

766707

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OF COUNSEL FOR UNITED KINGDOM MATTERS

November 16, 2000

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

300003768853--5
-02/28/01--01155--005
*****78.75 *****43.75

Re: Amended and Restated Articles of Incorporation
The Employers Health Coalition, Inc.


Gentlemen:

Enclosed for filing is the original of Amended and Restated Articles of Incorporation for the above-captioned corporation. Also enclosed is a copy which we request be certified and returned to us. Accompanying the Articles and also to be filed is the original Certificate of Designation Registered Agent/Registered Office.

A check for \$78.75 is enclosed to cover the filing fee and the fee for one certified copy of the Articles.

Thank you for your service herein.

Sincerely,

*Amend + Restate Art
2-28-01
AK*


A. DALLAS ALBRITTON

/pka

Enclosures

cc: Dr. Frank M. Brocato

FILED
01 FEB 26 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EMPLOYERS HEALTH COALITION, INC.

FILED
01 FEB 26 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Articles of Incorporation of **THE HILLSBOROUGH COALITION FOR HEALTH, INC.**, which was filed with the Secretary of State on January 26, 1983 under document number 766707, pursuant to Sections 617.1002, 617.1006 and 617.01201 (pursuant to authorization of two-thirds (2/3) of the members) is amended and restated in its entirety as follows:

ARTICLE I

NAME

The name of the Corporation is **EMPLOYERS HEALTH COALITION, INC.**

ARTICLE II

CORPORATE PURPOSE

The object and purpose of the Corporation is to identify and implement methods of stabilizing and reducing the health care costs of the business community where such businesses have employees covered by health insurance or other like health benefit plans. This includes, but is not limited to, research and identification of cost effective approaches to the delivery of health care services to employees of business organizations and research and dissemination of the results of this research to business organizations of healthful lifestyles that will limit the need for future medical care.

ARTICLE III

MEMBERSHIP

Section 1. Qualifications. Members shall be qualified for admission if the individual is a representative of a business organization which has a health insurance or like health benefit plan for its employees, the individual representing the business organization aforesaid has an express interest in the objectives of the Corporation, and the individual representing the business organization as aforesaid pays any fees for membership as established by the Board of Directors.

Section 2. Original Members. The original or first members of the Corporation shall be the incorporators and the first Board of Directors.

Section 3. Term of Membership. The term of Membership shall be one (1) year.

Section 4. Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty (30) days written notice to the Board of Directors or President/CEO.

ARTICLE IV

VOTING RIGHTS OF MEMBERS

Each natural person representing a business organization shall be entitled to one (1) vote and said vote shall represent the business organization, they shall select one natural person of the group to be the voting natural person representing the business organization. Only that person so selected shall be entitled to cast any vote on matters requiring a vote of the members of the Corporation unless a proxy is received in writing prior to meeting.

ARTICLE V

TERM

This Corporation shall have perpetual existence. In the event of a dissolution of the Corporation, all assets, after payment of all debts and charges of the Corporation and expenses of dissolution, shall be distributed to such other charitable or benevolent non-profit corporation or corporations as shall be determined by the members, under such terms and conditions as shall be determined to be necessary to carry out the purposes of this Corporation and the terms of any trust or contract under which any of the assets of the Corporation so distributed may have been held by this Corporation; no part of such assets shall inure to the benefit of any member, trustee, director or employee of this Corporation.

ARTICLE VI

MANAGEMENT

Section 1. The affairs shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three (3) natural persons representing business organizations and having health insurance or like health benefit plans for such employees. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws and Directors shall be elected by the membership for three-year terms; provided, however, that in the initial election by the membership, one-third of the Directors shall be elected for a one-year terms, one third for a two-year term, and the remaining third for a three-year term. Natural persons constituting the first Board of Directors shall be set forth in ARTICLE IX hereof.

Section 2. The offices of the Corporation shall be a Chair, one or more Vice Chairs and a Secretary/Treasurer. The office of Secretary/Treasurer may be held by the same individual as determined by the members of the Corporation. These officers shall be elected and shall hold office in the manner provided in the Bylaws of the Corporation.

ARTICLE VII

SUBSCRIBERS

The names and addresses of the original subscribers hereto are as follows:

<u>Name</u>	<u>Address</u>
Mr. George H. Gage	4905 Lyford Cay Road Tampa, Florida 33609
Mr. Robert E. McCammon, M.D.	4917 Lyford Cay Road Tampa, Florida 33609
Mr. Thomas E. Taylor	1007 Taray Avenue Tampa, Florida 33612

ARTICLE VIII

OFFICERS

The current officers of this Corporation who shall administer the affairs of the Corporation are as follows:

<u>Office</u>	<u>Name and address</u>
Chair	Mr. Chuck Rushe 7227 Land O'Lakes Blvd. Land O'Lakes, FL 34639
Vice Chair	Mr. Bucky Sebastian 711 South Dale Mabry Tampa, FL 33609
Secretary/Treasurer	Dr. Charles Bray 380 A Pinellas Bayway Tierra Verde, FL 33715

The officers of the Corporation shall serve until such time as prescribed in the Bylaws of the Corporation.

ARTICLE IX

Persons constituting the current Board of Directors, who shall serve until such time as a new Board will be elected, shall be as follows:

<u>Name</u>	<u>Address</u>
Mr. Chuck Rushe	7227 Land O'Lakes Blvd. Land O'Lakes, FL 34649
Mr. Bucky Sebastian	711 S. Dale Mabry Tampa, FL 33609
Dr. Charles Bray	380 A Pinellas Bayway Tierra Verde, FL 33715
Ms. Madeline Domino	6205 S. Queens Way Dr. Temple Terrace, FL 33617
Mr. Gray Gordan	8813 Hwy 41 South Riverview, FL 33569
Mrs. Cheryl DiCarlo	13350 U.S. Hwy 19 N. Clearwater, FL 34624

ARTICLE X

BYLAWS

The By-Laws of the Corporation are to be made, altered, or rescinded by the Directors and approved by two-thirds (2/3) vote of the voting Board of Directors present or voting by proxy at any regular or special meeting. Any Amendment to the Bylaws may be proposed by the Board of Directors of the Corporation as aforesaid.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation shall be proposed by the Board of Directors and shall be approved by a two-thirds (2/3) vote of the voting Board of Directors of the Corporation present or voting by proxy at any special or regular meeting thereof.

ARTICLE XII

MISCELLANEOUS

Section 1. Assets. All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors and its President/CEO.

Section 2. Prohibited Activities. This Corporation is not organized for a pecuniary profit. There shall be no power to issue certificates of stock or declare dividends and no part of the Corporation's earnings, assets or accumulations shall inure to the benefit of any member, director, or individual. Notwithstanding any other provision of these Articles, this Corporation will not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, (hereinafter referred to as the "Code") or the corresponding provision of any future United States Internal Revenue Law.

In particular, the Board of Directors shall not, nor shall it allow members, subscribers, officers or employees of the Corporation to, on behalf of the corporation:

(A) Allow any part of the net earnings to inure to the benefit of a private individual including any member, director, officer or subscriber of this Corporation.

(B) To carry on propaganda or to attempt to lobby or influence legislation.

(C) To intervene in any political campaign or to endorse any candidate for public office.

(D) To do any of the following:

(1) Lend any part of the Corporation's income or corpus without adequate security and a reasonable rate of interest to;

(2) To pay excessive salaries or other compensation over a reasonable allowance to;

(3) To make any part of the Corporation's services available on a preferential basis to;

(4) To make substantial purchase of securities or other property for less than adequate consideration from;

(5) Sell any substantial part of the property of the Corporation for less than an adequate consideration; or

(6) To engage in any other transaction which results in substantial diversion of the Corporation's income, assets or corpus to:

The subscribers, officers or directors of the corporation or to any person who has made a substantial contribution to the corporation, or to any brother or sister, (whether by the half or whole blood), spouse, ancestor or lineal descendant of the foregoing or to any corporation controlled by any of the foregoing either directly or indirectly of Fifty-One percent of the total combined voting power of such corporation.

Section 3. Dissolution. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 501(c)(4) of the Code or corresponding sections

Of any prior or future law, or to the Federal, State or local governments for exclusive public purposes as provided in Florida Statutes, Section 617.0301.

ARTICLE XIII

INDEMNIFICATION

The Corporation shall indemnify any officer, director or employee of the Corporation or any former officer, director or employee of the Corporation determined by the Board of Directors.

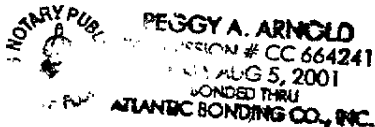
IN WITNESS WHEREOF, DR. FRANK M. BROCATO, as President/CEO of aforesaid corporation, pursuant to ARTICLE XI of the original Articles of Incorporation has been approved by two-thirds (2/3) of the membership, present or voting by proxy, on which the said Dr. Frank M. Brocato has subscribed his name this ^{on 11-1-00,} 1st day of November, 2000.

EMPLOYERS HEALTH COALITION, INC.

By *Dr. Frank M. Brocato*
DR. FRANK M. BROCATO, President/CEO

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1st day of November, 2000, by **DR. FRANK M. BROCATO**, President/CEO, on behalf of **THE EMPLOYERS HEALTH COALITION, INC.**, who is personally known to me ~~or who has produced a Drivers License as identification.~~



Peggy A. Arnold
Printed Name: PEGGY A. ARNOLD
Notary Public
My Commission Expires: Aug. 5, 2001
Serial Number: CC 664241

**CERTIFICATE OF DESIGNATION 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: **THE EMPLOYERS HEALTH COALITION, INC., a Florida non-profit corporation**

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

Dr. Frank M. Brocato
1111 N. Westshore Boulevard, Suite 608
Tampa, FL 33607-4702

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.


DR. FRANK M. BROCATO

Nov. 1, 2000
(Date)