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Amended & Restated
Articles

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DIVISION OF CORPORATIONS
TALLAHASSEE, FL
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The members and directors
are the same people

"AR"

7/14/09

BREWTON PLANTE P.A.

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
SUITE 250
225 SOUTH ADAMS STREET

TALLAHASSEE, FL 32301

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FACSIMILE 850-222-8222

MAILING ADDRESS:
POST OFFICE BOX 10369
TALLAHASSEE, FL 32302-2369

E-MAIL ADDRESS:
WILBUR E. BREWTON, ESQUIRE
wbrewton@bplawfirm.net

July 13, 2009

Hand Delivery

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

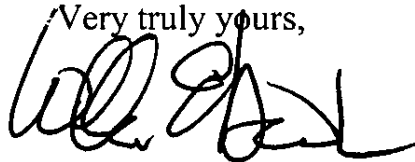
Re: Florida Health Choices, Inc.

To Whom It May Concern:

Enclosed for filing, please find the **AMENDED AND RESTATED ARTICLES OF INCORPORATION**, along with a check in the amount of **\$35.00** for the applicable filing fee for **FLORIDA HEALTH CHOICES, INC.**

Should you have any questions, please do not hesitate to contact my office.

Very truly yours,



Wilbur E. Brewton

WEB/art
Enclosures

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

FLORIDA HEALTH CHOICES, INC.

(a Florida Corporation Not-For-Profit)

(Originally incorporated on November 6, 2008)

FILED
2009 JUL 13 PM 4:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation, not-for-profit, for charitable, educational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following Amended and Restated Articles of Incorporation:

ARTICLE 1. - NAME

The name of this organization is: FLORIDA HEALTH CHOICES, INC.

ARTICLE 2. - PURPOSES

The purposes for which the corporation is organized are:

- (a) To administer the Florida Health Choices Program as provided in Section 408.910, Florida Statutes, and to conduct such other business as may further the administration of the Florida Health Choices Program.
- (b) To do all things to expand opportunities for Floridians without adequate access to affordable, quality health care to purchase affordable health insurance and health services through the Florida Health Choices Program.
- (c) To do all things to preserve the benefits of employer-sponsored insurance while easing the administrative burden for employers who offer these benefits through the Florida Health Choices Program.

- (d) To do all things to enable individual choice in both the manner and amount of health care purchased through the Florida Health Choices Program.
- (e) To provide for the purchase of individual, portable health care coverage through the Florida Health Choices Program.
- (f) Disseminate information to consumers on the price and quality of health services in the Florida Health Choices Program.
- (g) To sponsor a competitive market that will stimulate product innovation, quality improvement, and efficiency in the production and delivery of health services to under or uninsured citizens in Florida through the Florida Health Choices Program.
- (h) To acquire, purchase, lease, mortgage and deal in all types of property, real and personal, which may be necessary and convenient to accomplish the general objectives herein stated, including the leasing or purchase of facilities, equipment, machinery and any other related items as the corporation may deem necessary.
- (i) To receive and accept grants, loans or advances of funds from any public or private agency or individual and to solicit and receive funds, gifts, endowments, donations, grants, devises and bequests of money, property, labor, or any other thing of value to be held, used and applied by the corporation in furtherance of its charitable, scientific or educational purposes, either directly or indirectly by contributions to organizations exempt under section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.
- (j) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.

This corporation is organized exclusively for public purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, as

amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings 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 3 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. In addition, the corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 3. – POWERS

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific, or educational purposes for which the corporation is organized.

(b) This corporation shall issue no stock. No part of its net earnings shall inure to the benefit of or shall be distributed to its members, directors, officers or other private persons.

(c) Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities deemed impermissible for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or a corresponding provision of any future United States Internal Revenue Code.

ARTICLE 4. - CORPORATE HEADQUARTERS

The street address of the corporation shall be 225 South Adams Street, Suite 250, Tallahassee, Florida 32301.

The corporate headquarters may be changed from time to time by approval of the Board of Directors.

