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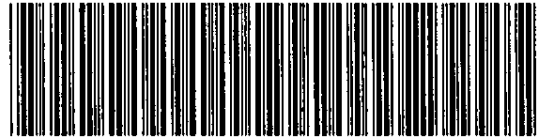
(Business Entity Name)

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17 MAR 28 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03/30/17

COVER LETTER

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

SUBJECT: The Keys Healthcare Assistance Foundation, Corp.

(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: Andrea Frey, Esq.

Name (Printed or typed)

Hooper, Lundy & Bookman, 575 Market St., Ste. 2300

Address

San Francisco, CA 94105

City, State & Zip

(415) 875-8507

Daytime Telephone number

afrey@health-law.com

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
THE KEYS HEALTHCARE ASSISTANCE FOUNDATION, CORP.**

A Florida corporation not for profit
In compliance with Chapter 617, F.S., (Not for Profit)

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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation is The Keys Healthcare Assistance Foundation, Corp. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The address of the principal office and mailing address of the Corporation shall be 1111 12th Street, Suite 413, Key West, FL 33040.

ARTICLE III

PURPOSE

This Corporation is a not for profit corporation, organized for charitable and educational purposes, as defined in Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended. The specific purpose of the Corporation includes providing financial support to assist low-income individuals and individuals of limited means residing in the local community to purchase, maintain and use affordable and adequate health care insurance coverage either through the individual health insurance market or through the Medicaid program. Such financial assistance may take the form of premium assistance, payment of insured or beneficiary cost-sharing obligations and/or payment of share-of-cost obligations. The Corporation shall not provide grants or other assistance to subsidize providers for the cost of care provided to uninsured individuals or reimburse individuals for the cost of other items and services not covered by an individual's health care coverage.

ARTICLE IV

MANNER OF ELECTION

The number and manner of election of the members of the Board of Directors shall be as set forth in its Bylaws.

ARTICLE V

OFFICE AND REGISTERED AGENT

The name and Florida street address of the Corporation's initial registered agent is Corporation Service Company, located at Florida street address 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI

INCORPORATOR

The incorporator of the Corporation is Andrea Frey and her address is 575 Market Street, Suite 2300, San Francisco, CA 94105.

ARTICLE VII

DISSOLUTION

Upon dissolution of the Corporation, the assets of the Corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or parallel Section of any successor to the Code, or shall be distributed to the federal government, or to a state or local government, for public purpose. Any assets not so disposed of shall be disposed of by a Florida court of the County in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as are organized and operated exclusively for such purposes, as such court shall determine.

ARTICLE VIII

CHARITABLE RESTRICTIONS AND LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.


No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or dissemination of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, or engage in any political activities of any kind, except as permitted by the provisions of Section 501(h) of the Code, or corresponding section of any future federal tax code.

Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or corresponding section of any future

tax code, or (b) by a corporation contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2), and 2522 of the Code, or corresponding sections of any future federal tax code.

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

DATED: March 24, 2017



Merryl Wiener, Asst. Vice President
Registered Agent

I submit this document and affirm that the facts stated herein are true. I am aware that any 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.

DATED: March 27, 2017



Andrea Frey
Incorporator

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TALLAHASSEE FLORIDA