

P22 000028720

(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:

J. HORNE  
JUN 29 2023

Office Use Only



300411199723

2023 JUN 28 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



RECEIVED  
2023 JUN 28 AM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 840476 4319903

AUTHORIZATION :

COST LIMIT :

*[Signature]*  
\$35.00

ORDER DATE : June 27, 2023

ORDER TIME : 8:13 AM

ORDER NO. : 840476-005

CUSTOMER NO: 4319903

DOMESTIC AMENDMENT FILING

NAME: SECUR, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT

       RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY

XX PLAIN STAMPED COPY

       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Alexxis Weiland-sorenson -- EXT#

EXAMINER'S INITIALS: \_\_\_\_\_

**SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**OF**  
**SECUR, INC.**

(A Florida Business Corporation)

Pursuant to Sections 607.1006 and 607.1007 of the Florida Statutes, the Sole Shareholder of SECUR, Inc. has consented to and adopted these Second Amended and Restated Articles of Incorporation of the Corporation which Articles of Incorporation were originally filed on April 14, 2022.

**ARTICLE I**

**NAME AND ADDRESS**

The name of the corporation is SECUR, Inc. (the "Corporation"). The Corporation's principal place of business is 4200 West Cypress Street, Suite 690, Tampa, Florida 33607 and the Corporation's mailing address is 4200 West Cypress Street, Suite 690, Tampa, Florida 33607.

**ARTICLE II**

**PURPOSES**

The purposes of the Corporation include but are not limited to the following:

- (a) The Corporation is organized for any lawful purpose, and to do any and all things necessary, convenient, or incidental to that purpose; and
- (b) Notwithstanding the generality of the foregoing subsection (a), the purpose of the Corporation shall include obtaining one or more certificates of authority to operate licensed health plans in accordance with applicable laws and regulations. .

**ARTICLE III**

**AUTHORIZED SHARES AND SHAREHOLDERS**

The Corporation is authorized to issue 1,000 shares of capital stock. The sole shareholder of the Corporation is Chapters CareNU, Inc., its successors and assigns (the "Sole Shareholder"). The Sole Shareholder shall have and exercise such reserved rights and powers related to the Corporation as shall be set forth in the Bylaws of the Corporation.

#### **ARTICLE IV**

#### **DIRECTORS**

The number of directors constituting the Board of Directors of the Corporation shall be as provided in the Bylaws. The manner in which the Directors are to be elected or appointed shall be as stated in the Bylaws.

#### **ARTICLE V**

#### **OFFICERS**

The officers and their manner of election shall be as provided in the Bylaws.

#### **ARTICLE VI**

#### **REGISTERED AGENT AND OFFICE ADDRESS**

The registered agent for the Corporation is Paola Bianchi Delp. The registered office address for the Corporation is 4200 West Cypress Street, Suite 690, Tampa, Florida 33607.

#### **ARTICLE VII**

#### **BYLAWS**

The Bylaws of the Corporation may be amended, altered, added to or rescinded only by the Sole Shareholder by the vote of a majority of its board of directors at the time of such amendment.

#### **ARTICLE VIII**

#### **AMENDMENTS**

These Articles may be amended only by the Sole Shareholder as provided in the Bylaws.

#### **ARTICLE IX**

#### **DISTRIBUTION UPON DISSOLUTION**

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to the Sole Shareholder or as otherwise directed by the Board of Directors of the Sole Shareholder.

**ARTICLE X**  
**INDEMNIFICATION**

The Corporation shall indemnify any officer or director and any former officer or director to the fullest extent permitted by law.

**ARTICLE XI**  
**EFFECTIVE DATE**

These Second Amended and Restated Articles of Incorporation shall be effective upon filing with the Florida Department of State.

These Second Amended and Restated Articles of Incorporation were approved by the Sole Shareholder of the Corporation. The vote cast by the Sole Shareholder was sufficient for approval.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in sec. 817.155, Florida Statutes.

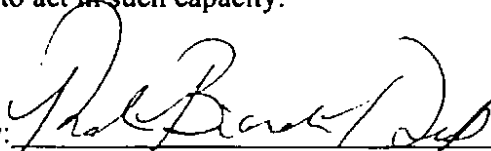
Dated this 26<sup>th</sup> day of June, 2023.

