

NO 20000002977

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Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

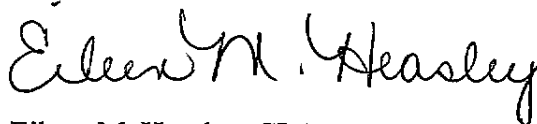
Re: Future Health Trust Company

Gentlemen:

Enclosed is the original and one copy of Articles of Incorporation for the above-named not-for profit corporation, together with a check in the sum of \$78.75 to cover your filing fee and the cost of a certified copy. Please return the certified copy to the undersigned at the above referenced address.

Should you have any questions or require anything further, please feel free to call our office.

Sincerely,



Eileen M. Heasley, CLA
Legal Assistant

/emh

Enclosures

FILED
02 APR 15 AM 11:24
SECRETARY OF STATE
TALLAHASSEE FLORIDA

D. WHITE APR 23 2002

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

FUTURE HEALTH TRUST CORPORATION

The undersigned, acting as the incorporators of the corporation, pursuant to §617.001 et seq. of the Florida Not For Profit Corporation Act, hereby adopt the following Articles of Incorporation for the corporation:

ARTICLE I

NAME

The name of the corporation shall be **FUTURE HEALTH TRUST CORPORATION.**

ARTICLE II

DURATION

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation, and shall exist perpetually thereafter.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The street address of the initial principal office is: 218 Jackson Street, Maitland, Florida 32751.

ARTICLE IV

PURPOSES

The purpose of the corporation is to improve the public health through health education, and to be an important community tool to achieve that goal by being a trusted, neutral party able to collect, compile and deliver health information that is accurate, secure and standards-based. To do so, the corporation shall:

1. Collect De-identified demographic and clinical information as defined in the Healthcare Insurance Portability and Accountability Act of 1996 ("HIPAA") legislation, the Health Level-7 ("HL-7") communications protocol and the ASTM healthcare informatics standards;

2. Collect De-identified clinical information using the MEDCIN medical nomenclature;
3. Receive from vendors medical and demographic information utilizing and following the above standards and medical nomenclature; and
4. Aggregate such De-identified information into blinded relational databases for profiling communities, hospitals, populations, corporations, industries by SIC code and, when feasible, individuals.

Provided, however, that: (i) no part of the net earnings of the corporation shall inure to the benefit of any member of the corporation or other individual; (ii) no substantial part of the corporation's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation; (iii) the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office; (iv) the income of the corporation for each taxable year must be distributed at such time and in such manner so as not to subject the corporation to the tax imposed by §4942 of the Code; (v) the corporation shall not engage in any act of self dealing (as defined in §4941(d) of the Code), retain any excess business holdings (as defined in §4943(c) of the Code), make any investment in such a manner so as to subject the corporation to taxation under §4944 of the Code, or make any taxable expenditure (as defined in §4945(d) of the Code); and, (vi) the corporation shall not conduct its business or affairs in such a manner as to discriminate against any person on the basis of race, color, religion, sex, or age. It is the specific intention of the incorporator that the purposes and activities of the corporation be as broad as permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act, but only to the extent that the corporation qualifies as a tax exempt organization within §501(c)(3) and §170 of the Code.

ARTICLE V

MEMBERS\BOARD OF DIRECTORS

The initial members of the corporation shall be the voting members of the Board of Directors of the corporation. All members of the Board of Directors shall be voting members of the corporation. All voting rights including, but not limited to, the right to amend these Articles of Incorporation and the By-Laws of the corporation, and the right to elect directors of the corporation, shall be held solely by the voting members of the corporation, who shall each be entitled to one (1) vote.

Any natural person may become a voting member of the corporation; provided, however, that voting membership in the corporation shall be conferred only, and automatically upon, the election of such natural person as a member of the Board of Directors of the corporation. Voting membership in the corporation shall terminate automatically if such member ceases to be a member of the Board of Directors of the corporation.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the corporation's initial registered office shall be 218 Jackson Street, Maitland, Florida 32751, and the name of the corporation's initial registered agent at such office shall be **JAMES F. KRAGH**.

ARTICLE VII

BOARD OF DIRECTORS

- A. The initial number of directors of the corporation shall be five (5).
- B. The number of directors of the corporation may be increased or decreased from time to time by By-laws adopted by the voting members of the corporation, but shall never be less than the minimum number of directors required by §617.001 et seq. of the Florida Not For Profit Corporation Act.
- C. The names and addresses of the initial members of the Board of Directors, who shall be the initial voting members of the corporation and who shall hold office until their successors are duly elected and qualified, are:

<u>Name</u>	<u>Address</u>
James F. Kragh	218 Jackson Street, Maitland, FL 32751
J. Robert Mayfield	11393 Willow Gardens Dr., Windermere, FL 34786
Brett Fadeley	1378 S. Ridge Lake Circle, Longwood, FL 32750
Sue Spitz	Post Office Box 4772, Tampa, FL 33677
Rev. Eric Ravndal III	1302 Country Club Oaks Circle, Orlando, FL 32804

ARTICLE VIII

INCORPORATORS

The name and address of the incorporators are:

James F. Kragh	218 Jackson Street, Maitland, FL 32751
J. Robert Mayfield	11393 Willow Gardens Dr., Windermere, FL 34786
Brett Fadeley	1378 S. Ridge Lake Circle, Longwood, FL 32750
Sue Spitz	Post Office Box 4772, Tampa, FL 33677
Rev. Eric Ravndal III	1302 Country Club Oaks Circle, Orlando, FL 32804

ARTICLE IX

DISTRIBUTION OF ASSETS UPON LIQUIDATION

The assets of the corporation are irrevocably dedicated to the purposes specified in these Articles of Incorporation. Therefore, upon liquidation of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, distribute all remaining assets of the corporation as they shall determine; provided, however, that such distributions shall be made exclusively: (i) for one or more exempt purposes, within the contemplation of §501(c)(3) of the Code; and or, (ii) to the United States federal government, and/or to a state or local government, nor a public purpose; or, (iii) for a comparable purpose, as specified in paragraphs (i) and (ii) of this Article VIII, pursuant to court order.

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by §617.001 et seq. of the Florida Not For Profit Corporation Act; provided, however, that no such indemnification shall be permitted if the same would violate any of the purposes of the corporation as specified in these Articles of Incorporation.

ARTICLE XI

AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended by a majority vote of the Board of Directors, provided, however, in no event shall any amendment be adopted which would adversely affect the corporation's status as a tax exempt organization within the meaning of §501(c)(3) and §170 of the Code.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation as of the 20th day of March, 2002.


JAMES F. KRAGH


J. ROBERT MAYFIELD


SUE SPITZ


ERIC RAVNDAL, III


BRETT FADELEY

ACCEPTANCE BY REGISTERED AGENT

The undersigned, **JAMES F. KRAGH**, as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that he is familiar with, and accepts, the obligations imposed pursuant to §617.0501 of the Florida Not For Profit Corporation Act.


JAMES F. KRAGH

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TALLAHASSEE FLORIDA