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(Requestor's Name)

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(City/State/Zip/Phone #)

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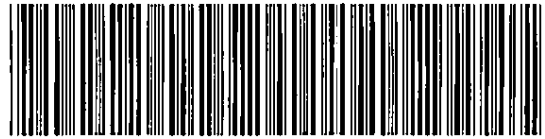
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02/13/20--01028--001 \*\*532.50

LS  
2-13-2020

Accepted Amended & Restated  
as a conversion due to  
insurance mandates.

originally filed to 753198  
in error.

Record corrected 2-13-2020.  
Per Carlos/AGC.



An independent member of the

Suzanne U. Horne  
Vice President, Senior Counsel and Board  
Governance  
Legal Affairs Division

Blue Cross and Blue Shield of Florida, Inc.  
4800 Deerwood Campus Parkway  
Building 100, 7<sup>th</sup> Floor  
Jacksonville, FL 32246-8273

Telephone 904-905-8720  
Facsimile 904-905-9870

February 10, 2020

Lynn Shoffstall, Bureau Chief  
Bureau of Commercial Recording  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

**Re: Blue Cross and Blue Shield of Florida, Inc.**

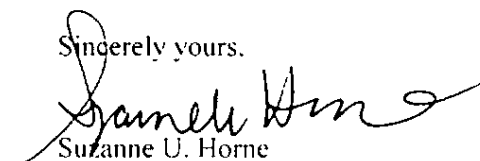
Dear Ms. Shoffstall,

Attached please find a check in the amount of \$532.50 for the Florida Department of State. This is the amount that you requested to cover the difference of the Annual Report fees of a not-for-profit to profit corporation from 2013 to 2019. As we discussed, Blue Cross and Blue Shield of Florida (BCBSF) reorganized as a stock company as required and approved by the Florida Department of Insurance effective January 1, 2014. We submitted the Amended and Restated Articles of Incorporation on December 13, 2013 to Darlene Connell in your office, however BCBSF's status was not changed by the Department of State at that time and has continued to show incorrectly on the Sunbiz site as a not-for-profit company.

Upon receipt of this check, I understand that you will take the appropriate steps to correct the information on Sunbiz and make the conversion effective January 1, 2014.

Thank you for your assistance. Please confirm with me in email upon receipt of the check and correction on Sunbiz.

Sincerely yours,



Suzanne U. Horne

SUH:cw

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**Connell, Darlene**

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**From:** DWhitley@foley.com  
**Sent:** Friday, December 13, 2013 11:15 AM  
**To:** Connell, Darlene  
**Cc:** GDavis@foley.com; TMaida@foley.com  
**Subject:** Blue Cross Blue Shield of Florida, Inc. - Amended and Restated Articles of Incorporation

Darlene,

As you requested in your follow-up call, below is a summary of our conversation regarding the stock component of the restated articles of incorporation for Blue Cross Blue Shield of Florida, Inc. that we submitted.

Pursuant to Chapter 628 of the Florida Statutes (the "Insurance Statute"), Blue Cross Blue Shield of Florida, Inc. is **reorganizing** to create a mutual insurance holding company structure. The Florida Office of Insurance Regulation has approved the reorganization (as evidenced in part by the approval stamped on the articles we submitted).

As part of reorganization and as required by the Insurance Statute, a new mutual insurance holding company was formed, Guidewell Mutual Holding Corporation, and Blue Cross Blue Shield of Florida, Inc. will reorganize as a **stock insurance company** and as such **will have capital stock** – all of which must be issued to Guidewell Mutual Holding Corporation as required by Fl. Stat. Section 628.709.

Please let me know if you have any further questions and thanks for your help!

Danielle R. Whitley  
Foley & Lardner LLP  
1 Independent Drive, Suite 1300  
Jacksonville, Florida 32202  
Main Office: (904) 359-2000  
Direct Dial: (904) 359-8789  
Fax: (904) 359-8700  
[dwhitley@foley.com](mailto:dwhitley@foley.com)  
website: [www.foley.com](http://www.foley.com)

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**APPROVED**

DEC 10 2013

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF

Decided by: Lena Cuyunick

Effective: 1-1-14

BLUE CROSS AND BLUE SHIELD OF FLORIDA, INC.

I am the President of Blue Cross and Blue Shield of Florida, Inc., a Florida corporation under Chapters 617 and 628, Florida Statutes, and I do hereby certify that:

1. The name of the Corporation is Blue Cross and Blue Shield of Florida, Inc.; and
2. In compliance with Chapter 628, Florida Statutes, a majority of those members of Blue Cross and Blue Shield of Florida, Inc. present in person or represented by proxy at a lawful meeting of the members held on September 10, 2013, affirmatively voted to adopt these Amended and Restated Articles of Incorporation and the number of votes cast was sufficient for approval.

