

TRANSMITTAL LETTER

NO1 000004095

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

800004397958--4  
-06/12/01--01003--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

**SUBJECT:** The Greater Homestead/Florida City Chamber Health Care Alliance, Inc.  
(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: Janet S. Ivy  
Name (Printed or typed)  
43 North Krome Avenue  
Address  
Homestead, Florida 33030  
City, State & Zip  
305 247 -2332  
Daytime Telephone number

01 JUN 11 AM 8:33  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

G. BULLOCK JUN 13 2001

6

FILED  
01 JUN 11 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**Of**  
**The Greater Homestead/Florida City Chamber Health Care Alliance,**  
**Inc.**  
**A corporation not for profit**

**ARTICLE I**  
**NAME AND ADDRESS**

The name of this corporation is The Greater Homestead/Florida City Chamber Health Care Alliance, Inc. (the "Corporation"). The initial principal office and mailing address of this corporation shall be:  
43 North Krome Avenue  
Homestead, Florida 33030

**ARTICLE II**  
**DURATION**

The Corporation shall commence its existence with the filing of the articles. The existence of the Corporation shall be perpetual, unless dissolved according to law.

**ARTICLE III**  
**PURPOSE**

The implementation of a health insurance plan for South Dade residents and others.

**ARTICLE IV**  
**QUALIFICATION OF MEMBERS**

The qualifications for membership shall be determined in the by-laws.

**ARTICLE V**  
**BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors, which shall initially have eight (8) directors, who shall each hold office until their qualified successors have been duly elected at the Corporation's first annual members' meeting. Each director shall be elected by a vote of the members and shall serve a term of one (1) year from the date of election or until their qualified successors have been duly elected. The Board of Directors may increase or decrease the number of directors to not more than ten (10) or not less than three (3).

The names and street addresses of all of the members of the first Board are:

<u>Names:</u>	<u>Street Address:</u>
Thomas R. Weller	65 NW 16 Street Homestead, Florida 33030
Corey D. Gold	160 NW 13 Street Homestead, Florida 33030
Daniel Lipe	28801 SW 157 Avenue Homestead, Florida 33033
Ignacio Fiallos	70 NE 3 Street Florida City, Florida 33034
Jane W. McMillan	2 South Biscayne Blvd Suite 3750 Miami, Florida 33131
Katy Oleson	5 South Flagler Avenue Homestead, Florida 33030
David Passmore	289 South Krome Avenue Homestead, Florida 33030
Marlene Porter	28801 SW 157 Avenue Homestead, Florida 33033

A director may be removed from office as follows:

- (1) Any member of the Board of Directors shall be removed from office with or without cause by the vote or agreement in writing by a majority of all votes of the membership.
- (2) The notice of a meeting of the members to recall a member or members of the Board of Directors shall state the specific directors sought to be removed.
- (3) A proposed removal of a director at a meeting shall require a separate vote for each board member sought to be removed. Where removal is sought by written agreement, a separate agreement is required for each board member to be removed.
- (4) IF removal is affected at a meeting, any vacancies created thereby shall be filled by the members at the same meeting.

- (5) Any director who is removed from the board shall not be eligible to stand for reelection until the next annual meeting of the members.
- (6) Any director removed from office shall turn over to the board of directors within seventy-two (72) hours any and all records of the corporation in his/her possession.
- (7) If a director who is removed shall not relinquish his/her office or turn over records as required under this article, the circuit court in the county where the Corporation's principal office is located may summarily order the director to relinquish his office and turn over corporate records upon application of any member.

**ARTICLE VI**  
**AMENDMENT**

Any amendment to the Articles must be approved by a majority of all members of the Board.

**ARTICLE VII**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered agent of the Corporation in the State of Florida shall be:

43 North Krome Avenue Homestead, Florida 33030

The name of the registered agent of the Corporation at the above-specified address shall be:

Mary A. Finlan

**ARTICLE VII**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation (the "Incorporator"), who is signing the Articles, is as follows:

Name:

Street Address

Janet S Ivy

43 North Krome Avenue  
Homestead, Florida 33030

**ARTICLE IX**  
**EXEMPT STATUS**

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 distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of the Articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are nor in furtherance of the purposes of this Corporation.

**ARTICLE X**  
**DISSOLUTION**

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the Incorporator has made and subscribed to the Articles, in the City of Homestead, County of Miami-Dade, State of Florida, for the aforementioned uses and purposes in connection with the Corporation, on this 31<sup>st</sup> day of May, 2001.

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT OF THE  
GREATER HOMESTEAD/FLORIDA CITY CHAMBER HEALTH CARE  
ALLIANCE, INC.**

Pursuant to Sections 48.091 and 617.0501 of the Florida Statutes (1999), The Greater Homestead/Florida City Chamber Health Care Alliance, Inc., having filed its Articles of Incorporation contemporaneously herewith, with its registered office as indicated therein at 43 North Krome Avenue Homestead, Florida 33030, has named Mary A. Finlan, located thereat, as its registered agent and to accept service of process within the State of Florida.

By: Janet S. Dwy  
Incorporator

Having been named as the registered agent and to accept service of process in the State of Florida for the above-named corporation at the location designated herein, I hereby accept the appointment 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 am familiar with and accept the obligations of my position as registered agent.

By: Mary A. Finlan  
Registered Agent

FILED  
01 JUN 11 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA