

NO2 0000000170

Florida Department of State

Division of Corporations

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To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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FLORIDA NON-PROFIT CORPORATION

Healthy Florida Foundation Lobby, Inc.

Certificate of Status	0
Certified Copy	1
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R. VARNADORE JAN 11 2001

**ARTICLES OF INCORPORATION
OF
HEALTHY FLORIDA FOUNDATION LOBBY, INC.**

The undersigned incorporator to these Articles of Incorporation hereby forms a Corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name and Duration

The name of the Corporation is Healthy Florida Foundation Lobby, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the initial principal office of the Corporation is 200 South Orange Ave., Suite 2300, Orlando, Florida, 32802.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is 200 South Orange Avenue, Sun Trust Center, Suite 2300, in the City of Orlando, County of Orange. The name of the initial registered agent at such address is A.G.C. Co.

ARTICLE IV

Purpose

1. The Corporation is organized and shall be operated exclusively for the promotion of social welfare, including identifying potential structural changes or other solutions to the Nation's health care delivery system to improve the quality, affordability and accessibility of health care, making recommendations and lobbying for legislative or regulatory changes, and disseminating the information to health care professionals, business and community leaders, and the general public.

2. The Corporation shall have all powers now and hereafter granted by law to engage in and transact any and all lawful business permitted under the laws of the State of Florida, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects.

3. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual.

ARTICLE V

Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Sun Trust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

ARTICLE VI

Members

The qualification for Members of the Corporation shall be regulated by the Bylaws of the Corporation.

ARTICLE VII

Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided by the Bylaws of the Corporation; provided, however, there shall never be less than three (3).

2. The election and appointment of the Board of Directors shall be as provided by the Bylaws of the Corporation.

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3. The name and address of each initial director of the Corporation who shall serve until his successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Bill McCollum	200 S. Orange Ave., Suite 2300, Orlando, Florida 32802
Cecil Wilson	1341 Orange Avenue, Winter Park, Florida 32789
Jon Reiker	5900 Lake Ellenor Drive, Orlando, Florida 32809

ARTICLE VIII

Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, by a vote of the majority of the Board of Directors.

ARTICLE IX

Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors of the Corporation.

ARTICLE X

Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

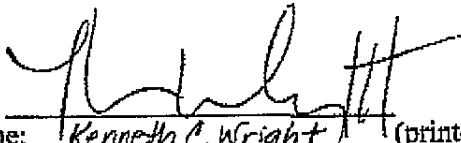
Dissolution

Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(4) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future law, or to the federal, state, or local government for exclusive public purpose.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of
Incorporation on this 10th day of January, 2002.

A.G.C. Co.

By: 
Name: Kenneth C. Wright (printed)
As its: Vice President

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That HEALTHY FLORIDA FOUNDATION LOBBY, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, Florida Statutes.

A.G.C. Co.

By: 

Name: Kenneth C Wright (Printed)

As its: Vice President

DATED: January 10, 2002