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TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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10/27/05

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

October 14, 2005

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

RE: Big Bend Regional Healthcare Information Organization, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation and our check for \$78.75. Also enclosed is an extra copy of the Articles for the certified copy. Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause
Secretary to Robert A. Pierce

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

/cv

Enclosures

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 17, 2005

AUSLEY & MCMULLEN

(W-I)

SUBJECT: BIG BEND REGIONAL HEALTHCARE INFORMATION
ORGANIZATION, INC.
Ref. Number: W05000047497

We have received your document for BIG BEND REGIONAL HEALTHCARE INFORMATION ORGANIZATION, INC.. However, the document has not been filed and is being returned for the following:

Section 607.0802 or 617.0802, Florida Statutes, requires directors to be natural persons 18 years old or older.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 305A00063047

OCTOBER 20, 2005: Attached are revised Articles of Incorporation.
Thank you.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BIG BEND REGIONAL HEALTHCARE INFORMATION ORGANIZATION, INC.
A Florida Not-for-profit Corporation**

The undersigned, a majority of whom are citizens of the United States, desire to form a non-profit corporation under the "Florida Not For Profit Corporation Act" (Chapter 617, Florida Statutes) and do hereby certify:

**Article 1.
Name**

The name of this Corporation shall be **Big Bend Regional Healthcare Information Organization, Inc.**

**Article 2.
Principal Office**

The principal place of business and mailing address of the Corporation shall be 1911 Miccosukee Road, Tallahassee, Florida 32308.

**Article 3.
Corporate Purposes**

The Corporation shall be a nonprofit organization formed and operated exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, including the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3).

**Article 4.
Corporate Powers**

The Corporation shall have and exercise all powers accorded not-for-profit corporations under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided in Article 3 above. Specifically, no part of the assets or the net earnings of the Corporation shall inure to the benefit of or be distributable to any officer, director, member, or any other person, 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 3 above. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of

statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Internal Revenue Code and to which deductible contributions may be made under Sections 170, 2055, or 2522 of the Internal Revenue Code, as applicable.

Article 5.
Board of Directors

Section 5.01. The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles of Incorporation, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit.

Section 5.02. The initial Board of Directors of the Corporation shall consist of fifteen members, set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been nominated by the entity and accepted by the Board or until their earlier resignation, removal from office, inability to act, or death as provided in the Bylaws:

Dan Kaelin, M.D. 1911 Miccosukee Road Tallahassee, FL 32308	Mark O'Bryant 1300 Miccosukee Road Tallahassee, FL 32308
Sharon Roush 2626 Capital Medical Blvd. Tallahassee, FL 32308	Duncan Postma 1405 Centerville Rd. Suite 5400 Tallahassee, FL 32308

<p>Allen Byington 3411 Capital Medical Blvd. Tallahassee, FL 32308-4425</p>	<p>John Hogan 2140 Centerville Place Tallahassee, FL 32308</p>
<p>Beth Dye 444 Appleyard Dr. Tallahassee, FL 32304</p>	<p>Tom Harrison 1803 Miccosukee Commons Dr. Tallahassee, FL 32308</p>
<p>Jerry Harris 1899 Eider Court Tallahassee, FL 32308</p>	<p>Debra Sundberg 1401 Centerville Road, Suite 500 Tallahassee, FL 32308</p>
<p>Martin Shipman 3334 Capital Medical Blvd., Suite 400 Tallahassee, Florida 32308</p>	<p>Debra Weller 2626 Care Drive Tallahassee, FL 32308</p>
<p>Karen Wendland 1204 Miccosukee Road Tallahassee, FL 32308</p>	<p>John Detelich 1600 Phillips Rd. Tallahassee, FL 32308</p>

Randy Reese 2907 Kerry Forest Pkwy. Tallahassee, FL 32309	
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Article 6.
Amendments

These Articles of Incorporation may be amended by the affirmative vote of at least two-thirds of the members of the Board of Directors present at any regular or special meeting provided proper notice of the changes to be made has been given and a quorum is present, or without a meeting if a consent in writing, signed by the number of Directors whose votes would be necessary to authorize such amendment at a meeting, is filed in the minutes of the Corporation. Within ten (10) days after obtaining such authorization by written consent, notice summarizing the action shall be given to those Directors who have not consented in writing.

Article 7.
Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed (i) for one or more exempt purposes to any organization which shall then be qualified for exemption under Section 501(c)(3) of the Internal Revenue Code and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, (ii) to the federal government, or (iii) to a state or local government for a public purpose. Any 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, as the said court shall determine, to one or more such organizations as have been organized and operated exclusively for such purposes. None of the assets shall be distributed to any officer, director, or member of the Corporation, or any other person or organization not described in the preceding sentence.

Article 8.
Registered Office and Registered Agent

The name and Florida street address of the Registered Agent of the Corporation are as follows:

Robert A. Pierce
227 South Calhoun Street
Tallahassee, Florida 32301

Having been named as registered agent to accept service of process for the above-named corporation at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Robert A. Pierce, Registered Agent

Article 9.
Incorporators

The names and addresses of the incorporators of the Corporation are:

Allen Byington Chairman & Chief Operating Officer ElectroNet Intermedia Consulting 3411 Capital Medical Blvd. Tallahassee, Florida 32308-4425	
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IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **Big Bend Regional Health Information Organization, Inc.**, on this 12th day of October, 2005.



Signature/Incorporator

Date: October 12, 2005

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