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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Healthcare Providers Coalition, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
HEALTHCARE PROVIDERS COALITION, INC.**

The undersigned, acting as incorporator of a Corporation Not for Profit under Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation for such Corporation.

**ARTICLE I**

**Name**

The name of the Corporation is **HEALTHCARE PROVIDERS COALITION, INC.**

**ARTICLE II**

**Purposes**

The Corporation is organized and shall be operated exclusively for the purpose of promoting the interests of healthcare providers in the business of providing healthcare services to patients under the personal injury protection provisions of Florida law, including those providers of imaging and other diagnostic services, and to provide assistance and advice to such healthcare providers regarding issues relating to public and private insurance reimbursement, personal injury protection, healthcare provider fee schedules, healthcare clinic ownership, and attorney's fee issues; lobbying local, state, and federal lawmakers and other officials in relation to the foregoing; engaging in activities relating to these purposes; and investing in, receiving, holding, using and disposing of all property, real or personal, as may be necessary or desirable to carry into effect these purposes.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States Internal Revenue Law and the Treasury Regulations applicable thereto (collectively, the "Internal Revenue Code").

**ARTICLE III**

**Powers**

The Corporation shall have all powers conferred upon nonprofit corporations organized under Chapter 617 of the Florida Statutes and any successor provisions thereto now enacted or hereafter amended but shall exercise such powers only in fulfillment of its above-stated purposes.

No dividends shall be paid and no part of the net earnings of the Corporation shall inure to the benefit of any member or private individual within the meaning of Section 501(c)(6) of the Internal Revenue Code.

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#### ARTICLE IV

##### Members

The Corporation shall have members. All provisions regarding the members, including the designation of classes, if any, shall be set forth in the Bylaws of the Corporation. The right of members, or any class or classes of members, to vote shall be granted, denied, or limited to the extent specified in the Bylaws.

#### ARTICLE V

##### Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be three (3); thereafter, the number and manner of election or appointment of Directors and their terms of office shall be as provided in the Bylaws, but the number of Directors shall not be less than three (3). The initial members of the Board of Directors are as follows:

Christopher P. Calkin

2002 West Cleveland Street  
Tampa, Florida 33606

Amir Glogau

607 West Martin Luther King Jr. Boulevard  
Suite 103  
Tampa, Florida 33603

Kimberly Russo

1040 East Osceola Parkway  
Kissimmee, Florida 34744

#### ARTICLE VI

##### Dissolution and Liquidation

The Corporation may be dissolved upon the adoption of a plan to dissolve in the manner now or hereafter provided in Chapter 617, Florida Statutes. In the event of dissolution of the Corporation, no liquidating or other dividends and no distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(1) All liabilities and obligations of the Corporation shall be paid, satisfied and discharged, or adequate provision shall be made therefor;

(2) Remaining assets shall be distributed to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as determined in the plan to dissolve adopted in the manner set forth above in this Article VI. Any assets not disposed of pursuant to the foregoing provisions shall be distributed by the Circuit Court of the county in which the principal office of the Corporation is located to one or more organizations described in Section 501(c)(3), 501(c)(4), or 501(c)(6) of the Internal Revenue Code, or to a governmental unit referred to in Section 170(c)(1) of the Internal Revenue Code exclusively for public purposes, as such court shall determine.

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Amendment

These Articles may be amended in the manner now or hereafter provided in Chapter 617 of the Florida Statutes.

ARTICLE VII

Miscellaneous

Section 1. The address of the principal office of the Corporation and its mailing address shall be 607 West Martin Luther King Jr. Boulevard, Suite 103, Tampa, Florida 33603.

Section 2. The street address of the Corporation's initial registered office is 2002 West Cleveland Street, Tampa, Florida 33606, and the initial registered agent at such address is Christopher P. Calkin.

Section 3. The name and address of the incorporator is Joseph Rugg, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 3360.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

EXECUTED this 7<sup>th</sup> day of January, 2011.

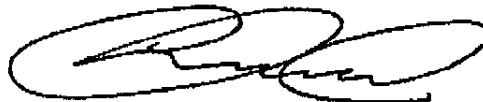


JOSEPH RUGG, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

Having been appointed the registered agent of **HEALTHCARE PROVIDERS COALITION, INC.**, the undersigned accepts such an appointment, agrees to act in such capacity, and accepts the obligations set forth in the Florida Statutes.

EXECUTED this 7<sup>th</sup> day of January, 2011.



CHRISTOPHER P. CALKIN