

**AVMED**

HEALTH PLAN

July 7, 1997

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FLORIDA 32602-0749  
(352) 372-8400  
(800) 346-0231

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

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-07/08/97--01011--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Re: Health Improvement, Inc.

Gentlemen:

Attached please find the Amended and Restated Articles of Incorporation to the above referenced corporation along with the required check in the amount of \$87.50 (\$35.00 for filing fee & \$52.50 for certified copy). Please file and return certified copy to the address listed below.

Health Improvement, Inc.  
Attn.: Kathy Tison  
4300 NW 89th Blvd.  
Gainesville, FL 32606

If you have any questions, please call me at 800-346-0231 extension 40700.

Yours truly,

*Kathy M. Tison*  
Kathy M. Tison

FILED  
97 JUL -8 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DM 7/11*

*Amended and Restated*

June 26, 1997

FILED  
97 JUL -8 AM 11:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Gentlemen:

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned corporation is filing Amended and Restated Articles of Incorporation.

- First:** The Amended and Restated Articles of Incorporation are attached;
- Second:** The date of the Amended and Restated Articles of Incorporation was January 23, 1996; and
- Third:** The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

Health Improvement, Inc.

Corporation Name



Signature of Chairman, Vice Chairman, President or other officer

Philip J. Hughey

Typed or printed name

Assistant Secretary

Title

June 26, 1997

Date

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HEALTH IMPROVEMENT, INC.**

**FILED**  
**97 JUL -8 AM 11:37**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is Health Improvement, Inc.

**ARTICLE II - PURPOSES**

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes.

- (a) To improve health and health care.
- (b) To improve the general health of the citizens through the establishment, promotion, and provision of comprehensive, coordinated health care services through an integrated delivery system.
- (c) To serve as the not-for-profit system parent for subsidiary organizations, coordinating financial, management, technical and other resources to promote the effective provision of healthcare and related services.
- (d) To support the activities and functions of North Central Florida Hospice, Inc., North Florida Retirement Village, Inc., and AvMed, Inc. which further charitable purposes.
- (e) To conduct educational and research activities related to the care of the sick and injured within the system.
- (f) To solicit and receive funds, gifts, endowments, donations, devises and bequests.
- (g) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories, or any kind of related activity.

h. To exercise all the powers enumerated in Section 617.0302 Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts to have such powers as shall be desirable and necessary in the furtherance of any of the powers hereinabove enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for charitable purposes as a not-for-profit corporation within the meaning of Section 501 (c) (3) of the Internal Revenue Code, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes, provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c) (3) or any amendments or additions thereto.

Notwithstanding any other provisions of these articles, this Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income Tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.

### **ARTICLE III - MEMBERSHIP**

The Corporation shall have no members.

### **ARTICLE IV - TERM**

The term of the Corporation shall be perpetual.

### **ARTICLE V - SUBSCRIBERS**

The name and residence of the subscribers to these Amended and Restated Articles of Incorporation are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606)

1. Edward C. Peddie
2. Philip J. Hughey

## **ARTICLE VI - DIRECTORS**

The property, affairs, business, and operation of the Corporation shall be managed by a Board of Directors, which shall be elected as provided in the Bylaws.

## **ARTICLE VII - OFFICERS**

The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, a President, Secretary and Treasurer, and such other assistant officers as may be elected or appointed. All officers shall be elected or appointed as provided in the Bylaws. The Chairman, Vice Chairman, Secretary and Treasurer shall be elected for two year terms.

## **ARTICLE VIII - DISSOLUTION**

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to SantaFe HealthCare, Inc., a Florida not-for-profit corporation, as long as it remains a 501 (c) (3) tax exempt corporation eligible to receive charitable donations for the same or similar purposes as this corporation; or to an organization which is qualified for exemption under 501 (c) (3) of the Internal Revenue Service code for the same or similar purposes of this corporation; or to a political subdivision of the State of Florida exclusively for a public purpose, and none of the assets will be distributed to any member which does not at that time qualify as an organization described in 501 (c) (3) of the Internal Revenue Code, officer or director of this Corporation.