinsky, who acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purpose therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 11 day of OCTOBER, 2017.

(Seal)

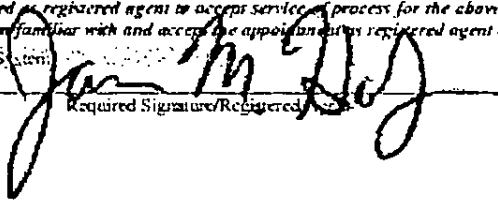


NOTARY PUBLIC
My Commission Expires: 4.19.24



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.

By:


Required Signature/Registered Agent

10/13/2017
Date