

**FIRST AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
HEALTHY START MOMCARE NETWORK, INC.**

(A Florida Not For Profit Corporation)

The Articles of Incorporation for Healthy Start MomCare Network, Inc. (the "Corporation") were originally filed on June 28, 2012 (the "Incorporation Date") and assigned Florida document number N12000006372, and such Articles were subsequently amended on August 4, 2014. The Directors, as hereinafter defined, of the Corporation now desire to amend and restate the Articles of Incorporation in their entirety pursuant to Section 617.1007 of the Florida Statutes, as amended, which First Amended and Restated Articles of Incorporation shall, effective upon filing with the Florida Department of State, Corporation Bureau, be amended and restated in their entirety to read as follows:

**Article I
Name of Corporation**

The name of the Corporation is HEALTHY START MOMCARE NETWORK, INC.

**Article II
Existence**

The Corporation commenced existence on the Incorporation Date and shall have perpetual existence unless sooner dissolved according to, as applicable, its Articles of Incorporation, its Bylaws or law.

**Article III
Principal Office and Mailing Address**

The street address of the principal office and mailing address of the Corporation is 1311 North Paul Russell Road, Suite D204, Tallahassee, Florida 32301.

**Article IV
Registered Agent**

The street address of the Corporation's registered office is 1311 North Paul Russell Road, Suite D204, Tallahassee, Florida 32301, and the name of its registered agent at that address is Ms. Dawn Clarke.

**Article V
Purpose**

Subject to Article VII below, the Corporation is organized to foster and support charitable, scientific, literary, medical and educational purposes within the meaning of Section

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501(c) of the Internal Revenue Code of 1986, as amended (or any corresponding provision of the Code as from time to time may be enacted) (the "Code"). The primary operative purposes of the Corporation shall be to serve as the administrative services organization for all Florida Healthy Start Coalitions and to serve as the primary contract representative, when contracting with the Florida Agency for Health Care Administration to provide risk appropriate care coordination and other services to pregnant women, infants and children who are identified as at-risk for poor birth, health and developmental outcomes, and any other program or purpose permitted by law pursuant to Sections 409.975(4)(a) and 409.906(11) of the Florida Statutes and in accordance with a federal Medicaid waiver.

Article VI Powers

Subject to Article VII below, the Corporation shall have the powers conferred upon not for profit corporations by Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof, or as amended, and, therefore, the Corporation shall have the power to transact any business not prohibited by law or required to be stated herein; provided, however, that, notwithstanding the foregoing, the Corporation shall not, under any circumstances, execute any power or transact any business which could be in conflict with Section 501(c)(3) of the Code; provided further, however, that the Corporation's operations may be restricted as provided herein.

Article VII Tax-Exempt Operations; Limitations on Authority and Activities

The Corporation shall have and may exercise all powers and authorities now or hereinafter conferred upon not for profit corporations under the laws of the State of Florida, as amended. However, no part of its net earnings shall inure to the benefit of any incorporator, Member, Director, Officer, employee or agent of the Corporation or any other private individual; provided, however, that reasonable compensation may be paid for services rendered to, for, or on behalf of the Corporation effecting one or more of the Corporation's purposes. No incorporator, Member, Director, Officer, employee or agent or other private individual shall be entitled to share in the distribution of any corporate assets upon its dissolution; provided, however, that reasonable compensation may be paid for services rendered previous to such dissolution to, for, or on behalf of the Corporation effecting one or more of the Corporation's purposes.. Furthermore, no part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as and to the extent permitted by the provisions of the Code, or similar statutes, for organizations exempt from federal income taxes pursuant to Section 501(c)(3) of the Code or similar statutes), and the Corporation shall not participate in, or intervene in (including the publishing and distribution of statements), any political campaign on behalf of any candidates of public office. Notwithstanding anything else contained in these Articles of Incorporation, as amended from time to time, to the contrary, the Corporation's purposes shall be limited to one or more exempt purposes as described in Internal Revenue Code (the "Code") Section 501(c)(3), as amended from time to time; the Corporation's purposes shall not expressly empower the Corporation to engage, otherwise than as an insubstantial part of its activities, in activities that in themselves are not in furtherance of one or

more exempt purposes; and the Corporation's assets are dedicated to an exempt purpose within the meaning of Code Section 501(c)(3) as provided in these Articles of Incorporation, as amended from time to time.

