



PA 15000000260

November 23, 1994

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

300001339903  
-11/29/94--01036--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: Accountable Health Plans of Florida, Inc.  
Filing - Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are two originals of the Articles of Incorporation for the above-named corporation along with the Certificate of Designation of Registered Agent and a check in the amount of \$70.00 made payable to the Department of State - Florida.

Please send the stamped original to me at the following address:

Julie Ann Dubey  
Associate General Counsel  
American Medical Security  
P.O. Box 19032  
Green Bay, WI 54307-9032

If you have any questions or problems, please call me at 414-661-3064. Thank you for your prompt attention to this matter.

Very truly yours,

*Julie Ann Dubey*  
Julie Ann Dubey  
Associate General Counsel

JAD:lan

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
65 JAN -3 PM 2:35

W94-25455  
503

KAN 11-29



**FLORIDA DEPARTMENT OF STATE**

**Jim Smith**  
Secretary of State

November 29, 1994

**JULIE ANN DUBEY**  
**AMERICAN MEDICAL SECURITY**  
**P.O. BOX 19032**  
**GREEN BAY, WI 54307-0932**

**SUBJECT: ACCOUNTABLE HEALTH PLANS OF FLORIDA, INC.**  
**Ref. Number: W94000025455**

We have received your document for ACCOUNTABLE HEALTH PLANS OF FLORIDA, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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 (904) 487-6915.

**Kevin Nickens**  
Document Specialist

Letter Number: 994A00051179

ARTICLES OF INCORPORATION

OF

UNITY HMO OF FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN -3 PM 2:36

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation shall be Unity HMO of Florida, Inc.

ARTICLE II

Existence

The period of existence of the corporation shall be perpetual.

ARTICLE III

Purpose

The corporation is authorized to engage in any lawful activity including the business of health maintenance organizations for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV

Number of Shares

The aggregate number of shares which the corporation shall have authority to issue is Ten Thousand (10,000) shares of stock consisting of one class only, designated as "common stock" having a par value of One Cent (\$.01) each.

ARTICLE V

Registered Office

The registered office of the corporation in the State of Florida is located at 1200 S. Pine Island Road, Plantation, FL 33324, and its initial registered agent is located at 1200 S. Pine Island Road, Plantation, FL 33324, and the name of its initial registered agent at such address is CT Corporation System.

ARTICLE VI

Amendments

That said Articles of Unity HMO of Florida, Inc., cannot be changed without a three-fourths (3/4) majority vote of the stockholders and fifty-five percent (55%) approval of the Board of Directors.

ARTICLE VII

Preemptive Rights

That said Articles of Unity HMO of Florida, Inc., provide that each stockholder shall have preemptive rights as to the issuance of any additional shares of stock, notwithstanding any exception under Florida law regarding a stockholders preemptive rights.

ARTICLE VI

Directors

The number of directors constituting the initial Board of Directors of the corporation shall be as provided in the By-laws of the corporation. The number of directors of the corporation may, however, be changed from time to time by the By-laws of the corporation, but in no case shall be less than three (3).

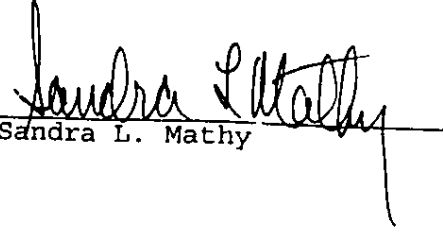
ARTICLE VII

Incorporator

The name and address of the incorporator is Sandra L. Mathy, 3100 AMS Boulevard, Green Bay, WI 54313.

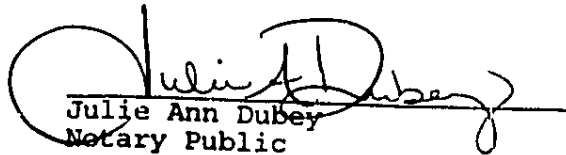
The principal place of business and mailing address of this corporation is 3100 AMS Boulevard, P.O. Box 19032, Green Bay, WI 54307-9032.

Executed in duplicate this 29<sup>th</sup> day of December, 1994.

