

N06000018907

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

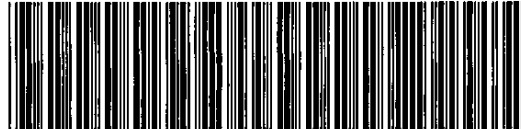
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Allison Davis
Office Use Only
Gave auth. to
change FTA + add
adoption.



000081380000

11/07/06--01029--006 **61.25

RECEIVED
06 NOV -7 AM 11:41
TALLAHASSEE, FLORIDA

FILED
06 NOV -7 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated Articles

NOV 07 2006

SP

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Florida Association of Health Plans
Foundation, Inc.

DOCUMENT NUMBER: AL 06 000010907

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Diane Prevatt
(Name of Contact Person)
Florida Assoc. of Health Plans, Inc.
The Slavin Group, Inc.
(Firm/ Company)
201 E. Park Ave
(Address)
Tallahassee, FL 32307
(City/ State and Zip Code)

For further information concerning this matter, please call:

Diane Prevatt at (850)
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

300.00

- ☒ \$35 Filing Fee ☐ \$43.75 Filing Fee & Certificate of Status ☐ \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) ☐ \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RESTATED
ARTICLES OF INCORPORATION
OF

FILED
06 NOV -7 PM 1:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Association of Health Plans Foundation, Inc.
(A Florida Nonprofit Corporation)

We, the undersigned, all of whom are citizens of the United States and residents of the State of Florida, being of full age, acting as incorporators for the purposes of creating a nonprofit corporation under the Laws of the State of Florida, as contained in Chapter 617 of the Florida Statutes, as presently constituted, do hereby set forth:

ARTICLE I

Corporate Name

The name of this corporation is Florida Association of Health Plans Foundation, Inc.

ARTICLE II

Corporate Nature

This is a nonprofit corporation, organized solely for educational purposes pursuant to the Florida Not for Profit Corporation Act set forth in Section 617 of the Florida Statutes.

ARTICLE III

Duration

The term of existence of the corporation is perpetual.

ARTICLE IV

General and Specific Purposes

The specific and primary purposes for which this corporation is formed are:

- (a) To provide educational materials and information to the general public and elected officials on the subject of healthcare and insurance related issues;
- (b) To promote public awareness of general healthcare and insurance issues that has a positive or negative impact on the public and community welfare;
- (c) To sponsor educational healthcare and insurance programs for the public to promote the public's knowledge relating to issues that have a positive or negative impact on the public and community welfare;
- (d) To operate in any other manner for such educational purposes.

ARTICLE V

Management of Corporate Affairs

BOARD OF DIRECTORS. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the Board of Directors. The initial number of Directors of the corporation shall be twenty-one (21), provided, however, that such number may be changed at anytime by the Board to an uneven number not less than nineteen.

The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the Board, at a time to be determined by the Board, at which time an election of Directors shall be held.

Directors elected at the first meeting, and at all times thereafter, shall serve for a term of one (1) year until the next annual meeting of the Board following the election of Directors and until qualification of the successors in office. Annual meetings shall be held at such time and/or place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any other certificate or other document filed under provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

Andrew Crooks	255 Primera Blvd, Ste 264	Lake Mary, FL
Asif Jamal	1801 NW 9 th Ave.	Miami, FL
Robert Wychulis	201 E. Park Ave	Tallahassee, FL
Brooke Flaherty	11675 Great Oaks Way	Alpharetta, GA
Dan Rosenthal		
Devaiah Pagidipati	2955 SE 3 rd Court	Ocala, FL
Don Gilmore	4200 W. Cypress St	Tampa, FL
Don Hairston	5420 Bay Center Dr Ste 250	Tampa, FL
Douglas Cueny	9400 S. Dadeland Blvd	Miami, FL
Edward Simpson Jr	1340 Ridgewood Ave	Holly Hill, FL
Jerry Senne	6450 S. Highway US 1	Rockledge, FL
Joseph Caruncho	9100 S. Dadeland Blvd	Miami, FL

Lyle Algate	P.O. Box 830010	Miami, FL
Michael M. Earley	250 Australian Ave S	West Palm Beach, FL
Mike Seltzer	3501 SW 160 th Ave	Miramar, FL
Rafael Perez	4000 Ponce De Leon Blvd	Coral Gables, FL
Phil Sheesley	150 2 nd Ave N, Ste 400	St. Petersburg, FL
Sabiha Khan	2435 US Hwy 19 Ste 470	Holiday, FL
Steve Smith	4800 Deerwood Campus	Jacksonville, FL
Tamara Myerson	4950 SW 8 th Street	Coral Gables, FL
Todd Farha	8725 Henderson Rd	Tampa, FL

CORPORATE OFFICERS. The Board of Directors shall elect the following officers: President, Vice-President, Secretary, and Treasurer, and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Robert Wychulis	201 E. Park Ave.	Tallahassee, FL
-----------------	------------------	-----------------

ARTICLE VI

Earnings and Activities of Corporation

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 for the in Article IV hereof.

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.

ARTICLE VII

Distribution of Assets

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine.

ARTICLE VIII

Principal Office: Mailing Address

The principal office and mailing address of this corporation will be 201 East Park Avenue, Tallahassee, Florida, 32301 or such other address as the Board of Directors may from time to time designate.

ARTICLE IX

Membership

The corporation shall have such classes of members and the membership shall be limited to such individuals, corporations and associations as approved by the Board of Directors.

ARTICLE X

Incorporators

The name and residence address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Diane Prevatt	The Slevin Group, Inc 6753 Thomasville Road Suite 108 Tallahassee, FL 32312

ARTICLE XI

Amendment of Bylaws

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Florida Not For Profit Corporation Act of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefore in the Bylaws.

ARTICLE XII

Dedication of Assets

The property of this corporation is irrevocably dedicated to educational purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any Directors, officer or member thereof, or to the benefit of any private individual.

ARTICLE XIII

Registered Agent and Office

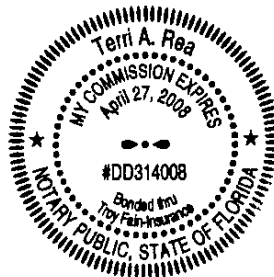
The address of the corporation's registered office shall be c/o 201 East Park Avenue, Tallahassee, Florida, 32301, the name of its registered agent at said address shall be Robert Wychulis whose acceptance of said designation is signified by his signature below.

STATE OF FLORIDA,

COUNTY OF LEON,

BEFORE ME, the undersigned authority, personally appeared DIANE PREVATE
incorporator, and to me known to be the person who executed the foregoing Articles of
Incorporation and they acknowledged to and before me that he executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of
NOV, 2006.



Terri A. Rea
Notary Person
State of Florida at Large
My Commission Expires 4-27-08

STATE OF FLORIDA,

COUNTY OF LEON,

BEFORE ME, the undersigned authority, personally appeared ROBERT WYCHULIS, as
Resident Agent, and to me known to be the person who executed the foregoing Articles
of Incorporation and they acknowledged to and before me that her executed such
instrument.

IN WITNESS THEREOF, I have hereunto set my hand and seal this 7 day of
NOV, 2006.



Terri A. Rea
Notary Person
State of Florida at Large
My Commission Expires 4-27-08

ARTICLE XIV

Amendment of Articles

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

We, the undersigned, being subscribers and incorporators of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation this 7 day of NOV, 2006.

Diane Prevatt
Incorporator:
Robert Wyomelin
Registered Agent:
President

The Restated Articles of Incorporation were adopted by the Board of Directors. Member approval was not required.