

P210000 30557

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



☒ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

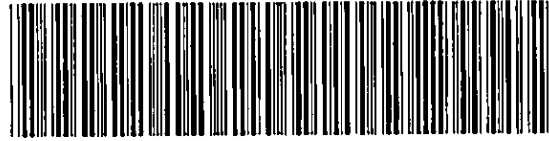
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

W210000 44146

Office Use Only



700363057497

F

03/31/21--01004--001 \*\*78.75

APR 31 AM 8:59

10

APR 31 AM 8:04

## COVER LETTER

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

SUBJECT: Guidewell Simplifi, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00      ☒ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status  
**ADDITIONAL COPY REQUIRED**

FROM: Nicholas Paquette  
Name (Printed or typed)

106 E College Avenue, STE 900  
Address


Tallahassee, FL 32301  
City, State & Zip

850-222-6100  
Daytime Telephone number

npaquette@foley.com  
E-mail address: (to be used for future annual report notification)

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

MAR 26 2021



LEGAL SERVICES OFFICE

ARTICLES OF INCORPORATION  
OF  
GUIDEWELL SIMPLIFI, INC.

The undersigned incorporators, pursuant to Chapters 607 and 628, Florida Statutes, adopt these Articles of Incorporation of GuideWell Simplifi, Inc., a stock insurer.

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 GuideWell Simplifi, 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 of the Corporation is to engage in the business of life and health insurance and any other activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE VI  
STOCK

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue shall be 1,000,000 shares, all of which shares shall be denominated "Common Stock," having a par value of \$1.00 per share. Pursuant to Section 628.121, Florida Statutes, the

Corporation shall maintain capital and surplus in an amount sufficient to comply with Sections 624.407 and 624.408, Florida Statutes, and other applicable provisions of the Florida Insurance Code, 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 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

Pursuant to Section 624.422, Florida Statutes, as amended from time to time, the Corporation's registered agent shall be the Chief Financial Officer of the State of Florida, whose address at the time of adoption of these Articles is as follows:

Chief Financial Officer  
P.O. Box 6200 (32314-6200)  
200 E. Gaines St  
Tallahassee, FL 32399

#### 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.

2021 MAR 31 AM 9:00

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  
INCORPORATORS

The names and residence street addresses of the incorporators, all of whom are over the age of eighteen, and a majority of whom are United States citizens are:

Name	Address
Arezou C. Jolly, Esq.	4800 Deerwood Campus Parkway Jacksonville, FL 32246
William Coats	4800 Deerwood Campus Parkway Jacksonville, FL 32246
Carl Bailey	4800 Deerwood Campus Parkway Jacksonville, FL 32246
Jon Urbanek	4800 Deerwood Campus Parkway Jacksonville, FL 32246
Charles Divita III	4800 Deerwood Campus Parkway Jacksonville, FL 32246

Charles Divita III	4800 Deerwood Campus Parkway Jacksonville, FL 32246
--------------------	--

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this 15<sup>th</sup> day of March, 2021.

Arezou C. Jolly  
Arezou C. Jolly

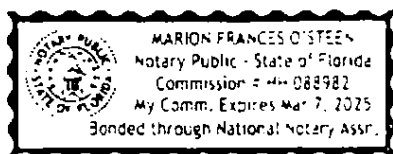
STATE OF Florida  
COUNTY OF Duval

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15<sup>th</sup> day of March, 2021 by Arezou C. Jolly. She (check one) ☒ is personally known to me, or ☐ has produced a valid driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of March, 2021.

Marion Frances O'Steen  
NOTARY PUBLIC  
My Commission Expires:

(Seal)



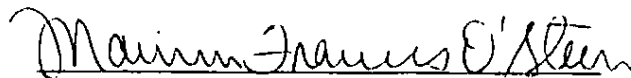
IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this 15<sup>th</sup> day of March, 2021.

  
William Coats

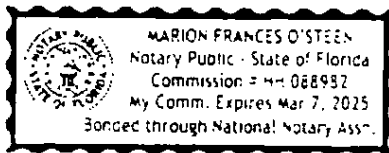
STATE OF Florida  
COUNTY OF Duval

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15<sup>th</sup> day of March, 2021 by William Coats. S/he (check one) ☒ is personally known to me, or ☐ has produced a valid driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of March, 2021.

  
NOTARY PUBLIC  
My Commission Expires:

(Seal)



2021 MAR 31 AM 9:00

IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this 15<sup>th</sup> day of March, 2021.

Jon Urbanek  
Jon Urbanek

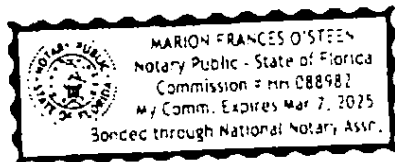
STATE OF Florida  
COUNTY OF Duval

The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 15<sup>th</sup> day of March, 2021 by Jon Urbanek. S/he (check one) ☒ is personally known to me, or ☐ has produced a valid driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15<sup>th</sup> day of March, 2021.

Marion Frances O'Steen  
NOTARY PUBLIC  
My Commission Expires:

(Seal)



2021 MAR 31 AM 9:00



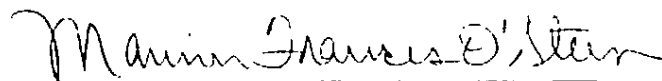
IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this 16<sup>th</sup> day of March, 2021.

  
Charles Divita III

STATE OF Florida  
COUNTY OF Duval

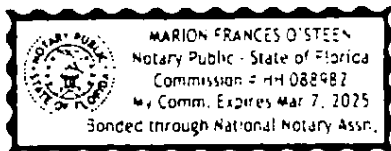
The foregoing Articles of Incorporation were acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16<sup>th</sup> day of March, 2021 by Charles Divita III. S/he (check one) ☒ is personally known to me, or ☐ has produced a valid driver's license as identification.

March IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16<sup>th</sup> day of March, 2021.



NOTARY PUBLIC  
My Commission Expires:

(Seal)



IN WITNESS WHEREOF, the incorporator has hereunto set her hand and seal this 16th day of March, 2021.

*Carl Bailey*

Carl Bailey

STATE OF Florida  
COUNTY OF Broward

The foregoing Articles of Incorporation were acknowledged before me by means of physical presence or ☒ online notarization, this 16th day of March, 2021 by Carl Bailey. S/he (check one) ☐ is personally known to me, or ☒ has produced a valid driver's license as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 16th day of March, 2021.

*Kimalee Tresa Edwards*

NOTARY PUBLIC Kimalee Tresa Edwards  
My Commission Expires: 12/25/2022

Notarized online using audio-video communication

(Seal)