Article VIII Members

Upon the filing of these First Amended and Restated Articles of Incorporation, the Corporation shall have Members. The Corporation shall be a membership organization consisting of one (1) class of voting members who shall be all Healthy Start Coalition providers (as such term is used in Chapter 409 of the Florida Statutes) in the State of Florida (the "Members"). Initially, there shall be thirty-two (32) Members of the Corporation whose identity is listed in **Exhibit A** to these Bylaws, and these Members shall be deemed to be Members of the Corporation, without further act or deed, upon the effective date of filing these First Amended and Restated Articles. Membership is intended to allow the Members to have an active role and involvement in the Healthy Start Program operations in the State of Florida, as such program is contemplated by Chapter 409 of the Florida Statutes.

Article IX Directors

Except for the Board of Directors described herein, the governance and operations of the Corporation will be supervised by a Board of Directors composed of individuals appointed by the Members pursuant to the method provided in the Bylaws of the Corporation. The Board of Directors responsible for the governance and operation of the Corporation until such time as a new or additional members of the Board of Directors are elected or appointed, as the case may be, pursuant to the provisions of the Corporation's Bylaws, as amended from time to time, will consist of the following individuals, each of whom shall be authorized to act as a Director of the Corporation.

Patricia McWhirter
President
PO Box 701995
St. Cloud, Florida 34770

Manuel E. Fermin
Vice President
7205 NW 19th Street
Miami, Florida 33126

Julie Moderie
Secretary
1785 NW 80th Boulevard
Gainesville, Florida 32606

John Tschirhart
Treasurer
7147 Congress Street
New Port Richey, Florida 34653

Article X Dissolution

Upon the dissolution of the Corporation, the Corporation must adopt a plan of asset distribution consistent with Section 617.1406 of the Florida Statutes, these Articles and the

Corporation's Bylaws. Notwithstanding anything herein to the contrary, upon dissolution of the Corporation, assets shall be distributed for one or more tax-exempt purposes within the meaning of Section 501(c)(3) of the Code, to one or more entities qualifying as tax-exempt under Section 501(c)(3) of the Code, or to the federal government or a state or local government for public purposes.

Article XI

Liability and Indemnification

Section 1. To the fullest extent that Chapter 617 of Title 36 of the Florida Statutes, as it exists on the date hereof or as amended, permits the limitation or elimination of the liability of officers, directors or volunteer agents of a not for profit corporation, a Director or officer of the Corporation shall not be liable to the Corporation for monetary damages.

Section 2. To the fullest extent permitted and in the manner prescribed by Chapter 617 of Title 36 of the Florida Statutes and any other applicable law, regulation or judicial interpretation, the Corporation shall indemnify (including, if applicable and in the discretion of the Board of Directors, the advancement of costs and expenses inclusive, without limitation, of attorneys' and paraprofessionals' fees and costs, whether or not litigation is commenced and, if so commenced, through all trial and appellate procedures) all directors and officers of the Corporation who are, were or may be a party to any proceeding by reason of the fact that he or she is or was an officer or director of the Corporation or is or was serving at the request of the Corporation as an officer, director, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise.

Section 3. Notwithstanding anything contained herein to the contrary, indemnification or advancement of expenses shall not, pursuant to, among other sections of the Florida Statutes as amended, Section 617.0831 of the Florida Statutes as amended, be made to or on behalf of any Director, officer, employee, or agent of the Corporation if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;

(b) A transaction from which the Director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a Director, a circumstance under which the liability provisions of Florida Statutes Section 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a Member, if any, of the Corporation.

Section 4. Notwithstanding anything herein to the contrary, the Corporation shall not indemnify a Member for any action taken in the Member's capacity as a Healthy Start operational provider.

Article XII
Amendment of Articles

The power to alter, amend or repeal these Articles of Incorporation shall be vested in the Members of the Corporation as provided in the Corporation's Bylaws.

Article XIII
Adoption

There are no members or members entitled to vote on these First Amended and Restated Articles of Incorporation and the amendments contained herein and, as such, the same were unanimously adopted by the Board of Directors of the Corporation on February 27, 2015 at a duly called and convened meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned authorized representative of the Corporation does hereby make and file these First Amended and Restated Articles of Incorporation, which shall amend, restate and supersede any previous Articles of Incorporation including any previous amendments thereto filed with the Florida Department of State, declaring and certifying that the facts stated herein are true.

3/4/15

Dated

Patricia McWhirter

Patricia McWhirter

President and Director of the Corporation

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

Pursuant to Section 617.0501 of the Florida Statutes and having been named as Registered Agent with the authority to accept service of process on behalf of HEALTHY START MOMCARE NETWORK, INC. at the place designated in these First Amended and Restated Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as Registered Agent.

Dated: March 8, 2015

A handwritten signature in cursive script that reads "Dawn Clarke". The signature is written in black ink and is positioned above a horizontal line.

