

P240000033567

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

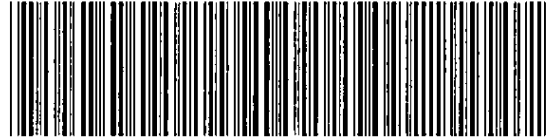
(Business Entity Name)

(Document Number)

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share
exchange

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2024 JUN 20 PM 12:15

DEPT. OF STATE
TALLAHASSEE, FLORIDA

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2024 JUN 20 PM 1:26

TALLAHASSEE, FLORIDA

A. RAMSEY

JUN 21 2024

X 00789
02250, 00524, 00671

Holland & Knight

Requester's Name
315 South Calhoun Street, suite 600

Address
Tallahassee, FL 32301 (850)425-5686
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Doctors Healthcare (Corporation Name) (Document #)
2. _____ (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

☐ Walk in

☐ Pick up time

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

- ☒ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☐ Merger

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 21, 2024

HOLLAND & KNIGHT

TALLAHASSEE, FL 32301

SUBJECT: DOCTORS HEALTHCARE PLANS HOLDINGS, INC.
Ref. Number: P24000033567

We have received your document for DOCTORS HEALTHCARE PLANS HOLDINGS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Articles of Share Exchange and the Amended and Restated Articles must be filed as two separate documents. The Articles of Share Exchange must not include the fifth paragraph stating that the amended & restated articles are attached. The Amended and Restated articles must include a date of adoption by the shareholders.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 224A00013590

FILED

2024 JUN 20 PM 12 15

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF SHARE EXCHANGE

The following Articles of Share Exchange are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "Act"):

First:

The name and jurisdiction of the acquiring eligible entity: DOCTORS HEALTHCARE PLANS HOLDINGS, INC., a Florida corporation (the "Acquiring Entity").

Second:

The name and jurisdiction of the acquired eligible entity: DOCTORS HEALTHCARE PLANS, INC., a Florida corporation (the "Acquired Entity").

Third:

The Acquiring Entity and the Acquired Entity have entered into that certain Agreement and Plan of Share Exchange dated effective as of June 20, 2024 (the "Agreement and Plan of Share Exchange").

Fourth:

Upon the effective date of the Articles of Share Exchange, among other things, pursuant to the terms of the Agreement and Plan of Share Exchange, each shareholder of the Acquired Entity will exchange all of the shares of capital stock of the Acquired Entity held by such shareholder for newly-issued shares of capital stock of the Acquiring Entity having designations, rights, powers and preferences, and qualifications, limitations and restrictions, identical to those of such exchanged share of capital stock of the Acquired Entity, with the result of the Acquired Entity becoming a wholly owned subsidiary of the Acquiring Entity (the "Share Exchange") and the Acquired Entity will amend and restate its articles of incorporation to effect to the exchange of all of the shares of capital stock of the Acquired Entity issued and outstanding as of immediately after the Share Exchange and held by the Acquiring Entity into one (1) share of common stock of the Acquired Entity.

Fifth:

Intentionally omitted.

Sixth:

The Agreement and Plan of Share Exchange was duly approved by the required vote or consent of each class or series of shares or eligible interests entitled to vote on approval of the exchange by the articles of incorporation or the organic rules of the acquired eligible entity on May 30, 2024.

Seventh

Pursuant to Section 607.0123 of the Act, the Share Exchange shall be effective upon the filing of these Articles of Share Exchange with the Florida Department of State, Division of Corporations.

IN WITNESS WHEREOF, the undersigned have caused these Articles of Share Exchange to be signed by an authorized officer and to be executed and delivered as of June 20, 2024.

ACQUIRING ENTITY:

DOCTORS HEALTHCARE PLANS HOLDINGS, INC., a Florida corporation.

ACQUIRED ENTITY:

DOCTORS HEALTHCARE PLANS, INC., a Florida corporation.

By: _____

Name: Rafael Perez

Title: Executive Director

By: _____

Name: Rafael Perez

Title: Executive Director