ARTICLE 5. - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: Kelly B. Plante, Esquire, Brewton Plante, P.A., 225 South Adams Street, Suite 250, Tallahassee, Florida 32301.

ARTICLE 6 - MEMBERSHIP

Section 1. In accordance with Section 408.910, Florida Statutes, there shall be 15 members of the corporation, which members shall constitute the Board of Directors to include: three (3) ex-officio, non voting members to include the Secretary of the Agency for Health Care Administration, or designee with expertise in health care services; the Secretary for the Department of Management Services or a designee with expertise in state employee benefits; the Commissioner of the Office of Insurance Regulation or a designee with expertise in insurance regulation; four (4) members appointed by and serving at the pleasure of the Governor; four (4) members appointed by and serving at the pleasure of the President of the Senate; and four (4) members appointed by and serving at the pleasure of the Speaker of the House. Members may not include insurers, health insurance agents or brokers, health care providers, health maintenance organizations, prepaid service providers, or any other entity, affiliate or subsidiary of eligible vendors.

Section 2. Each of the members of the Board of Directors shall serve a term of not more than three (3) years, the actual term being at the discretion of the appointing official, unless

the appointment is to fill the remainder of a term left vacant by an appointed member of the Board resulting from resignation, death or otherwise. The number of terms shall be unlimited.

Section 3. In the event a vacancy shall occur on the Board by resignation, death or otherwise, and such vacancy has not been filled by appointment within thirty (30) days from the date of resignation, death or otherwise, then for purposes of determining a quorum at each board meeting, such vacancy shall not be counted as a member of the corporation.

Section 4. No member of the Board of Directors shall vote on any matter which comes before the Board of Directors which would result in direct monetary gain to the Director of any firm, partnership, corporation, or other business enterprise in which the Director has any interest.

ARTICLE 7. - CHIEF EXECUTIVE OFFICER

The Board of Directors shall have the power to hire a Chief Executive Officer for the corporation who is responsible for the selection of other staff as may be authorized by the corporation's operating budget as approved by the Board of Directors.

ARTICLE 8. – MANAGEMENT OF CORPORATION

Section 1. The affairs of the corporation shall be managed by a Board of Directors which shall consist of all the members of the corporation as provided for in as may be prescribed by law, the Articles of Incorporation or the By-Laws. The Board of Directors shall be responsible for establishing procedure and formulating policy for the corporation, and for determining the program activities of the corporation. The Board shall carry out the objectives of the corporation in compliance with Section 408.910, Florida Statutes, the Articles of Incorporation and By-Laws of the corporation.

Section 2. The Board of Directors may establish an Executive Committee to carry out the purposes of this corporation. The Executive Committee shall consist of a minimum of three (3) members of the Board of Directors of the corporation, which shall include the Chairman, Vice Chairman and the Secretary/Treasurer.

ARTICLE 9. - INITIAL BOARD OF DIRECTORS

The Initial Board of Director for the corporation shall be:

Aaron Bean - Appointed by House of Representatives 305 Bonnieview Road Fernandina Beach, FL 32034	Chair, director
Sherri Meadows – Appointed by Governor Meadows Realty, Inc. 8926 SW 27 th Avenue Ocala, FL 34476	Vice Chair, director
Theresa Welles – Appointed by Governor 7955 Bernard Street Tallahassee, FL 32317	Secretary Treasurer
Becky Cherney – Appointed by Governor Florida Health Care Coalition 4401 Vineland Road, Suite A-10 Orlando, FL 32819	Director
Walter Nason – Appointed by Governor Gray Robinson, P.A. P.O. Box 3068 Orlando, FL 32802-3068	Director
Mel Gottlieb – Appointed by Senate 4932 Sunbeam Road Jacksonville, FL 32257	Director
David Medvedeff – Appointed by Senate Avatar International, LLC Orlando Corporate Center 1000 Primera Boulevard, Suite 3144 Lake Mary, FL 32746	Director

