

99500006847

35 AUG 31 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Advantage Dental HealthPlans

8110 North University Drive • Ft. Lauderdale, FL 33321-1717

OFFICE USE ONLY

9000001575089
-08/31/95--01077--022
*****78.75 *****78.75

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

1. Business Healthcare Coalition
(Corporation Name) (Document #)
2. One
(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	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BUSINESS HEALTHCARE COALITION, INC.

RECEIVED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
95 AUG 31 AM 10:01

Article I - Name

The name of this corporation is : **Business HealthCare Coalition, Inc.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation.

Article III - Purpose

This corporation is organized for the lawful business purpose of bringing together businesses in order to create a force in negotiating healthcare premiums and other benefits.

Article IV- Capital Stock

This corporation is authorized to issue **Five Hundred (500)** shares of common stock.

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8100 North University Drive, Suite 300, Ft. Lauderdale, Florida 33321-1717; and the name of the initial registered agent of this corporation at that address is James Doran.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1).

Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is James Doran, 8100 North University Drive, Suite 300, Ft. Lauderdale, Florida 33321-1717.

Article VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation on this 28th day of August, 1995.


James Doran, Incorporator

STATE OF FLORIDA

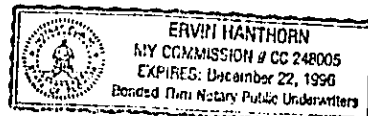
SS. :

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared **James Doran**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 28 day of August, 1995.


Notary Public



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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

Business Health Care Co.

2. The name and address of the registered agent and office is:

JAMES W. DORAN
(NAME)

8100 N. University Dr., Suite 300
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Ft. Lauderdale, FL 33321-1717
(CITY/STATE/ZIP)

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.

James W. Doran
(SIGNATURE)

8/28/1995
(DATE)

FILED
95 AUG 31 4:10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BUSINESS HEALTHCARE COALITION

8100 North University Drive, Suite 300

Ft. Lauderdale, Florida 33321-1717

Phone (305) 724-4253

Facsimile (305) 724-4230

P95000068047

September 11, 1995

Division of Corporations, Amendments Section

Attn.: Mrs. Karen Gibson

P. O. Box 6327

Tallahassee, FL 32314

Re: Filing Articles Of Correction
P95000068047

AIRBORNE DELIVERY

100001586651

-09/15/95--01096--011

*****35.00 *****35.00

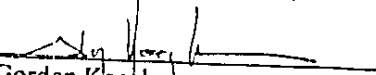
Dear Mrs. Gibson:

Enclosed please find the Business HealthCare Coalition's, Inc., articles of correction, articles of incorporation, certificate of incorporation, and check in the amount of \$35.00 submitted pursuant to Florida Statute 607.0124.

If you should have any questions or concerns, please do not hesitate to contact me at your earliest convenience.

Sincerely,

Business HealthCare Coalition, Inc.

By: 
Gordon Koezler,
General Counsel.

FILED
95 SEP 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Art of Correction
OK
9-12

ARTICLES OF CORRECTION
FOR
BUSINESS HEALTHCARE COALITION, INC.

FILED
95 SEP 12 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article 1.-Description of Document

Business HealthCare Coalition, Inc., filed the attached Articles of Incorporation on August 31, 1995.

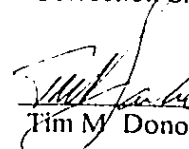
Article 2.-Incorrect Statement and Execution

The articles of Incorporation incorrectly describe the incorporator as, James Doran, in "Article VII-Incorporator" and also was improperly executed by the same individual through error. To date, James Doran remains the agent of record.

Article 3.-Correct Statement and Execution

The articles of Incorporation are corrected by describing the sole incorporator as, Tim M. Donoho, in "Article VII-Incorporator", with the address remaining the same, and is also corrected those Articles by executing these Articles of Correction

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Correction on this 11 day of September, 1995.


