

TRANSMITTAL LETTER

100000002451

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

SUBJECT: Florida Medicaid Providers Association, Inc.
(Proposed corporate name - must include suffix)

400003206544--9
-04/13/00--01001--008
*****78.75 *****78.75

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 of
Status

ADDITIONAL COPY REQUIRED

FROM: Ruden, McClosky, et.al. (James Barclay)
Name (Printed or typed)

215 S Monroe Street Ste 8150
Address

Tally, FL 32301
City, State & Zip

681-9027
Daytime Telephone number

RECEIVED
00 APR 12 PM 3:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
APR 12 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

T. SMITH APR 13 2000

ARTICLES OF INCORPORATION

OF

FLORIDA MEDICAID PROVIDERS ASSOCIATION, INC.
(A Not-For-Profit Corporation)

FILED

00 APR 12 AM 11:15

**CLERK OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, acting as Incorporator of the **FLORIDA MEDICAID PROVIDERS ASSOCIATION, INC.**, a Florida corporation organized under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME AND ADDRESS

The name of the Corporation shall be the **FLORIDA MEDICAID PROVIDERS ASSOCIATION, INC.** The address and principal office of the Corporation shall be located at 215 South Monroe Street, Suite 815, Tallahassee, Florida 32301.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code").

The charitable purposes, which the Corporation will seek to advance, include the interests of Medicaid Providers in the State of Florida and those desiring to participate in the Florida Medicaid program. The Corporation may also seek to advance such purposes by granting charitable contributions to other organizations described in Code Section 501(c)(3) or to other entities or individuals as may be permitted by the Code.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, 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) and its regulations, as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Code Section 170(c)(2) and regulations as they now exist or as they may hereafter be amended.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and

operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are exempt under Code Section 501(c)(3) or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of this Corporation is James M. Barclay, and the address of said Incorporator is 215 South Monroe Street, Suite 815, Tallahassee, Florida 32301.

ARTICLE VII

OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the bylaws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE VIII

BOARD OF DIRECTORS AND OFFICERS

A. The number of persons constituting the initial Board of Directors shall be at least three (3). The number of members of subsequent Boards shall be determined as provided in

Paragraph C of this Article.

B. The name and address of the initial Board of Directors and Officers is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James M. Barclay (President)	215 South Monroe Street Tallahassee, Florida 32301
F. Berneice Cox (Vice-President)	215 South Monroe Street Tallahassee, Florida 32301
Mary Frey Smallwood (Secretary/Treasurer)	215 South Monroe Street Tallahassee, Florida 32301

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than three (3). In the event that a vacancy occurs on the Board, the Board of Directors shall elect, by majority vote, an individual to serve on the Board to fill such vacancy.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the bylaws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX

BYLAWS

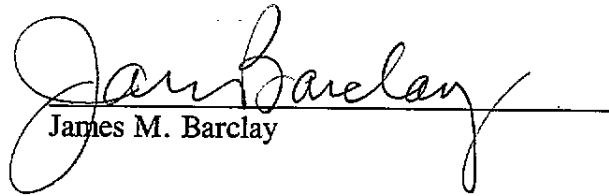
Bylaws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors. The bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 215 South Monroe Street, Suite 815, Tallahassee, Florida 32301, and the name of the registered agent of the Corporation at that address is James M. Barclay.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 12th day of April, 2000.


James M. Barclay

STATE OF FLORIDA

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) SS:

COUNTY OF LEON

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I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, the foregoing instrument was acknowledged before me by James M. Barclay, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 12th day of April, 2000.

Leslie D. Veal

Notary Public

Leslie D. Veal

Typed, printed or stamped name of Notary
Public

My Commission Expires:



Leslie D. Veal
MY COMMISSION # CC814071 EXPIRES
March 2, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, James M. Barclay, hereby accept the appointment as the registered agent of Florida
Medicaid Providers Association.

Dated: April 12, 2000

A handwritten signature in cursive script, reading "James Barclay", is written over a horizontal line.

FILED

00 APR 12 AM 11:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA