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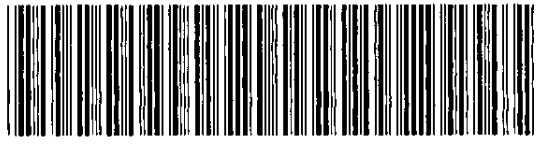
(Business Entity Name)

(Document Number)

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Holland & Knight

Requester's Name  
315 South Calhoun Street, suite 600

Address  
Tallahassee, FL 32301 (850)425-5686

City/State/Zip Phone #

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

1. Florida Medical Insurance Corporation  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

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**NEW FILINGS**

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

**AMENDMENTS**

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

**OTHER FILINGS**

- Annual Report
- Fictitious Name

**REGISTRATION/QUALIFICATION**

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

**APPROVED**

APR 14 2016

**ARTICLES OF INCORPORATION  
OF  
FLORIDA MEDICAL INSURANCE CORPORATION  
a Florida Corporation Not-for-Profit**

Docketed by: Alyssa Fathes

The undersigned, acting as incorporators of Florida Medical Insurance Corporation (the "Corporation") under the Florida Not For Profit Corporation Act, submits the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of the Corporation is Florida Medical Insurance Corporation (the "Corporation").

**ARTICLE II. ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 951 North Washington Avenue, Titusville, Florida 32796, Brevard County.

**ARTICLE III. DURATION**

The Corporation will exist perpetually.

**ARTICLE IV. PURPOSE**

Section 1. The Corporation is organized and shall be operated exclusively for charitable purposes as will qualify it for exemption from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future United States Internal Revenue Law. Within the scope of the foregoing, the specific and exclusive purpose of this Corporation is to operate for the public benefit of its sole member, North Brevard Medical Support, Inc. ("NBMS"), a Florida not-for-profit corporation, and the North Brevard County Hospital District d/b/a Parrish Medical Center, a political subdivision of the State of Florida (the "District"), by funding solely the risks of the District and NBMS and its affiliated entities and employees. In carrying out the specific purpose, the Corporation is organized and empowered to act as nonprofit captive insurance company under the applicable laws as approved by the Florida Office of Insurance Regulation. The provision of insurance of the various liability risks of NBMS and the District will assist NBMS and the District in carrying out their principle charitable purposes of providing medical services for patient treatment, diagnosis, and education to residents of North Brevard County, Florida. The kinds of insurance the Corporation is formed to transact are: Hospital and Medical Professional Liability, General Liability and Commercial Property Insurance.

Section 2. In carrying out the foregoing purpose, and within the scope thereof, the Corporation is authorized:

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- (i) to receive, accept, hold, administer, invest, allocate, and disburse its investment earnings and other sources of funds as may from time to time be received by the Corporation; and to make expenditures or distributions for the foregoing stated purpose;
- (ii) to do and engage in only those activities as a reasonably necessary, appropriate, or convenient to the furtherance of the foregoing stated purpose and permitted under the laws of Florida and of the United States; and
- (iii) to have and exercise all other powers and authority now or hereafter conferred upon nonprofit captive insurance companies in the State of Florida in furtherance of the foregoing stated purpose.

#### **ARTICLE V. LIMITATIONS ON CORPORATE POWERS**

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, and the applicable provisions of the Florida Insurance Code and the corresponding regulations governing nonprofit captive insurance companies, except to the extent such powers are limited by the following provisions of this Article:

(i) The Corporation shall not engage in any activity that would jeopardize NBMS's exemption from federal income tax as an organization described in Section 501(c)(3) of the Code;

(ii) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purpose set forth in Article IV hereof;

(iii) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and

(iv) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or the corresponding section of any future United States Internal Revenue Law, (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future United States Internal Revenue Law, or (iii) by a nonprofit captive insurance company under the applicable provisions of the Florida Insurance Code.

**ARTICLE VI. MEMBERS**

The sole member of the Corporation is NBMS, which is an organization exempted from federal income taxation by Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. At all times, the Corporation shall have only a single member, which shall consist of a not-for-profit corporation that is an organization exempted from federal income taxation by Section 501(a) of the Code as an organization described by Section 501(c)(3) of the Code.

**ARTICLE VII. REGISTERED OFFICE AND AGENT**

Pursuant to Section 624.422, Florida Statutes, the Corporation designates 200 E. Gaines Street, Tallahassee, FL 32399-0000, as the street address of the registered office of the Corporation and names the Florida Chief Financial Officer as the Corporation's registered agent at that address to accept service of process within this state.

**ARTICLE VIII. INCORPORATORS**

The names and street addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Dr. Frank Dienst	951 North Washington Avenue, Titusville, Florida 32796
Dr. Christopher Manion	951 North Washington Avenue, Titusville, Florida 32796
Dr. Louis Joseph	951 North Washington Avenue, Titusville, Florida 32796

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**ARTICLE IX. BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of a Board of Directors as that term is defined in the Corporation's Bylaws. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but will never be less than five (5). The method of election or appointment of the directors shall be as provided in the bylaws. The term of office of initial directors shall not be for more than 1 year after the date of incorporation. The following are the names of the initial Board of Directors:

- Dr. Frank Dienst
- Dr. Christopher Manion
- Dr. Louis Joseph
- Dr. Mark Galfo
- George Mikitarian, PhD

**ARTICLE X. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the sole member, except that the board of directors may not amend or repeal any bylaw adopted by the sole member if the sole member specifically provides that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE XI. DISSOLUTION**

Upon the dissolution of the Corporation, after paying or making provision for the payment of all of the Corporation's liabilities, the Corporation's assets shall be distributed to NBMS. If any of the Corporation's assets are not so distributed, the court of the county in which the principal office of the Corporation is then located shall distribute the remaining assets to an entity that is organized exclusively for charitable purposes and is described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, to be used for that entity's charitable purposes.

**ARTICLE XII. INDEMNIFICATION**

(i) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an incorporator, director or officer of the Corporation or of any corporation not-for-profit of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an incorporator, director or officer of the Corporation or of any corporation not-for-profit of which the Corporation is a member. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an incorporator, director or officer, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

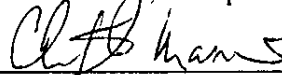
(ii) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or of any corporation not-for-profit of which the Corporation is a member, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or of any corporation not-for-profit of which the Corporation is a member. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (ii) shall create no rights in the person eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

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The undersigned incorporators, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on April  
12, 2016.



Dr. Frank Dienst, Incorporator



Dr. Christopher Manion, Incorporator



Dr. Louis Joseph, Incorporator

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