Ms. Dawn Clarke, Executive Director

EXHIBIT "A"

Healthy Start of North Central Florida, Inc.
c/o Program Director
1785 NW 80th Boulevard
Gainesville, Florida 32606

Northeast Florida Healthy Start
c/o Executive Director
644 Cesery Boulevard, Suite 210
Jacksonville, Florida 32211

Bay, Franklin, Gulf Healthy Start Coalition, Inc.
c/o Executive Director
907 Cherry Street
Panama City, Florida 32401

Healthy Start Coalition of Brevard County, Inc.
c/o Executive Director
P.O. Box 560868
Rockledge, Florida 32956-0868

Broward Healthy Start Coalition, Inc.
c/o Executive Director
6555 Powerline Road, Suite 304
Ft. Lauderdale, Florida 33309

Chipola Healthy Start
c/o Executive Director
P.O. Box 1006
Marianna, Florida 32446-1006

Charlotte County Healthy Start Coalition, Inc.
c/o Executive Director
17940 Toledo Blade Blvd., Unit A
Port Charlotte, Florida 33948

Healthy Start Coalition of Southwest Florida, Inc.
c/o Executive Director
1921 Jefferson Avenue
Fort Myers, Florida 33901-8650

Central Healthy Start, Inc.
c/o Program Director
1785 N.W. 80th Boulevard
Gainesville, Florida 32606

Healthy Start Coalition of MiamiDade, Inc.
c/o Chief Executive Officer
7205 NW 19th Street, Suite 500
Miami, Florida 33126

Escambia County Healthy Start Coalition, Inc.
c/o Director
5625 Dixie Drive, Suite 3
Pensacola, Florida 32503

The Healthy Start Coalition of Flagler and Volusia Counties, Inc.
c/o Executive Director
109 Executive Circle
Daytona Beach, Florida 32114

Gadsden County Healthy Start Coalition, Inc.
c/o Executive Director
P.O. Box 1321
Quincy, Florida 32353-1321

Healthy Start Coalition of Hardee/Highlands/Polk Counties, Inc.
c/o Executive Director
650 E. Davidson Street
Bartow, Florida 33830

Healthy Start Coalition of Hillsborough County, Inc.
c/o Executive Director
2806 North Armenia Avenue, Suite 100
Tampa, Florida 33607

Indian River County Healthy Start Coalition, Inc.
c/o Director
333 17th Street, Suite 2R
Vero Beach, Florida 32960

Healthy Start Coalition of Jefferson, Madison and Taylor Counties, Inc.
c/o Executive Director
P.O. Box 568
Greenville, Florida 32331

Capital Area Healthy Start Coalition, Inc.
c/o Executive Director
1311 North Paul Russell Road, Suite #A101
Tallahassee, Florida 32301

Healthy Start Coalition of Manatee County, Inc.
c/o Executive Director
410 43rd Street West, Suite-N
Bradenton, Florida 34205

Martin County Healthy Start Coalition, Inc.
c/o Executive Director
101 SE Central Parkway
Stuart, Florida 34994

Florida Keys Healthy Start Coalition, Inc.
c/o Chief Executive Officer
P.O. Box 6166
Key West, Florida 33041

Healthy Start Community Coalition of Okaloosa and Walton Counties, Inc.
c/o Executive Director
201 Miracle Strip Parkway SE, Suite C
Ft. Walton Beach, Florida 32548

Okeechobee County Family Health/Healthy Start Coalition, Inc.
c/o Director
P.O. Box 2560
Okeechobee, Florida 34973

Healthy Start Coalition of Orange County, Inc.
c/o Executive Director
600 Courtland Street, Suite #565
Orlando, Florida 32804

The Healthy Start Coalition of Osceola County, Inc.
c/o Executive Director
P.O. Box 701995
St. Cloud, Florida 34770-1995

Healthy Start Coalition of Palm Beach County, Inc.
c/o Director of System Performance
2300 High Ridge Road
Boynton Beach, Florida 33426

Healthy Start Coalition of Pasco County, Inc.
c/o Executive Director
P.O. Box 1527
New Port Richey, Florida 34656-1527

Healthy Start Coalition of Pinellas County, Inc.
c/o Executive Director
2600 East Bay Drive, Suite #205
Largo, Florida 33771

Healthy Start Coalition of Santa Rosa County, Inc.
c/o Executive Director
5907 Berryhill Road
Milton, Florida 32570

Healthy Start Coalition of Sarasota County, Inc.
c/o Executive Director
1750 17th Street, Suite A
Sarasota, Florida 34234-8666

Healthy Start Coalition of Seminole County Inc
241 S. Westmonte Drive, Suite 1030
Altamonte Springs, Florida 32714

Healthy Start Coalition of St. Lucie County, Inc
c/o Executive Director
117 Atlantic Avenue
Fort Pierce, Florida 34950