

6/28/96

FLORIDA DIVISION OF CORPORATIONS

9:34 AM

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TO: DIVISION OF CORPORATIONS
 DEPARTMENT OF STATE
 STATE OF FLORIDA
 409 EAST GAIL STREET
 TALLAHASSEE, FL 32399

FROM: RUBEN, MCCLOSKEY, SMITH, SCHUSTER & A
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DOCUMENT TYPE: LIMITED LIABILITY COMPANY

NAME: FIRST CHOICE HEALTH PLAN, L.C.

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**ARTICLES OF ORGANIZATION OF
FIRST CHOICE HEALTH PLAN, L.C.**

The undersigned, desiring to form a limited liability company for the purposes set forth herein and in conformance with the Florida Limited Liability Company Act, do hereby establish the following:

1. **Name.** The name of the limited liability company is First Choice Health Plan, L.C.
2. **Duration.** The period of duration of the limited liability company is sixty (60) years, unless sooner dissolved as provided by statute.
3. **Purpose.** This limited liability company is organized for the purpose, on a prepaid basis, of providing, directly or indirectly, or arranging by, through, and with, contractual arrangements with third parties, for the provision of medical care, health care services, and other services, including without limitation, the type of services regularly offered to Medicaid recipients and engaging in any other lawful business incident thereto in which a limited liability company may engage under Florida law.
4. **Principal Place of Business.** The address of its principal place of business is 3900 N.W. 79th Avenue, Suite 500, Miami, Florida 33166.
5. **Registered Agent and Office.** The name and address of its initial registered agent in the State of Florida, whose Consent to Appointment as Registered Agent accompanies these Articles, is Elizabeth Cooke, 3900 N.W. 79th Avenue, Suite 500, Miami, Florida 33166.
6. **Capitalization.** The capital contributions of the Members, having an agreed value totaling \$9,000.00, when contributed, shall be allocated as follows:

Economic Opportunit Family Health Center, Inc.	\$2,000.00
Community Health of South Dade, Inc.	\$2,000.00
Coconut Grove Family Health Center, Inc.	\$2,000.00
New Horizons Community Mental Health Center, Inc.	\$1,000.00
Northwest Dade Center, Inc.	\$1,000.00
Miami Mental Health Center, Inc.	<u>\$1,000.00</u>
TOTAL	<u>\$9,000.00</u>

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7. Additional Liability of Members. No additional capital contributions of the Members will be required, except as provided in the Limited Liability Company Agreement and Regulations establishing and governing First Choice Health Plan, L.C. as the same may be amended (the "Agreement").
8. Admission of Additional Members. Additional Members will be admitted only upon the unanimous consent of all members, as provided in the Agreement, or upon such other terms as are unanimously agreed to by all Members.
9. Continuity. The remaining Members of the limited liability company will have the right to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or dissolution of a Member or occurrence of any other event which terminates the continued Membership of a Member in this limited liability company. The return of capital and the distribution of profits shall be determined from the limited liability company's books, as of the effective date of withdrawal, based on the provisions of the Agreement, and paid as provided in the Agreement, without diminishing the prospects of the limited liability company's ventures and subject to the limitations of Florida law.
10. Management. The business of the limited liability company shall be reserved to and conducted under the exclusive management of its initial Manager who shall have exclusive authority to act for the limited liability company in all matters. The name and address of the Manager of the Company is Elizabeth Cooke, 3900 N.W. 79th Avenue, Suite 500, Miami, Florida 33166.

DATED this 22nd day of June, 1996.ECONOMIC OPPORTUNITY FAMILY
HEALTH CENTER, INC.By: Jessie Krie
Its: President & CEOCOMMUNITY HEALTH OF SOUTH
DADE, INC.By: Proctor & Smith
Its: President/CEO

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COCONUT GROVE FAMILY HEALTH
CENTER, INC.

By: *Jeff Davis*
Its: President & CEO

NEW HORIZONS COMMUNITY MENTAL
HEALTH CENTER, INC.

By: *William W. Thompson, P.O.*
Its: Chief Executive Officer

NORTHWEST DADE CENTER, INC.

By: *Mary Jordan L.C.S.W.*
Its: President

MIAMI MENTAL HEALTH CENTER, INC.

By: *Oliver Martinez*
Its: President & CEO

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**CERTIFICATE OF DESIGNATION AND
ACCEPTANCE OF REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for First Choice Health Plan, L.C., at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 27 day of June, 1996.


Elizabeth Cooke

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned Member or authorized representative of a Member of First Health Choice Plan, L.C., deposes and says:

1. The at ve-named limited liability company has at least two (2) Members;
2. The total amount of cash contributed by the Members is \$9,000.00; and
3. The Members have not contributed any property other than cash.

Elizabeth Cooke
Elizabeth Cooke

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