Durell Peaden – Appointed by Senate

State Senator, District 2
598 North Ferdon Boulevard
Crestview, FL 32536-2753

Director

Karl Altenburger – Appointed by House of Representatives

724 SE 24th Terrace
Ocala, FL 34471

Director

Scott Edinger – Appointed by House of Representatives

Zenger Folkman
704 South Willow Avenue
Tampa, FL 33606

Director

Steve Marin – Appointed by House of Representatives

Marin & Sons, Inc.
16155 SW 117th Avenue, Suite B-21
Miami, FL 33177

Director

**Holly Benson, Secretary,
Agency for Health Care Administration**

2727 Mahan Drive, MS #1
Tallahassee, FL 32308

Director, ex officio

**Linda South, Secretary,
Department of Management Services**

4050 Esplande Way, Suite 280
Tallahassee, FL 32399

Director, ex officio

**Cynthia Fuller, Designee of Insurance Commissioner,
Office of Insurance Regulation**

200 East Gaines Street, #121-H
Tallahassee, FL 32399-4210

Director, ex officio

ARTICLE 10. - ANNUAL MEETINGS

There shall be at least one annual meeting of the Board of Directors. The actual number, times and locations thereof, shall be set by the Board of Directors.

ARTICLE 11. - INSURANCE

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation, as a director, officer, employee, or agent of the corporation against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation would have the authority to indemnify such person against such liability under the provisions of these articles, or under law.

ARTICLE 12. - AMENDMENTS

The corporation may amend, alter or repeal any provision of the articles of incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE 13. - BY-LAWS

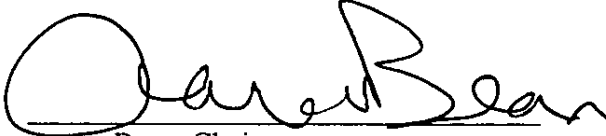
The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws as are adopted in this manner may be altered, rescinded or amended by a two-thirds vote of any regular or special meeting of the Board of Directors, a quorum being present; provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE 14. - DISSOLUTION

In the event it becomes necessary to dissolve this corporation, all of the corporation's assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the State of Florida. None of these assets will be distributed by or to any member, officer or director of this corporation or any other entity.

IN WITNESS WHEREOF, we have subscribed our names on this ^{30th} day of June, 2009, to the foregoing Amended and Restated Articles of Incorporation.


Aaron Bean, Chair

State of Florida

County of Leon

The foregoing instrument was acknowledged before me this 30th day of June, 2009, by

Aaron Bean, as Chair of the Board of Directors of Florida Health Choices, Inc., who is

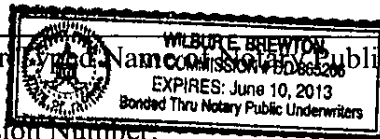
personally known to me or who produced _____ as

identification



Notary Public – State of Florida

Printed on _____

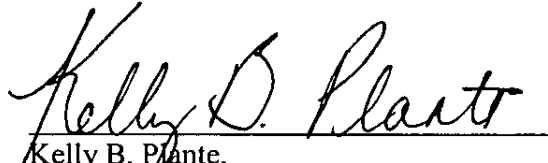


Commission Number: _____

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept services of process for Florida Health Choices, Inc., at Brewton Plante, P.A., 225 South Adams Street, Suite 250, Tallahassee, FL 32301, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

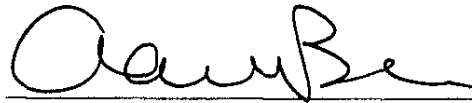

Kelly B. Plante,
Designated Registered Agent

CORPORATE RESOLUTION

Aaron

I, ~~Allen~~ Bean, Chairman of the Board of Directors of Florida Health Choices, Inc., do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of eleven (11) pages plus this page were duly adopted by unanimous vote of the Board of Directors at a duly called meeting at which a quorum was present on the 29th day of May, 2009. Any amendments hereto have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of historical interest.

FLORIDA HEALTH CHOICES, INC.



Aaron Bean, Chair