Tim M. Donoho, Incorporator

STATE OF FLORIDA

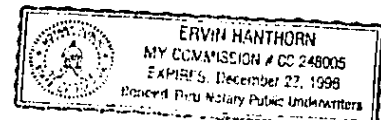
SS.:

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared Tim M. Donoho, known to me and known to be the person who executed the foregoing Articles of Correction, and he acknowledged before me that he executed these Articles of Correction.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this 11 day of September, 1995.


Notary Public



ARTICLES OF INCORPORATION
OF
BUSINESS HEALTHCARE COALITION, INC.

Article I - Name

The name of this corporation is **Business HealthCare Coalition, Inc.**

Article II - Duration

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation

Article III - Purpose

This corporation is organized for the lawful business purpose of bringing together businesses in order to create a force in negotiating healthcare premiums and other benefits.

Article IV- Capital Stock

This corporation is authorized to issue **Five Hundred (500)** shares of common stock

Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8100 North University Drive, Suite 300, Ft. Lauderdale, Florida 33321-1717; and the name of the initial registered agent of this corporation at that address is James Doran.

Article VI - Initial Board of Directors

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one (1)

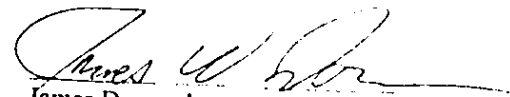
Article VII - Incorporator

The name and address of the person signing these Articles of Incorporation is James Doran, 8100 North University Drive, Suite 300, Ft. Lauderdale, Florida 33321-1717

Article VIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of Incorporation on this 28th day of August, 1995.


James Doran, Incorporator

STATE OF FLORIDA

SS :

COUNTY OF BROWARD

BEFORE ME, a notary public authorized to take acknowledgments in the State and County aforesaid, personally appeared **James Doran**, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County last aforesaid, this _____ day of August, 1995.

Notary Public

*Original was
notarized.*

**BUSINESS
HEALTHCARE
COALITION**

October 26, 1995

Department of State, Division of Corporations
Attn: Agent Section
409 E. Gaines St
Tallahassee, FL 32399

FILED

1995 OCT 27 PM 12:29

1010 LAKE
TALLAHASSEE, FLORIDA

DELIVERED VIA AIRBORNE

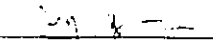
Re: Statement Change of Registered Agent
for Business HealthCare Coalition, Inc.
8100 N. University Dr, Suite 300
Ft. Lauderdale, FL 33321-1717
P95000068047

Dear Sir or Madam :

1. Pursuant to Florida Statute 607.0502 (1), please delete the current Registered Agent, James Doran, as the agent for Business HealthCare Coalition, Inc.
2. The new Registered Agent for the Business HealthCare Coalition is Tim Donoho, President of Business HealthCare Coalition, Inc.
3. The address of the Registered Agent remains the same at 8100 N. University Dr, Suite 300, Ft. Lauderdale, FL 33321-1717
4. The change of Registered Agent for Business HealthCare Coalition was authorized by resolution duly adopted by Business HealthCare Coalition's Board of Director(s).
5. Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this Statement, 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.
6. A check in the amount of \$35.00 is enclosed.


Date: 10-26-95
Tim M. Donoho, Registered Agent & President

Business HealthCare Coalition, Inc.,


Gordon Koegler, General Counsel

P 95000068047
KATZ, KUTTER, HAIGLER, ABERNETHY & YOUNG

PROFESSIONAL ASSOCIATION
ATTORNEYS AND COUNSELORS AT LAW

SIGMA MORELL ALDERMAN
JOHN M. ABALL
DONNA E. BLANTON
ALAN HARRISON BRENTS
DANIEL C. BROWN
BILL L. BRYANT, JR.
NANCY M. BURKE
JONATHAN B. BUTLER
RICHARD E. COATES
J. RILEY DAVIS
JOSE A. DIEZ ARQUELLES
MARTIN R. DIX
KENNETH W. DONNELLY
PAUL R. EZATOFF
WILLIAM M. FURLOW
MITCHELL B. HAIGLER
DAVID R. HEALY
MARK E. KAPLAN
ALLAN J. KATZ
EDWARD L. KUTTER
RICHARD P. LEE
JOHN C. LOVETT
CHRISTOPHER B. LUNNY
JOHN R. MARKS, III

