

Division of Corporations

**N 06000003641**

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June 12, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations  
CENTRAL FLORIDA REGIONAL HEALTH INFORMATION ORGANIZATION  
4401 VINELAND ROAD  
SUITE A-10  
ORLANDO, FL 32811

SUBJECT: CENTRAL FLORIDA REGIONAL HEALTH INFORMATION ORGANIZATION, INC.  
REF: N06000003641

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**ARTICLES OF AMENDMENT  
TO ARTICLES OF INCORPORATION OF**

**CENTRAL FLORIDA REGIONAL HEALTH INFORMATION  
ORGANIZATION, INC.**

CENTRAL FLORIDA REGIONAL HEALTH INFORMATION ORGANIZATION, INC. (the "Corporation"), pursuant to Section 617.1002, Florida Statutes, does hereby file the following Articles of Amendment (the "Amendment"):

1. That the current purpose of the Corporation is to develop communication tools and a network for sharing of patient information.
2. That effective upon the date of filing of this Amendment, Article III of the Articles of Incorporation of Central Florida Regional Health Information Organization, Inc. is hereby amended to read as follows:

**ARTICLE III**  
**PURPOSE**

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). The Corporation's powers are further limited to the development of communication tools and a network for sharing of patient information.

3. That the current Article VIII provides that the Corporation reserves the right to amend the Articles of Incorporation.
4. That effective upon the date of filing of this Amendment, Article VIII of the Articles of Incorporation of Central Florida Regional Health Information Organization, Inc., is hereby amended to read as follows:

**ARTICLE VIII**  
**AMENDMENT TO ARTICLES**

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This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto and any right conferred upon the shareholders is subject to this reservation. The Articles 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.

5. That effective upon the date of filing of this Amendment, a new Article X is adopted to read as follows:

ARTICLE X  
NO PRIVATE INUREMENT

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 Third 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 these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

6. That effective upon the date of filing of this Amendment, a new Article XI is adopted to read as follows:

ARTICLE XI  
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 organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

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7. That the foregoing amendment is adopted by all Members of this Corporation and the number of votes cast for the amendment was sufficient for approval at a meeting of the members on May 25, 2007.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment on the 9<sup>th</sup> day of June, 2007.

  
Becky J. Chernes, Chair

Prepared by Gregory A. Chaires, Esq.  
Chaires Hammond, P.L.  
283 Cranes Roost Blvd., Ste. 165  
Altamonte Springs, FL 32701  
Florida Bar # 964808

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