  
\_\_\_\_\_  
Paola Bianchi Delp, President

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named as registered agent to accept service of process on behalf of SECUR, Inc. (the "Corporation"), at the place designated in the Second Amended and Restated Articles of Incorporation of the Corporation, the undersigned hereby states that she is familiar with and accepts the appointment as registered agent and agrees to act in such capacity.

Dated this 26 day of June, 2023.

By:   
Name: Paola Bianchi Delp

**CERTIFIED RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF SECUR, INC.  
(Organizational Meeting)**

I, Paola B. Delp, Secretary of SECUR, Inc., a Florida corporation ("Corporation"), do hereby certify that the following resolutions were unanimously approved by the Board of Directors of the Corporation at a meeting of the Corporation held on June 26, 2023:

WHEREAS, the Board of Directors deems it in the best interest of the Corporation to amend and restate the Articles of Incorporation and Bylaws of the Corporation, and to designate a new registered agent and registered office for the Corporation.

NOW, THEREFORE, upon motion duly made, seconded and carried:

Articles of Incorporation

BE IT RESOLVED, that the Board of Directors hereby approves the Second Amended and Restated Articles of Incorporation of the Corporation attached hereto as Exhibit A and recommends them to the Sole Shareholder of the Corporation for adoption;

Bylaws

FURTHER RESOLVED, that the form of Amended and Restated Bylaws attached hereto as Exhibit B are hereby approved and recommended to the Sole Shareholder of the Corporation for adoption;

Registered Office

FURTHER RESOLVED, that the Board of Directors hereby approves a change to the registered office of the Corporation to 4200 West Cypress Street, Suite 690, Tampa, Florida 33607;

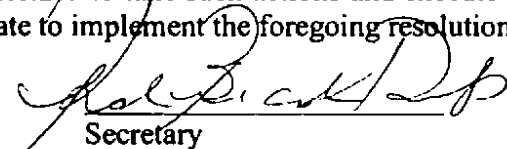
Registered Agent

FURTHER RESOLVED, that the Board of Directors hereby approves a change to the registered agent of the Corporation to Paola Bianchi Delp;

General Authorizations

FURTHER RESOLVED, that the President of the Corporation and such other corporate officers as she may designate be and hereby are authorized to take such actions and execute and file such documents as may be necessary or appropriate to implement the foregoing resolutions.

Date: June 26, 2023

  
Secretary

**CERTIFIED RESOLUTIONS OF THE  
BOARD OF DIRECTORS OF CHAPTERS CARENU, INC.  
(Organizational Meeting)**

I, Patricia B. Delp, Secretary of Chapters CareNU, Inc., a Florida corporation ("Corporation"), do hereby certify that the following resolutions were unanimously approved by the Board of Directors of the Corporation at a meeting of the Corporation held on June 26, 2023:

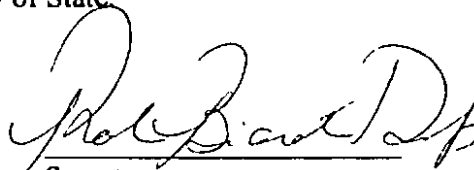
WHEREAS, the Board of Directors acting on behalf of the Corporation as the Sole Shareholder of SECUR, Inc., deems it in the best interest of SECUR, Inc. to approve the recommendations from the Board of Directors of SECUR, Inc. adopting the Second Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of SECUR, Inc.

NOW, THEREFORE, upon motion duly made, seconded and carried:

BE IT RESOLVED, that the Board of Directors of the Corporation approves the recommendations from the Board of Directors of SECUR, Inc. and hereby adopts the Second Amended and Restated Articles of Incorporation and Amended and Restated Bylaws of SECUR, Inc.; and

FURTHER RESOLVED, that the corporate officers of the Corporation and SECUR, Inc. are hereby directed to take the actions necessary or appropriate to implement these resolutions, including without limitation, the filing of the Second Amended and Restated Articles of Incorporation of SECUR, Inc. with the Florida Secretary of State.

Date: June 26, 2023

  
Secretary