POST OFFICE BOX 1877 32304-1877
HIGHPOINT CENTER
100 EAST COLLEGE AVENUE, 10TH FLOOR
TALLAHASSEE, FLORIDA 32301

TELEPHONE (904) 224-0634
TELECOPIER (904) 224-0103
TELECOPIER (904) 224-0104

SUNBANK CENTER
SUITE 1400
400 SOUTH ORANGE AVENUE
ORLANDO, FLORIDA 32801

TELEPHONE (407) 443-6480
TELECOPIER (407) 443-0863

REPLY TO TALLAHASSEE
December 6, 1995

TRAVIS E. MILLER
BRIAN M. NUGENT
DOUCE D. FLATT
ARTHUR L. STERN, III
LESA D. STREAM
GARY P. TIMIN
J. LARRY WILLIAMS
DAVID A. VON
PAUL A. ZEIGLER

OF COUNSEL
EDWARD S. JAFFRY
PATRICK F. MARONEY
CRAIG A. MEYER

GOVERNMENTAL CONSULTANTS
MONICA A. LABBITTER
PAT GRIFFITH O'CONNELL
E. CLINT SHAWLEY
GERALD C. WFF, JR.
(NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR
J. ANDREW KELLER, III, C.P.A.

HAND DELIVERY

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: Business Healthcare Coalition, Inc.
Document Number: P95000068047

Dear Sir or Madam:

Enclosed are three duplicate originals of Articles of Amendment to the Articles of Incorporation of Business Healthcare Coalition, Inc. and our check in the amount of \$87.50 for the filing and certification fees.

Please file one original copy of the enclosed document, certify the second copy, and stamp "filed" on the third. Kindly put the certified and stamped copies of the document in the envelope attached and call me at 425-1675 when this document will be available for pick up. Thank you.

Sincerely,

Connie A. Stehling
Connie A. Stehling
Secretary

Enclosures

800001655428
-12/06/95 01120-00
***425.50 ***425.50

FILED
DEC-6 1995
TALLAHASSEE
FLORIDA

Amendment
12/6/95
DC

ARTICLES OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BUSINESS HEALTHCARE COALITION, INC.

FILED
55 DEC -6 PM 3:10
SECRETARY
TALLAHASSEE
FLORIDA

1. The name of the corporation is Business HealthCare Coalition, Inc. (the "Corporation").
2. The original articles of incorporation of the Corporation were filed by the Secretary of State on August 31, 1995, and assigned document number P95000068047.

3. Article III of the Articles of Incorporation is hereby amended to read:

"This corporation is organized for the lawful business purpose of bringing together businesses in order to create a force in negotiating healthcare premiums and other benefits, and for any other lawful purpose including, but not limited to, functioning as an administrator as allowed under the Florida Insurance Code"

4. This Amendment was recommended by the board of directors of the Corporation to its sole shareholder on December 5, 1995.

5. This Amendment was duly adopted and approved by the sole shareholder of the Corporation on December 5, 1995, by written consent in lieu of a meeting. All outstanding shares of the Corporation's capital stock were voted in favor of this Amendment, and such vote was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned have executed, subscribed, and acknowledged these Articles of Amendment to the Articles of Incorporation on December 7, 1995.

BUSINESS HEALTHCARE COALITION, INC.

By: Tim Donoho
Tim Donoho, its President

Attest:

Tim Donoho
Tim Donoho, Secretary

Q. H. H. H.
CIVIL HANTHORN
NOTARY PUBLIC
COMMISSION # CC 24800
EXPIRES December 22, 1996
Tallahassee, Florida