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FLORIDA PROFIT/NON PROFIT CORPORATION
FOUNDATION HEALTH SERVICES, INC.

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Florida Dept of State



April 25, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPDIRECT AGENTS, INC.

SUBJECT: FOUNDATION HEALTH SERVICES, INC.
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**ARTICLES OF INCORPORATION
OF
FOUNDATION HEALTH SERVICES, INC.**

The undersigned, acting as the incorporator for the purpose of forming a not for profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation will be Foundation Health Services, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of Foundation Health Services, Inc. ("FHS") is 901 N.W. 17th Place, Suite G, Miami, Florida 33126.

**ARTICLE III
PURPOSE**

The purposes for which FHS is organized are:

- A. To receive and administer funds and to operate exclusively for religious, charitable, scientific, literary or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or comparable provisions of subsequent legislation (the "Code"). In no event and at no time will FHS directly provide healthcare or medical services. Any net earnings derived shall be paid as dividends to its member, which is also exempt from tax pursuant to Section 501(c)(3) of the Code;
- B. At all times to be organized and operated exclusively for the benefit of, to perform the functions of and to carry out the purposes of Jackson Memorial Foundation, Inc., a Code Section 170(b)(1)(A)(vi) organization, and Jackson Memorial Hospital, a Code Section 170(b)(1)(A)(iii) organization, and FHS shall not engage in activities which are not in furtherance of these purposes.
- C. To be operated only on behalf of Jackson Memorial Foundation, Inc. and Jackson Memorial Hospital, both publicly supported organizations, and not to operate to support or benefit any organization other than these two organizations.
- D. To acquire, own, purchase, lease, dispose of and deal with real and personal property and interests, either absolutely or in trust therein and to apply gifts, grants, bequests, and devises and the proceeds thereof only in furtherance of the purposes of FHS.
- E. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Sections 501(c)(3) and

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509(a)(3) of the Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

**ARTICLE IV
TERM**

Corporate existence will commence upon filing these Articles of Incorporation with the Department of State and the term of FHS shall be perpetual.

**ARTICLE V
POWERS**

FHS shall have all of the common law and statutory powers of a corporation not for profit pursuant to the laws of the State of Florida that are not in conflict with the terms of these Articles, provided that notwithstanding any other provision of these Articles, FHS will not carry on any activities not permitted to be carried on by an organization exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

FHS shall not distribute any part of its net earnings to its Directors or officers for services rendered. It may distribute any part of its net earnings to its sole member, which also must be qualified for tax exempt status pursuant to Section 501(c)(3) of the Code. However, FHS shall be authorized and empowered to pay reasonable compensation to its directors, officers and employees for services rendered and to make payments and distributions of net earnings in furtherance of the purposes set forth herein.

**ARTICLE VI
LIMITATIONS**

FHS will be operated exclusively for charitable, educational and scientific purposes as a nonprofit corporation. No individual Director of FHS will have any title or interest in the corporate property or earnings in his or her individual or private capacity and no part of the net earnings of FHS shall inure to the benefit of any director, trustee, officer, member or any private shareholder or individual. No substantial part of the activities of FHS shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall FHS participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE VII
MEMBERS**

Qualification for membership in FHS, and the manner of members' admission and membership voting rights will be provided for in the Bylaws of FHS. The sole Member will be Jackson Memorial Foundation, Inc., a Florida not-for-profit corporation.

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**ARTICLE VIII
DIRECTORS**

A. Powers. All corporate powers will be exercised by or under the authority of, and the affairs of FHS will be managed under the direction of, the Board of Directors.

B. Number. The number of Directors will be determined from time to time in accordance with the Bylaws, but shall never be less than three or more than seven Directors.

C. Appointment; removal. Directors will be elected or removed in accordance with the procedure provided in the Bylaws.

D. Initial Directors. The names and addresses of the initial Directors to hold office until the first annual meeting of members and until their successors will have been elected and qualified are:

<u>Name</u>	<u>Address</u>
Milton M. Ferrell, Jr.	201 South Biscayne Blvd., 34 th Floor Miami, FL 33131
Alan T. Dimond	1221 Brickell Avenue Miami, FL 33131
Dr. Pascal Goldschmidt	1600 N.W. 10 th Avenue, Suite 1143A Miami, FL 33136
Marvin O'Quinn	1611 N.W. 12 th Avenue Miami, FL 33136
Barbara Carey-Shuler	720 N.E. 69 th Street Miami, FL 33138
Carlos Planas	8250 S.W. 8 th Street Miami, FL 33144
Jorge L. Arrizurieta	One S.E. Third Avenue, 28 th Floor Miami, FL 33131

**ARTICLE IX
REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of FHS and the street address of the initial registered office of FHS is:

<u>Name</u>	<u>Address</u>
B & C Corporate Services, Inc.	One Biscayne Tower, 21 st Floor 2 South Biscayne Boulevard Miami, Florida 33131

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**ARTICLE X
INCORPORATOR**

The name and street address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Rolando Rodriguez	901 N.W. 17 th Street, Suite G Miami, Florida 33136

**ARTICLE XI
BYLAWS**

The Bylaws of FHS are to be made and adopted by the Board of Directors and, with the consent of the member, may be altered, amended or rescinded by a supermajority of the Board of Directors.

**ARTICLE XII
AMENDMENT**

FHS reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, Directors, and officers are subject to this reservation. The Articles may be amended in accordance with the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by FHS pursuant to law.

**ARTICLE XIII
DISSOLUTION**

In the event of dissolution, the residual assets of FHS will be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(3) of the Code or to the federal, state, or local government for exclusively public purposes.

In witness whereof, the undersigned has executed these Articles of Incorporation this
24th day of April, 2006.

INCORPORATOR:



Rolando Rodriguez

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ACCEPTANCE OF APPOINTMENT
OF
REGISTERED AGENT

Having been named as registered agent and to accept service of process for FOUNDATION HEALTH SERVICES, INC., a Florida not for profit 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.

Dated: April 24, 2006

B & C CORPORATE SERVICES, INC.

By: Gisela Pasco
Gisela Pasco, Vice-President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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