

**195 0000 21072**

**JACOBSON & BEAVERS**  
ATTORNEYS AT LAW  
440 W MARKET STREET, SUITE 201  
GREENSBORO, NORTH CAROLINA 27401

TELEPHONE  
(910) 272-3706

FACSIMILE  
(910) 272-3892

March 10, 1995

Secretary of State  
State of Florida  
Corporation Division  
Post Office Box 6237  
Tallahassee, FL 32301

RECORDED & INDEXED  
MAR 14 1995  
12:00 PM

RE: EMERALD COAST HEALTH ALLIANCE, INC.

Dear Sir:

Please find enclosed the original and one copy of the Articles of Incorporation for the above-named corporation to be filed. It is requested that a certified copy of the Articles of Incorporation be returned to this office after filing.

Also enclosed is a check in the amount of \$122.50 to cover the fees as follows:

\$ 35.00	Corporate Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy
\$122.50	

Your prompt attention to this matter is appreciated.

Very truly yours,

*Kenneth R. Jacobson*  
Kenneth R. Jacobson

FILED  
SECRETARY OF STATE  
MAR 14 PM 3:37

/sv  
encls.

*sv*

ARTICLES OF INCORPORATION  
OF  
EMERALD COAST HEALTH ALLIANCE, INC.

FILED  
RECORDING SERVICE  
JAN 14 1963  
55 MAR 14 PM 3:37

The undersigned subscriber to these Articles of Incorporation, being a natural person over the age of 18 years, hereby presents these Articles for the formation of a corporation under the Florida Business Corporation Act.

ARTICLE I

The name of the corporation shall be EMERALD COAST HEALTH ALLIANCE, INC.

ARTICLE II

The general nature of the business to be transacted by the corporation is:

1. To provide health care services and cost containment strategies for both public and private businesses, including, but not limited to, the development of models to provide such services to health benefit plans at a capitated rate.
2. To engage in any other lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The aggregate number of shares which the Corporation shall have authority to issue is 10,000. The classes into which such shares shall be divided, the designation and the number of shares of each class, and the par value of the shares of each class are as follows:

<u>Class</u>	<u>Number of Shares</u>	<u>Par Value</u>
Class A Common	5,000	\$1.00
Class B Common	5,000	\$1.00

The shares of each class of Common Stock shall have voting rights of One (1) vote per share; provided, however, that the holders of Class A Common Stock shall be entitled to elect as a class four (4) members of the Corporation's Board of Directors and holders of Class B Common Stock shall be entitled to elect as a class two (2) members of the Corporation's Board of Directors. Each share of each class of Common Stock shall have equal rights with all other shares with respect to dividends, liquidation and all other matters. No share of either class of Common Stock shall have the right to convert into a share or shares of the other class.

#### ARTICLE IV

The Corporation shall have a perpetual existence.

#### ARTICLE V

The initial post office address of the principal office of the Corporation in the State of Florida is 955 Mar-Walt Drive, Ft. Walton Beach, Florida 32547.

#### ARTICLE VI

The street address of the Corporation's initial registered office shall be 955 Mar-Walt Drive, Ft. Walton Beach, Florida

32547, and the name of its initial registered agent at such address shall be Suzette Gramm.

#### ARTICLE VII

The Board of Directors shall consist of six (6) members and the business of the Corporation shall be managed by its Board of Directors. The initial Board of Directors shall consist of the following individuals:

William R. Marshall, M.D.  
928 Mar-Walt Drive  
Ft. Walton Beach, FL 32547

Sandra L. Hanson, M.D.  
928 Mar-Walt Drive  
Ft. Walton Beach, FL 32547

Samuel E. Poppell, M.D.  
911-A Mar-Walt Drive  
Ft. Walton Beach, FL 32547

Ming Chang, M.D.  
918 Mar-Walt Drive  
Ft. Walton Beach, FL 32547

Frank Erwin  
102 Woodmont Blvd., Suite 610  
Nashville, TN 37205

Suzette Gramm  
995 Mar-Walt Drive  
Ft. Walton Beach, FL 32547

#### ARTICLE VIII

The name and street address of the person signing the Articles of Incorporation as a subscriber is William R. Marshall, M.D., 928 Mar-Walt Drive, Ft. Walton Beach, Florida 32547.

#### ARTICLE IX

No contract or other transaction between the Corporation and any other corporation shall be affected by the fact that any director of the Corporation is interested in, or is a director or

to, or may be interested in, any contract or transaction of the Corporation or in which the Corporation is interested; and no contract or other transaction of the Corporation with any person, firm, or corporation shall be affected by the fact that any director of the Corporation is a party in any way connected with such person, firm, or corporation, and every person who may become a director of the Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association, or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, I, William R. Marshall, M.D., being the sole incorporator hereinabove named, have hereunto set my hand this 31st day of January, 1995.

  
William R. Marshall, M.D.

STATE OF FLORIDA     )  
                                  )  
COUNTY OF OKALOOSA   )

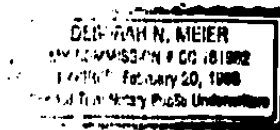
Before me, a notary public authorized to take acknowledgements in the State and County set forth above, personally appeared William R. Marshall, M.D., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 31st day of January, 1995.

Deborah N. Meier  
Notary Public

My Commission Expires:

Feb 20, 1996



**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, I hereby accept and agree to act in this capacity, and agree to comply with the provisions of the law relative to keeping open said office.

