

P21000074579

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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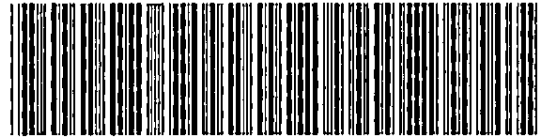
(Business Entity Name)

(Document Number)

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FILED
2021 AUG 26 AM 10:53
CLERK OF DISTRICT COURT
JULIA A. BUTTER

A. Butter
9/8/21

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Oscar Health Maintenance Organization of Florida, Inc.

DOCUMENT NUMBER: P21000074579

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Casey Dennison

Name of Contact Person

Oscar Health

Firm/ Company

75 Varick Street, 5th Floor

Address

New York, NY 10013

City/ State and Zip Code

cdennison@hioscar.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Casey Dennison

at (301)

919-7864

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|---|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|---|---|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Articles of Amendment
to
Articles of Incorporation
of

FILED

Oscar Health Maintenance Organization of Florida, Inc.

2021 AUG 26 AM 10:53

(Name of Corporation as currently filed with the Florida Dept. of State)

P21000074579

DEPT. OF STATE
TALLAHASSEE, FL

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co." A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: New York, Florida 10013
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

Check if applicable

☐ The amendment(s) is/are being filed pursuant to s. 607.0120 (11) (c), F.S.

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<u>X Change</u>	<u>PT</u>	<u>John Doe</u>
-----------------	-----------	-----------------

X Remove V Mike Jones

X Add	SV	Sally Smith
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<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
--------------------------------------	--------------	-------------	----------------

1) _____ Change _____
 _____ Add _____
 _____ Remove _____

2) _____ Change _____
 _____ Add _____
 _____ Remove _____

3) _____ Change _____

_____ Add _____

_____ Remove _____

4) _____ Change _____
 _____ Add _____
 _____ Remove _____

5) _____ Change _____
 _____ Add _____
 _____ Remove _____

6) _____ Change _____
_____ Add _____
Remove _____

August 19, 2021

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the incorporators, or board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval
by _____"
(voting group)

8/19/2021
Dated _____
DocuSigned by:

Signature Mario Schlosser
18352C4E9E604FC
(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Mario Schlosser

(Typed or printed name of person signing)

Incorporator

(Title of person signing)

**ARTICLES OF INCORPORATION
OF
OSCAR HEALTH MAINTENANCE ORGANIZATION OF FLORIDA, INC.**

WHEREAS, the incorporators of Oscar Health Maintenance Organization of Florida, Inc. (the "Company" or the "Corporation") desire, in order to conduct business as a Florida domestic insurance company, to adopt these Articles of Incorporation.

NOW, THEREFORE, for the reasons and purposes stated above, the Company hereby adopts these Articles of Incorporation as follows (these "Articles").

**ARTICLE ONE
NAME**

The name of the Corporation is Oscar Health Maintenance Organization of Florida, Inc.

**ARTICLE TWO
DURATION**

The period of its duration is perpetual.

**ARTICLE THREE
PURPOSE**

The purpose of the Corporation shall be (i) to obtain and maintain approval as a health maintenance organization under Florida law; and (ii) engage in any other such activities as may be lawful under Florida law.

**ARTICLE FOUR
POWERS**

The Company shall have all of the common-law and statutory power of a corporation for profit under the laws of Florida, except as expressly limited or restricted by the terms of these Articles or the Bylaws, and all of the powers and duties reasonably necessary to operate the Company pursuant to the Bylaws, as they may be amended from time to time.

**ARTICLE FIVE
CAPITALIZATION**

The Corporation shall be authorized to issue One Millions shares of stock with a par value of \$1.00 each, amounting in the aggregate to One Million dollars (\$1,000,000). All of such shares shall be common stock of the Corporation. Unless specifically provided otherwise herein or in the Bylaws of the Corporation, the holders of such shares shall be entitled to one vote for each share held in any shareholder vote in which any of such holders is entitled to participate.

**ARTICLE SIX
ISSUANCE OF SHARES**

The Corporation shall issue shares of the Corporation's authorized common shares, with a par value of \$1.00 per share, to the following subscribers in the amounts and for the consideration set forth below:

Subscriber Name	Number of Shares Issued	Consideration Paid
Oscar Health, Inc.	100	\$100

**ARTICLE SEVEN
PRINCIPAL PLACE OF BUSINESS**

The principal office and mailing address for this Corporation in Florida shall be 1200 South Pine Island Road, Plantation, Florida 33324, or such other place as may be subsequently designated by the Board of Directors. The principal place of business of this Corporation shall 75 Varick Street, 5th Floor, New York, NY 10013, or such other place as may be subsequently designated by the Board of Directors.

The Corporation shall appoint the Chief Financial Officer of Florida, 200 East Gaines Street, P.O. Box 6200, Tallahassee, Florida, as its registered agent and office for Service of Process. The Corporation shall additionally appoint CT Corporation System, located at 1200 South Pine Island Road, Plantation, Florida 33324, as the Corporation's registered agent and office for service of process.

