

To: FL Dept. of State
Subject: 000314.129476

From: Kate Worscht

Thursday, July 29, 2010 4:32 PM Page: 1 of 8

Division of Corporations

<https://efile.sunbiz.org/scripts/efilcovr.exe>

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H10000171556 3)))



H100001715563ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
7/28

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE
7/28

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
JAXCARE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

FILED
10 JUL 28 AM 9:22
FL DEPT OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

H10000171556 3

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
NORTHEAST FLORIDA HEALTH INFORMATION EXCHANGE, INC.**

**f/k/a JaxCare, Inc.
(a Florida not-for-profit corporation)**

**ARTICLE 1
NAME**

The name of the corporation is NORTHEAST FLORIDA HEALTH INFORMATION EXCHANGE, INC.

**ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial street and mailing address of the Corporation is c/o Stephen G. Prom, Esquire, Akerman Senterfitt, 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

**ARTICLE 3
DURATION**

The term of duration of the Corporation shall be perpetual.

**ARTICLE 4
PURPOSES, LIMITATIONS AND DISSOLUTIONS**

Section 4.1 Purposes. The Corporation is organized and shall be operated exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the promotion of public health and lessening the burdens of the government by improving the quality and outcomes of patient care and reducing health care costs through the establishment of a policy framework that will enable the creation and maintenance of an effective health information exchange infrastructure in the State of Florida and, if so determined by the Board of Directors of the Corporation (the "Board"), through the ownership and operation of elements of such infrastructure and the creation and offering of shared services to enable the secure and efficient exchange of clinical information to improve public health and patient care, and the making of distributions to organizations that qualify as exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 ("the Code"), as amended, and the Treasury Regulations issued thereunder, or the corresponding section of any future federal tax code.

Section 4.2 Mission Statement. In furtherance of the foregoing purposes, but not by way of limitation, the mission of the corporation shall be to own and operate an electronic health information network to:

FILED
10 JUL 28 AM 9:22
CLERK OF THE COURT
JULIA A. SENTERFITT
STATE OF FLORIDA

H10000171556 3

1. improve the quality of medical decision-making and the coordination of care;
2. provide accountability in safeguarding the privacy and security of medical information;
3. reduce preventable medical errors and avoid duplication of treatment;
4. improve the public health;
5. enhance the affordability and value of health care; and
6. empower Floridians to take a more active role in their own health care.

Section 4.3 Limitations. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, 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 Section 4.1 of these Articles. 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 any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by an organization exempt from federal income taxation under Section 501(c)(3) of the Code; or the corresponding section of any future federal tax code, or by (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 4.4 Dissolution. Upon the dissolution of the Corporation, after paying and making adequate provision for the payment of the liabilities and obligations of the Corporation, and after the return, transfer, or conveyance of assets which are held by the Corporation under a condition requiring their return, transfer, or conveyance by reason of dissolution, 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.

ARTICLE 5 **MEMBERSHIP**

The Corporation shall not have members, unless the Board of Directors determines to have members pursuant to the terms of the Bylaws.

H10000171556 3

ARTICLE 6
BOARD OF DIRECTORS

Section 6.1 Board of Directors. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors (the "Board, or the "Board of Directors", or "Director", as appropriate), except as otherwise provided by law or in these Articles or the Bylaws of the Corporation.

Section 6.2 Number and Election. The number of Directors constituting the initial Board of Directors shall range between three (3) and eleven (11), the exact number as determined from time to time by the Board. The number of Directors may be expanded or reduced from time to time as provided in the bylaws, but shall never be less than three (3). The Directors shall be elected or appointed in such manner and to serve for such terms as shall be provided in the bylaws of the Corporation.

ARTICLE 7
INDEMNIFICATION

Subject to the bylaws, the Board of Directors is hereby specifically authorized to make provisions for indemnification of Directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 8
BYLAWS

The Bylaws of this Corporation, not inconsistent with law or these Articles, may be amended only upon the approval of two-thirds (2/3) of the Directors of the Corporation, at a meeting duly noticed, called and at which a quorum is present.

ARTICLE 9
AMENDMENTS

Except as otherwise provided in the Bylaws of this Corporation with respect to written consents and telephonic participation in meetings, the Articles of Incorporation of this Corporation may be amended only upon the approval of two-thirds (2/3) of the Directors of the Corporation, at a meeting duly noticed and called and at which a quorum is present.

ARTICLE 10
REGISTERED AGENT AND REGISTERED AGENT ADDRESS

The name of the registered agent of the Corporation is CorpDirect Agents, Inc., and the address of its registered agent is 515 East Park Avenue, Tallahassee, Florida 32303..

To: FL Dept. of State
Subject: 000314 129476

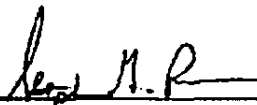
From: Katie Wonsch

Thursday, July 29, 2010 4:32 PM Page: 6 of 8

H10000171556 3

The undersigned, being the Secretary of the Corporation, does hereby acknowledge that the amendments and restatements contained in these Amended and Restated Articles of Incorporation were unanimously approved and adopted by its Board of Directors at a meeting duly noticed, called and at which a quorum was present, on July 26, 2010.

These Amended and Restated Articles of Incorporation shall be effective upon filing with the Division of Corporations, State of Florida.



Stephen G. Prom, Secretary

To: FL Dept. of State
Subject: 000314.129476

From: Katie Wonsch

Thursday, July 29, 2010 4:32 PM Page: 7 of 8

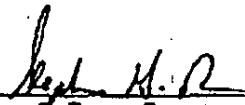
H10000171556 3

**CERTIFICATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

Northeast Florida Health Information Exchange, Inc., a not for profit corporation duly organized and existing under the laws of the State of Florida, with its registered office being c/o Stephen G. Prom, Esquire, Akerman Senterfitt, 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202, has named CorpDirect Agents, Inc., as its registered agent to accept service of process within this state.

July 29, 2010



Stephen G. Prom, Secretary

To: FL Dept. of State
Subject: 000314.129476

From: Katie Wonsch

Thursday, July 29, 2010 4:32 PM Page: 8 of 8

H100001715563

ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

NORTHEAST FLORIDA HEALTH INFORMATION EXCHANGE, INC.

Having been named as registered agent and to accept service of process for the aforementioned entity at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision 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.

CorpDirect Agents, Inc.

By: Katie Wonsch

It's Agent: Katie Wonsch, Assistant Secretary

H100001715563