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FLORIDA NON-PROFIT CORPORATION

everglades health alliance, inc.

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

August 31, 1999

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SUBJECT: EVERGLADES HEALTH ALLIANCE, INC.
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ARTICLES OF INCORPORATION

OF

EVERGLADES HEALTH ALLIANCE, INC.

(A Florida Not For Profit Corporation)

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Not for Profit Corporation Act (Chapter 617 of the Florida State Statutes), hereby adopt(s) the following Articles of Incorporation:

ARTICLE I

NAME

The name of this corporation shall be EVERGLADES HEALTH ALLIANCE, INC.

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 1454 Madison Avenue, Immokalee, Collier County, Florida, 34142 .

ARTICLE III

PURPOSE(S)

The specific purpose(s) for which the corporation is organized is to facilitate and improve the quality and delivery of health care to those individuals living in the respective services areas of the incorporating members of the corporation.

Prepared By:
William P. Dillon, Esq.
Collier Health Services, Inc.
1454 Madison Avenue
Immokalee, Florida 34142

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Many individuals living in such service areas have been traditionally underserved and/or unable to access quality primary care health services. Said purpose will be achieved by planning, organizing, developing and operating a health services network thereby allowing the incorporating members to be better able to serve their patient populations. Such network services shall include, but are not limited too, the provision of peer review, group purchasing, legal and financial services in such a manner, as to increase the access and quality of health care to the targeted patient populations.

ARTICLE IV

QUALIFICATION OF MEMBERS

The membership shall consist of the incorporators of Everglades Health Alliance, Inc., hereinafter named, and such other members as may be elected to membership in accordance with the by-laws of the corporation.

ARTICLE V

MANNER OF ELECTION OF DIRECTORS AND OFFICERS

Section 1: The affairs of the corporation shall be managed by a Chairperson, Vice Chairperson, and Secretary, and any such other officers that may provided in the by-laws of the corporation.

Section 2: The names and addresses of the initial directors of the corporation are:

Richard B. Akin
1454 Madison Avenue
Immokalee, Florida 34142

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Edwin Brown
4450 South Tiffany Drive
West Palm Beach, Florida 33407

Steven Weinman
7261 Sheridan Street #110
Hollywood, Florida

Section 3: The names of the persons to serve as officers of the corporation,
pursuant to the terms and conditions of the by-laws of the corporation are:

Edwin W. Brown
Richard B. Akin
Steven Weinman

President/Chairman
Vice President/Vice Chairman
Secretary

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the original registered agent are:

William P. Dillon, Esq.
1454 Madison Avenue
Immokalee, Florida 34142

ARTICLE VII

BOARD OF DIRECTORS

The business affairs of the corporation shall be managed by the duly appointed or elected board of directors. Initially, the corporation shall have three directors, whose number may be increased pursuant to the procedures described in the corporations by-laws. Pursuant to Florida State Statute 617.0803, the corporation shall never have less than three directors.

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ARTICLE VIII

INCORPORATOR(S)

The name(s) and addresses of the Incorporator(s) to these Articles of Incorporation are:

Collier Health Services, Inc.
1454 Madison Avenue
Immokalee, Florida 34142

Sawgrass Health Services, Inc.
7261 Sheridan Street #110
Hollywood, Florida

Florida Community Health Centers, Inc.
4450 South Tiffany Drive
West Palm Beach, Florida 33407

ARTICLE IX

BY-LAWS

The Board of Directors for the corporation may provide such by-laws for the conduct of its business and the carrying on of its purposes as they may from time to time deem necessary.

ARTICLE X

AMENDMENTS

The Articles of Incorporation of this corporation may be amended as provide in the by-laws or by applicable statute.

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H99000021897**ARTICLE XI****POWERS**

The corporation shall have all of the powers provided for pursuant to the Florida Not for Profit Corporation Act (Chapter 617 of the Florida State Statutes) and including but not limited to the powers:

To receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or part of the income therefrom and the principal thereof exclusively for the charitable purposes described herein.

No part of the net earnings of the corporation shall inure to the benefit of any member, director, officer of the corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no member, director, officer of the corporation or any private individual shall be entitled to share in the distribution of the corporate assets on dissolution of the corporation.

Notwithstanding any other provision of this certificate, the corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c)(3) of the Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended.

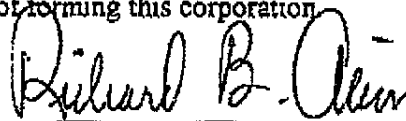
Upon dissolution of the corporation, the assets of the corporation shall be distributed for one or more exempt purposes (as described in Section 501 (c)(3) of the

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Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended) or to the federal, state or local government for a public purpose.

IN WITNESS WHEREOF, I the undersigned, who having been delegated the authority to sign on behalf of Collier Health Services, Inc hereby set my hand and seal this 31st day of August, 1999, for the purpose of forming this corporation



Richard B. Akin, CEO
Collier Health Services, Inc. (Incorporator)

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 my familiar with and accept the obligations of my position as registered agent.


Signature/Registered Agent

8/31/99
Date

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