

2 06/12/17

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** NewCo Health First Commercial Plans, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Kim Nowakowski, Health First, Inc.

\_\_\_\_\_  
Name (Printed or typed)

6450 US Highway I

\_\_\_\_\_  
Address

Rockledge, FL 32955

\_\_\_\_\_  
City, State & Zip

(321) 434-4378

\_\_\_\_\_  
Daytime Telephone number

kimberly.nowakowski@health-first.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

**NOTE:** Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION  
OF  
NEWCO HEALTH FIRST COMMERCIAL PLANS, INC.**

A Florida Not-For-Profit Corporation

These Articles of Incorporation are signed and acknowledged by the sole incorporator for the purpose of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes known as the Florida Not For Profit Corporation Act, as follows:

**ARTICLE I – NAME**

The name of the corporation shall be NewCo Health First Commercial Plans, Inc. (the "Corporation")

**ARTICLE II – PRINCIPAL ADDRESS**

The street address of the principal office of the Corporation is 6450 US Highway 1, Rockledge, Florida 32955 and the mailing address shall be the same.

**ARTICLE III – PURPOSES**

The Corporation, a not-for-profit corporation organized under Chapter 617, Florida Statutes, is organized exclusively for exempt and social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be operated exclusively for such purposes and in such a manner that: (i) no part of its net earnings shall inure to the benefit of any member (except for a member which is an organization described in Section 501(c)(3) or Section 501(c)(4) of the Code), trustee, officer, or other private individual, (ii) no substantial part of its activities include carrying on propaganda, or otherwise attempting, to influence legislation and (iii) it does 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.

More specifically, and in a manner consistent with Section 501(c)(4) of the Code, the Corporation shall be operated for the following purposes:

- (a) To improve health and health care in a manner so as to further the common good and welfare of the community;
- (b) Consistent with the above, to establish and maintain services as a health maintenance organization under Florida law as amended from time to time, to arrange for the care of persons suffering from illnesses or disabilities which require that the patients receive in- or out-patient health care from contracted providers;
- (c) To carry on any educational activities relating to the promotion of the general health of the citizens of the State of Florida;

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17 MAY -9 AM 11:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE VIII – MEMBERSHIP**

The sole member of the Corporation shall be Health First, Inc. (the “Member”), a Section 501(c)(3) organization. The Member may transfer all or any portion of its membership interest, or any right arising from membership, in the Corporation, in accordance with the Section 617.0605, Florida Statutes, as it now exists or is subsequently amended or superseded, and the Bylaws of the Corporation provided, however, that such transfer may only be made to another organization recognized as described in Section 501(c)(3) or Section 501(c)(4) of the Code. At all times, each member of the Corporation shall be an organization described in Section 501(c)(3) or Section 501(c)(4) of the Code.

## **ARTICLE IX – TERM**

The term of the Corporation shall be perpetual.

## **ARTICLE X – LIQUIDATION AND DISSOLUTION**

Upon partial liquidation, the Corporation may make distributions to its members in accordance with Section 617.0505, Florida Statutes, as it now exists or is subsequently amended or superseded. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to such organization or organizations which are described in Section 501(c)(3) or Section 501(c)(4) of the Code for the same or similar purposes as those of the Corporation, as the Board of Trustees shall determine.

## **ARTICLE XI – AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law; provided, however, every amendment shall be consistent with Section 501(c)(4) of the Code and be approved by the Board of Trustees, and, if required by law, the Bylaws or an agreement among all of the members, proposed by them to the members and approved at a members' meeting by the members entitled to vote thereon. Any amendment of these Articles of Incorporation shall become effective when, and only when, such amendment has been filed with the Florida Department of State, approved by it and all filing fees have been paid in accordance with applicable provisions of Chapter 617 of the Florida Statutes.

\* \* \*

(d) To participate in any charitable or social welfare activity designed and carried on to promote the general health of the citizens of the State of Florida;

(e) To lease or purchase land or lands, building or buildings, and construct buildings in connection with the activities of the Corporation;

(f) To serve as part of a system of not-for-profit organizations operated to further charitable and social welfare purposes and to make contributions and expenditures in furtherance thereof;

(g) 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 and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

In addition, the Corporation shall be authorized to exercise the powers permitted not-for-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)(4) of the Code or any amendments or additions thereto.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax as an organization described in Section 501(c)(4) of the Code.

#### **ARTICLE IV – MANNER OF ELECTIONS**

The manner of election or appointment of the trustees of the Corporation shall be stated in the Bylaws of the Corporation.

#### **ARTICLE V – BOARD OF TRUSTEES**

The property, affairs, business and operation of the Corporation shall be managed by a Board of Trustees. The number of initial trustees shall be stated in the Bylaws of the Corporation, and may be increased or decreased from time to time, in accordance with the Bylaws of the Corporation, but shall never be less than three (3).

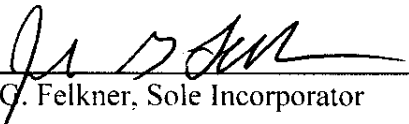
#### **ARTICLE VI – REGISTERED AGENT**

The street address of the initial registered office of the Corporation shall be 6450 US Highway 1, Rockledge, Florida 32955. The name of the initial registered agent at such address is Joseph G. Felkner

#### **ARTICLE VII – INCORPORATOR**

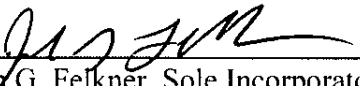
The name and address of the sole incorporator of the Corporation is Joseph G. Felkner at 6450 US Highway 1, Rockledge, FL 32955.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
Joseph G. Felkner, Sole Incorporator

Date: June 7, 2017

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
\_\_\_\_\_  
Joseph G. Felkner, Sole Incorporator

Date: June 7, 2017

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17 MAY -9 AM 11:17  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA