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DIVISION OF CORPORATIONS
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JUN 08 2011

EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Healthcare Cost Containment United Association, Inc.

DOCUMENT NUMBER: N07056

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

Please return all correspondence concerning this matter to the following:

Lynn S. Morgan

(Name of Contact Person)

Healthcare Cost Containment United Association, Inc.

(Firm/ Company)

2300 Corporate Blvd NW, Suite 131

(Address)

Boca Raton, FL 33431

(City/ State and Zip Code)

lmorgan@hccua.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lynn S. Morgan

(Name of Contact Person)

at (561) 998-5892

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$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

**Articles of Amendment
to
Articles of Incorporation
of**

(Name of Corporation as currently filed with the Florida Dept. of State)

Healthcare Cost Containment United Association, Inc.

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

_____, Florida_____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

(Attach additional sheets, if necessary)

| <u>Title</u> | <u>Name</u> | <u>Address</u> | <u>Type of Action</u> |
|--------------|-------------|----------------|---------------------------------|
| | | | <input type="checkbox"/> Add |
| | | | <input type="checkbox"/> Remove |
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(attach additional sheets, if necessary). (Be specific)

Healthcare Cost Containment United Association, Inc.

The date of each amendment(s) adoption: October 29, 2010
(date of adoption is required)

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 6/2/11

Signature Lynn S. Morgan
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Lynn S. Morgan
(Typed or printed name of person signing)

President
(Title of person signing)

Articles OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.,
A Florida Not For Profit Corporation

The corporation not for profit formed under Part 1 of Chapter 617, Florida Statutes, does hereby certify:

FIRST: That the name of the not for profit corporation is Healthcare Cost Containment United Association, Inc. (the "Association").

SECOND: That, by unanimous consent, the Board of Directors of the Association adopted a resolution setting forth the proposed amendment of the purpose of the Association (the "Modification") and, finding the Modification advisable and approved for presentation and recommendation to the members, directing that the Modification be submitted to a vote at a special meeting of members entitled to vote on the proposed Modification.

THIRD: That on November 2, 1020, at a special meeting called for such purpose, with written notice setting forth the proposed Modification having been delivered to the members, the Modification and amendment and restatement of the Articles of Incorporation of the Association was approved and adopted by the vote of a majority of the members entitled to vote at such meeting, in accordance with the Articles of Incorporation and By-Laws of the Association

FOURTH: That, by unanimous consent, the Board of Directors of the Association approved and adopted the amendment and restatement of the Articles of Incorporation of the Association including the Modification (the "Amended & Restated Articles"), as follows:

RESOLVED, that HealthCare Cost Containment United Association, a Florida Not For Profit Corporation formed under Part 1 Chapter 617, Florida Statutes, adopts amendments to and restates its Articles of Incorporation pursuant to the provisions of sections 617.1002-1007, Florida Statutes so that, as amended, integrated and restated, said Articles of Incorporation shall be and read in full as follows:

**ARTICLES OF INCORPORATION
OF THE
HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.**

ARTICLE I – NAME & EXISTENCE

The name of the not for profit corporation (the "Association"), which shall have perpetual existence, shall be: **HEALTHCARE COST CONTAINMENT UNITED ASSOCIATION, INC.**

ARTICLE II – OFFICES

The address of the principal and registered office of the Association in the State of Florida is Suite 740, 115 S. Calhoun Street, Tallahassee, Florida 32301, and the name of the registered agent at such address is 2300 Corporate Boulevard NW, Suite 131, Boca Raton, FL 33431. The Association may establish other offices as provided in the bylaws of the Association (the “By-Laws”).

ARTICLE III – PURPOSE

The purpose of the Association (the “Purpose”) is:

- (a) To educate, inform, encourage and assist its members with regard to using telecommunications and digital media to more economically and efficiently obtain quality healthcare and physician services (“Telemedicine”), applying medical bill review and evaluation techniques and services to reduce or eliminate excessive or inappropriate charges (“Medical Bill Reviewing”), and adopting healthier lifestyles, taking preventative action and making sound financial decisions concerning medical needs and healthcare benefits, services and products;
- (b) To publicly promote and encourage the development, availability, understanding and use of Telemedicine and Medical Bill Reviewing in order to reduce healthcare costs in general and help resolve the healthcare crisis effecting the United States of America;
- (c) To give members access to Telemedicine, Medical Bill Reviewing and other benefits, programs, privileges, products and services beneficial to their overall health and economic condition, and such other ancillary and incidental benefits as the Board of Directors deems appropriate and permissible under applicable law; and
- (d) To do any other act or thing incidental to or connected with such purposes or the advancement thereof by exercising the powers now or hereafter conferred upon corporations by the laws of the State of Florida and of the United States.

ARTICLE IV – NOT FOR PROFIT

The Association is not organized for pecuniary profit nor shall it have any power to issue certificates of stock or declare dividends, and no part of its net earnings shall inure to the benefit of any member, director, trustee or individual, other than as may be permitted by law; provided, however, that reasonable compensation may be paid to any such persons or other persons or entities for services rendered to or for the Association in furtherance of its purpose. The balance, if any of all money received by the Association from its operations, after the payment in full of all debts and obligations of the Association of whatsoever kind of nature, shall be used and distributed exclusively for carrying out only the purpose of the Association as set forth in Article IV hereof. In the event of the dissolution of the Association, or in the event it shall cease to carry out the

objects and purposes herein set forth, all business, property and assets of the Association shall be converted to cash and applied first to satisfy the debts of and just claims against the Association. After such debts and claims have been satisfied, the balance of assets shall be distributed subject to the applicable provisions of Florida law.

ARTICLE V – BOARD OF DIRECTORS

The powers of the Association shall be exercised, its properties controlled, and its business and affairs conducted and managed in accordance with Florida law by a board of directors (the “Board”) of not less than three members (“Directors”), or such greater number as determined by resolution of the Board. Qualifications may be established for eligibility to serve as a Director, and if a person serving as a Director ceases to satisfy such qualifications, as determined by a majority of the other Directors, such person’s Directorship shall automatically terminate. The terms served by Directors may be staggered and shall be of such length as shall be set forth in the By-Laws. Each Director shall serve until his term expires and until his successor is elected or qualified (unless the Board determines that there is to be no such immediate successor), or until his death, resignation, termination or removal. Directors shall be permitted to serve successive terms unless prohibited under the By-Laws. Directors shall be elected by the vote of Members in accordance with the By-Laws; provided, however, that any Board vacancies created by the death, resignation, termination or removal of a Director or by an increase in the size of the Board shall be filled by the Directors then serving on the Board, in the manner provided in the By-Laws. The Board may establish committees (“Committees”) and appoint delegates (“Delegates”) in the manner provided in the By-Laws and may give them such authority and responsibilities as permitted in the By-Laws.

The names and addresses of the persons constituting the Board of Directors as of the effective date of these Articles of Incorporation and who are to act in that capacity until the qualification of their successors are:

Carlos Garcia – 12762 SW 116 Terrace, Miami, FL 33186

Jorge Martin – 9450 SW 79 Street, Miami, FL 33173

Harvey Birnholz – 16866 Knightsbridge, Boca Raton, FL 33484

Morton S. Horowitz – 4833 Esedra Court, Apt. 306, Lake Worth, FL 33467

Michael Apel – 1015 NW 17 Avenue, Delray Beach, FL 33445

ARTICLE VI – OFFICERS

The officers of the Association (“Officers”) shall be a president, secretary, treasurer and executive director. Other offices and Officers may be established and appointed by the Board, as provided in the By-Laws. The qualifications, the time and

manner of election or appointment, the duties, the terms of office and the manner of removing Officers shall be as provided in the By-Laws.

The officers who are to serve until the next election or appointment of officers under the Articles of Incorporation are:

Dr. Lynn Morgan, President
Carlos Garcia, Vice President
Michael Apel, Secretary
Morton S. Horowitz, Assistant Secretary
Harvey Birnholz, Treasurer
Jorge Martin, Assistant Treasurer

ARTICLE VI – BY-LAWS

The Board of Directors shall have the power to adopt, make, alter or repeal By-Laws of the Association. By-Laws will be adopted at the first meeting of the Board following the filing of this Certificate of Incorporation. The By-Laws and any amendments thereto shall be binding on all members of the Association.

ARTICLE VIII – MEMBERSHIP & DUES

The conditions and rights of membership in the Association (“Membership”) shall be set forth in the By-Laws. The Board may establish one or more classes of Membership (“Classes”) having different qualification requirements and rights, including nonvoting Classes, and may limit or restrict any voting right or rights to only a particular Class or Classes, to the exclusion of other Classes. The Association shall collect dues from its Members as may be provided under the By-Laws. Membership may not be transferred or inherited.

ARTICLE IX – MEETINGS

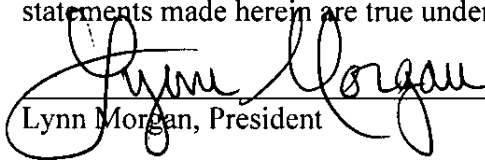
The Association shall hold regular meetings of the Members, not less than annually, to further the purposes of the Members and the Association. Members shall have voting privileges and Board representation as provided in the By-Laws. Other than as may be specifically permitted in the By-Laws, Members shall not be permitted to vote at a meeting of Members or express consent or dissent outside such a meeting by proxy.

ARTICLE X – AMENDMENTS TO ARTICLES

Amendments to this Certificate of Incorporation may be proposed by resolution of the Board and presented to the Members, and may be adopted at a meeting of the Members called for such purpose by a vote of the Members in attendance at such meeting and entitled to vote on such matter, in accordance with the By-Laws.”

FIFTH: That the Amended & Restated Articles were adopted and approved and shall for all purposes be deemed effective as of November 6, 2010.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed and the undersigned, as Secretary of said corporation, hereunto signs his name and affirms that the statements made herein are true under the penalties of perjury, this 2nd day of June, 2011.


Lynn Morgan, President