Therefore, the Corporation hereby amends and restates its Articles of Incorporation to read as follows:

ARTICLE I  
ORGANIZATION

The Corporation is a company organized under the Florida Business Corporations Act pursuant to a reorganization in accordance with Chapter 628, Florida Statutes.

ARTICLE II  
NAME

The name of the Corporation shall be Blue Cross and Blue Shield of Florida, Inc. (the "Corporation").

ARTICLE III  
EFFECTIVE DATE

The effective date of these Articles of Incorporation shall be January 1, 2014 or, if later, 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 general purpose of the Corporation shall be to establish, maintain and operate an insurance company in the State of Florida to promote the betterment of public health through the availability of health insurance, and to engage in programs to contain health care costs and provide for the mutual protection and benefit of those persons who hold insurance policies issued by the Corporation or have a beneficial interest in such policies, by providing and operating an effective and progressive prepayment and financing mechanism for health care services consistent with the needs of the community through developing and implementing innovative methods to deal with the economic and delivery opportunities and problems of health care and to serve in the capacity as an administrator of federal, state and local government financed health care programs, and to assist, in an underwriting capacity and otherwise, mutual and non-profit corporations incorporated in and doing business in other states, territories and possessions of the United States in their providing of hospital, medical and other health care services and in their activities as administrators of federal, state and local government and privately financed health care programs.

The Corporation shall be authorized to engage in the transaction of any form of disability insurance or health insurance business and any other type of insurance which may be written by a health or disability insurer, including, without limitation, any type of program which may be transacted by a care service plan corporation, and to engage in any activities, reasonably and necessarily incidental to such insurance business and any other activity permitted by law.

It is hereby provided that said purposes are not intended to limit or restrict in any manner the powers or purposes of the Corporation to any extent permitted by law, nor shall the expression of one thing be deemed to exclude another although it be of like nature.

The Corporation is subject to and shall be entitled to the exemptions and provisions of the Laws of Florida, Chapter 628 "Stock and Mutual Insurers; Holding Companies."

## 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 par value \$1.00 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.

## ARTICLE VIII TERM OF EXISTENCE

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

|                   |   |
|-------------------|---|
|                   | Jacksonville, FL 32246  |
| Charles S. Joseph | Blue Cross and Blue Shield of Florida, Inc.<br>4800 Deerwood Campus Parkway<br>Jacksonville, FL 32246 |
| Joyce A. Kramzer  | Blue Cross and Blue Shield of Florida, Inc.<br>4800 Deerwood Campus Parkway<br>Jacksonville, FL 32246 |
| Jon R. Urbanek    | Blue Cross and Blue Shield of Florida, Inc.<br>4800 Deerwood Campus Parkway<br>Jacksonville, FL 32246 |
| Robert E. Wall    | Blue Cross and Blue Shield of Florida, Inc.<br>4800 Deerwood Campus Parkway<br>Jacksonville, FL 32246 |

**ARTICLE IX  
INITIAL REGISTERED AGENT AND OFFICE**

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

Chief Financial Officer  
200 E. Gaines St.  
Tallahassee, FL 32399

**ARTICLE X  
DIRECTORS**

The Corporation shall never have less than five (5) directors. The number of directors that shall constitute the Board of Directors of the Corporation shall be set forth from time to time in the Bylaws. 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**

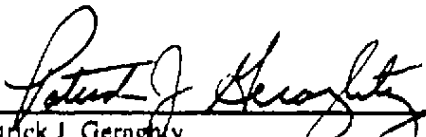
The power to amend the Articles of Incorporation shall be reserved exclusively to the shareholders.

**ARTICLE XIV  
INCORPORATORS**

The names and addresses of the incorporators are:

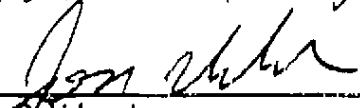
| <u>Name</u>         | <u>Address</u>  |
|---------------------|---|
| Patrick J. Geraghty | Blue Cross and Blue Shield of Florida, Inc.<br>4800 Deerwood Campus Parkway |

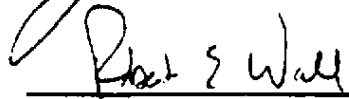
IN WITNESS WHEREOF, the incorporator has hereunto set his hands and seals this  
29th day of November, 2013.

  
Patrick J. Geraghty

  
Charles S. Joseph

  
Joyce A. Kranzer

  
Jon Urbanek

  
Robert E. Wall