**ARTICLE EIGHT
DIRECTORS AND OFFICERS**

The number of directors constituting the Board of Directors shall be no fewer than five and shall be determined in accordance with the Bylaws of the Corporation. The term of office of the initial directors shall not be for more than one year after the date of incorporation. The names, positions and citizenship of the persons who are to serve as the initial directors are as follows:

Alessandrea Quane (Chair)
Sameer Amin
Dennis Hillen
Jing Huang
Fausto Palazzetti

The Corporation shall have such officers as provided by the Corporation's Bylaws.

**ARTICLE NINE
PREEMPTIVE RIGHTS OF SHAREHOLDERS**

The preemptive right of any shareholder of the Corporation to acquire additional, unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of the Corporation, is hereby denied; provided, however, that nothing herein shall preclude the Corporation from granting preemptive rights by contract or agreement to any person, corporation, or other entity, as may be permitted by Florida law. Cumulative voting by the shareholders of the Corporation at any election of directors of the Corporation is hereby prohibited.

ARTICLE TEN ACTIONS BY SHAREHOLDERS WITHOUT A MEETING

Any action required to or that may be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall have been signed by the holder or holders of shares having not less than the minimum number of votes that would be necessary to take such action at a meeting at which holders of all shares entitled to vote on the action were present and voted.

ARTICLE ELEVEN LIMITED LIABILITY

No person who is or was a director of the Corporation shall be personally liable to the Corporation or any of its shareholders for monetary damages for an act or omission in such person's capacity as a director of the Corporation, except to the extent such exemption from liability or limitation thereof is not permitted by applicable law, as the same exists or hereafter may be changed. If applicable law is hereafter changed to authorize corporate action further limiting or eliminating the liability of directors, then the liability of a director to the Corporation or its shareholders shall be limited or eliminated to the fullest extent permitted by applicable law, as so changed. Any repeal or amendment of this Article by the shareholders of the Corporation or by changes in law, or the adoption of any other provision of these Articles inconsistent with this Article will, unless otherwise required by law, be prospective only (except to the extent such amendment or change in law permits the Corporation to further limit or eliminate the liability of directors) and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or amendment or adoption of such inconsistent provision with respect to acts or omissions occurring prior to such repeal or amendment or adoption of such inconsistent provision.

ARTICLE TWELVE INDEMNIFICATION

Each person who was or is a party or is threatened to be made a party to, or testifies or otherwise participates in, any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit, or proceeding (whether or not by or in the right of the Corporation), because such person is or was a director, officer, employee or agent of the Corporation or, while a director or officer, employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or

similar functionary of another foreign or domestic corporation, partnership, joint venture, proprietorship, trust, employee benefit plan, other enterprise or other entity (hereinafter a "Covered Person") shall be indemnified by the Corporation to the fullest extent authorized or permitted by applicable law, as the same exists or may hereafter be changed, against all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable expenses (including attorneys' fees and court costs) actually incurred by such person in connection with such action, suit, proceeding, appeal, inquiry or investigation, and such right to indemnification shall continue as to a person who has ceased to be a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall indemnify a Covered Person in connection with a proceeding (or part thereof) initiated by such Covered Person only if such proceeding (or part thereof) was authorized by the Board of Directors. The right to indemnification conferred by this Article shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The rights conferred on any Covered Person by this Article shall not be exclusive of any other rights which any Covered Person may have or hereafter acquire under law, these Articles, the Bylaws of the Corporation, an agreement, vote of shareholders or disinterested directors, or otherwise.

Any repeal or amendment of this Article by the shareholders of the Corporation or by changes in law, or the adoption of any other provision hereto inconsistent with this Article, will, unless otherwise required by law, be prospective only (except to the extent such amendment, change in law or adoption permits the Corporation to provide broader indemnification rights on a retroactive basis than permitted prior thereto), and will not in any way diminish or adversely affect any right or protection existing at the time of such repeal or amendment or adoption of such inconsistent provision in respect of any act or omission occurring prior to such repeal or amendment or adoption of such inconsistent provision.

This Article shall not limit the right of the Corporation, to the extent and in the manner authorized or permitted by law, to indemnify and to advance expenses to persons other than Covered Persons.

ARTICLE THIRTEEN ADOPTION OF BYLAWS

The shareholders of the Corporation are authorized to adopt the initial Bylaws of the Corporation. Thereafter, the Board of Directors may amend or repeal the Bylaws or adopt new Bylaws, subject to any limitations that may be contained in such Bylaws.

ARTICLE FOURTEEN INCORPORATORS

The names and addresses of the incorporator is as follows:

Alessandrea Quane, 75 Varick Street, 5th Floor, New York, New York 10013

**ARTICLE FIFTEEN
AMENDMENTS**

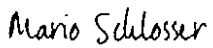
The Articles of Incorporation of the Corporation may be amended or restated by the Board of Directors at any time without shareholder action.

(Execution page follows)

IN WITNESS WHEREOF, the Incorporators have executed these Articles of Incorporation on the 19th day of August, 2021.

INCORPORATORS

Mario Schlosser

DocuSigned by:

*2352C4F9EF94FC