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TALLAHASSEE, FL 32301

MS

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

ACCOUNT NO. : I20000000195

REFERENCE : FIN-58793

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : 07/18/24

ORDER TIME :

ORDER NO. :

CUSTOMER NO:

DOMESTIC FILING

NAME: Wyzer Health of FL, Inc.

EFFECTIVE DATE:

- ☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON:

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
WYZER HEALTH OF FL, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Wyzer Health of FL, Inc. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 4532 W. Kennedy Blvd., Suite 432, Tampa, FL 33609.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented. Notwithstanding the generality of the foregoing, 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 IV: SHARES AND SHAREHOLDERS

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000 shares of capital stock, all of which shall be designated as Common Stock with a par value of \$0.01 per share. Pursuant to Section 641.225, Florida Statutes, the Corporation shall maintain capital and surplus in an amount sufficient to comply with Sections 641.225, Florida Statutes, and other applicable provisions of the Florida Statutes, as may be amended from time to time.

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 Wyzer Holdings, Inc. ("Holdings"). For purposes of this Article, a "majority of the shares of Common Stock of the Corporation" shall be defined as no less than 51% of the shares of Common Stock of the Corporation.

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 1201 Hays Street, Tallahassee, FL 32301. The name of the initial registered agent of the Corporation at that office is Corporation Service Company.

ARTICLE VI: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Cayman Weimer
Foley & Lardner LLP
100 North Tampa Street
Suite 2700
Tampa, FL 33602

ARTICLE VII: DIRECTORS

The number 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 VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "**Covered Person**") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "**Proceeding**"), by reason of the fact that they, or a person for whom they are the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

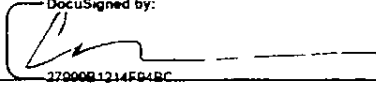
ARTICLE IX: SHAREHOLDER ACTION WITHOUT A MEETING

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 X: AMENDMENTS

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

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

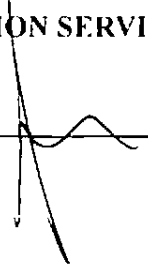
DocuSigned by:

3700081214F84BC
Cayman Weimer, Incorporator

7/18/2024
Date

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated herein, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

CORPORATION SERVICE COMPANY

By: 

7/18/24
Date

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