Suzette Gramm  
Suzette Gramm

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55 MAR 14 PM 3:57

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JACOBSON & BEYERS  
ATTORNEYS AT LAW  
4000 W. MARKET STREET, SUITE 201  
GREENSBORO, NORTH CAROLINA 27401

TELEPHONE  
(910) 272-3700

FACSIMILE  
(910) 272-3892

August 9, 1995

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

400001560064  
-08/15/95--01039--014  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Emerald Coast Health Alliance, Inc.

Dear Sir:

Please find enclosed the original and one copy of Articles of Amendment to the Articles of Incorporation of Emerald Coast Health Alliance, Inc. It is requested that a certified copy of the Articles of Amendment be returned to this office after filing.

Also enclosed is a check in the amount of \$87.50 to cover the filing and certified copy fees.

Your prompt attention is appreciated.

Very truly yours,



Kenneth R. Jacobson

FL. Bar No. 387509

/sv  
encl.

Amend.  
SH 8/17  
95 AUG 14 PM 2:50  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF  
EMERALD COAST HEALTH ALLIANCE, INC.

Pursuant to F.S. 607.1006, the undersigned corporation hereby submits the following Articles of Amendment for the purpose of amending its Articles of Incorporation:

1. The name of the corporation is EMERALD COAST HEALTH ALLIANCE, INC.

2. The text of each Amendment adopted is as follows:

RESOLVED, that Article III of the Articles of Incorporation is hereby deleted in its entirety and the following substituted in lieu thereof:

"The aggregate number of shares which the Corporation shall have authority to issue is 20,000. The classes into which such shares shall be divided, the designation and the number of shares of each class, and the par value of the shares of each class are as follows:

Class	Number of Shares	Par Value
Class A Common	10,000	\$1.00
Class B Common	10,000	\$1.00

The shares of each class of Common Stock shall have voting rights of one (1) vote per share; provided, however, that the holders of Class A Common Stock shall be entitled to elect as a class eight (8) members of the Corporation's Board of Directors and holders of class B Common Stock shall be entitled to elect as a class two (2) members of the Corporation's Board of Directors. Each share of each class of Common Stock shall have equal rights with all other shares with respect to dividends, liquidation and all other matters. No share of either class of Common Stock shall have the right to convert into shares of the other class."

FURTHER RESOLVED, that Article VII of the Articles of Incorporation is hereby amended as follows:

(a) By changing "six (6)" in the first line thereof to "ten" (10)"; and

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 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 AUG 14 PM



(b) By adding the following sentence after the names and addresses of the initial Directors:

"Each Director elected by the Class A Common Stockholders shall have one (1) vote on all matters and each Director elected by the Class B Common Stockholders shall have four (4) votes on all matters."

3. Neither Amendment provides for an exchange or reclassification of its shares.

4. Each Amendment was adopted on July 10, 1995.

5. Each Amendment was approved by the Board of Directors and the Shareholders. Holders of Class A common stock and holders of Class B common stock were entitled to vote separately on each Amendment and the number of votes cast for each Amendment by the shareholders in each voting class was sufficient for approval by that voting class.

This the 25 day of July, 1995.

EMERALD COAST HEALTH ALLIANCE, INC.

By: 

William R. Marshall, M.D.,  
President

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 14 PM 2:51



# *Emerald Coast Health Alliance*

P.O. Box 3064 • Fort Walton Beach, Florida 32549 • (904) 888-8904

P95000021072

December 12, 1996

Mr. Steven Godfrey, Corporate Specialist  
New Filings Section  
Division of Corporations  
Florida Department of State  
P. O. Box 6327  
Tallahassee, FL 32314

Dear Mr. Godfrey:

**RE: EMERALD COAST HEALTH ALLIANCE  
P95000021072**

Please be advised of our New Address:

Ms. Kelly Denyes, Administrator  
Emerald Coast Health Alliance  
P.O. Box 3064  
Ft. Walton Beach, FL 32541

Yours truly,

*Kelly Denyes*

Kelly Denyes  
Administrator

*DMC  
12-16-96*

KD/j



**Emerald Coast Health Alliance**  
Independent Practice Association

**P95000021072**

**OFFICERS**

William Marshall, M.D.  
President

William Abernathy, M.D.  
Vice President

Tom French, R.N.  
Secretary-Treasurer

**DIRECTORS**

Anthony DeCoks, M.D.

Lee Ettinger, M.D.

Barb Fossum, M.D.

Suzette Gramm, R.N.

Mauri Lundrman, M.D.

Samuel Poppell, M.D.

Rodney Powell, M.D.

**STAFF**

Joanne Bell Martucci, FACIE  
Executive Director

Kelly Denyes  
Administrator

Jacki Taylor  
Comptroller

September 24, 1997

Secretary of State  
Florida Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

Gentlemen:

RE: Emerald Coast Health Alliance  
P95000021072

Please be advised of our new address:

Ms. Joanne Bell Martucci,  
Executive Director  
Emerald Coast Health Alliance  
928E Mar-Walt Drive - Suite #202  
Ft. Walton Beach, FL 32547

Yours truly,

Jacki Taylor  
Comptroller

928 E Mar-Walt Drive  
Suite 202  
Ft. Walton Beach, FL  
32547

Telephone  
(850) 862-8904

Fax  
(850) 862-4181

KS 9/30