  
Sandra L. Mathy

STATE OF WISCONSIN)  
COUNTY OF BROWN ) SS:

I, Julie Ann Dubey, a Notary Public, do hereby certify that on this 29th day of December, 1994, personally appeared before me Sandra L. Mathy, who being by me first duly sworn, declared that she is the person who signed the foregoing document as incorporator and that the statements therein contained are true.

  
Julie Ann Dubey  
Notary Public  
My commission is permanent.

This instrument was drafted by:

Julie Ann Dubey  
3100 AMS Boulevard  
Green Bay, WI 54313

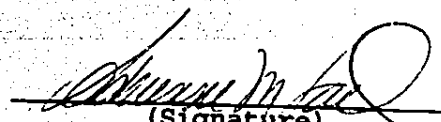
1-800-232-5432 Ext. 3064

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

**PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.**

1. The name of the corporation is:  
Unity HMO of Florida, Inc.
2. The name and address of the registered agent and office is:  
CT Corporation System  
1200 S. Pine Island Road  
Plantation, Florida 33324

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
(Signature)  
Adrienne M. Jacklin Asst. Secy.

December 12, 1994  
(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

Document Number Only  
**P95000000260**

**C T CORPORATION SYSTEM**  
 Corporation's Name  
**1311 Executive Center Drive, Ste. 200**  
 Address  
**Tallahassee, Fla. 32301 (904) 636-0290**  
 City State Zip Phone  
**CORPORATION(S) NAME**

**800001465318**  
 -04/26/95--01052--037  
 \*\*\*\*\*87.50 \*\*\*\*\*87.50

*Unity HMO of Florida, Inc.*  
*changing name to:*  
*American Medical Security Health Plan, Inc.*

- ☐ Profit ☒ NonProfit
- ☐ Foreign ☒ Domestic
- ☐ Limited Partnership ☐ Dissolution/Withdrawal
- ☐ Incorporation ☐ Annual Report
- ☒ Certified Copy ☐ Photo Copies
- ☐ Call When Ready ☐ Call If Problem
- ☐ Walk In ☐ Will Wait
- ☐ Mail Out
- ☐ Mergers ☐ Mark ☐ Other Changes of Information ☐ CUB / o/s
- ☐ After 4:30 PM Pick Up

Name
Availability
Document
Examiner
Unit/et
Verifier
Acknowledgment
W.P. Verifier

3:00  
 4-26-98

SECRETARY OF  
 TALLAHASSEE  
 FLORIDA  
 50 APR 26 PM  
 PLEASE RETURN EXTRA COPIES  
 CALL 678-8750

4/26  
 John  
 Name Ch.  
 C.C.

CH2EU31 (1-89)



**FLORIDA DEPARTMENT OF STATE**

Sandra B. Mortham  
Secretary of State

April 19, 1995

CT Corporation System

Tallahassee, FL

**SUBJECT: UNITY HMO OF FLORIDA, INC.**  
Ref. Number: P9500000260

We have received your document for UNITY HMO OF FLORIDA, INC. and check(s) totaling \$87.50. However, your check(s) and document are being returned for the following:

If shareholder approval was not required, a statement to that effect must be contained in the document.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6901.

Susan Payne  
Senior Corporate Section Administrator

Letter Number: 895A00018457



CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION

FILED  
95 APR 26 PM 2:34  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

UNITY HMO OF FLORIDA, INC., a corporation duly organized and existing under and by virtue of the Business Corporation Law of Florida, does hereby certify:

FIRST, that the Sole Incorporator of said corporation, by its unanimous written consent, filed with the minutes of the Corporation, adopted a Resolution on the 24 day of April, 1995, proposing and declaring advisable the following Amendment to the Certificate of Incorporation of said corporation:

SECOND, prior to the issuance of shares, the amendment was adopted by the Sole Incorporator and Shareholder action was not required.

NOW, THEREFORE, BE IT RESOLVED: That the Certificate of Incorporation of the Corporation be amended by changing the Article thereof numbered "I", so that as amended, said Article shall be and read as follows:

ARTICLE I  
Name

The name of the Corporation is American Medical Security Health Plan, Inc.

IN WITNESS WHEREOF, Unity HMO of Florida, Inc., has caused  
this Certificate to be signed by Sandra L. Mathy, its Sole  
Incorporator, this 24 day of April, 1995.

UNITY HMO OF FLORIDA, INC.

Sandra L. Mathy  
Sandra L. Mathy, Sole Incorporator