

Florida Department of State  
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Email Address: *Mr. Jolly@bcbsfl.com*

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**FLORIDA BLUE MEDICARE, INC.**

Certificate of Status	1
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA BLUE MEDICARE, INC.

ARTICLE I  
ORGANIZATION

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

ARTICLE II  
NAME

The name of the Corporation shall be Florida Blue Medicare, 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 principal place of business and mailing address of the Corporation within Duval County, Florida, shall be as follows:

4800 Deerwood Campus Parkway  
Jacksonville, Florida 32246

ARTICLE V  
PURPOSE

The purpose for which the corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE VI  
STOCK

The aggregate number of shares which the corporation shall have authority to issue shall be 1,000,000 shares of common stock at no par value each.

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 GuideWell Mutual Holding Corporation ("GuideWell Mutual").

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 percent of the shares of Common Stock of the Corporation.

ARTICLE VIII  
TERM OF EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE IX  
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and office of the Corporation shall be as follows:

Deirdre MacCarthy  
4800 Deerwood Campus Parkway – Building 100 – 7<sup>th</sup> Floor  
Jacksonville, Florida 32246

ARTICLE X  
DIRECTORS

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 voted.

ARTICLE XIII  
AMENDMENTS

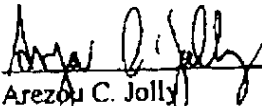
The power to amend the Articles of Incorporation shall be reserved exclusively to the shareholders.

ARTICLE XIV  
INCORPORATOR

The name and addresses of the incorporator is:

Name	Address
Arezou C. Jolly, Esq.	4800 Deerwood Campus Parkway Jacksonville, FL 32246

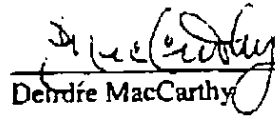
IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this  
22<sup>nd</sup> day of June, 2018.

  
Arezou C. Jolly

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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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.

  
Deirdre MacCarthy

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