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TALLAHASSEE FLORIDA

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 1, 2012

MICHAEL W. FORD  
PO BOX 113125  
GAINESVILLE, FL 32611-3125

SUBJECT: GATORCARE HEALTH MANAGEMENT CORPORATION  
Ref. Number: W12000050199

We have received your document for GATORCARE HEALTH MANAGEMENT CORPORATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 812A00024298



Office of the Vice President and General Counsel

123 Tigert Hall  
PO Box 113125  
Gainesville, FL 32611-3125  
352-392-1358  
352-392-4387 Fax

September 27, 2012

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

Re: Articles of Incorporation

Dear Sir/Madam:

Enclosed for filing are Articles of Incorporation and Registered Agent Designation for GatorCare Health Management Corporation. A check for \$70.00 for the filing fees is also enclosed.

Thank you.

Sincerely,

A handwritten signature in black ink that reads "Michael W. Ford".

Michael W. Ford  
Senior University Counsel

**ARTICLES OF INCORPORATION  
GATORCARE HEALTH MANAGEMENT CORPORATION  
A Florida Not for Profit Corporation**

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation.

**ARTICLE 1.  
NAME OF CORPORATION AND PRINCIPAL OFFICE**

The name of the Corporation is GatorCare Health Management Corporation. The principal office of the Corporation is 1329 S.W. 16<sup>th</sup> Street, Suite 2106, Gainesville, FL 32610.

**ARTICLE 2.  
TERM**

The Corporation shall have perpetual existence.

**ARTICLE 3.  
PURPOSES**

The purpose of this Corporation is to coordinate and facilitate the management of the self-insured health insurance plan of The University of Florida and its participating affiliated employers, provided that such corporations are organizations exempt from tax under Section 501(a) of the Internal Revenue Code of 1986 and are described in Section 501(c)(3) of the Internal Revenue Code, in such areas as contracting with the Third Party Administrator and network providers, collection and payment of employer and employee premiums, fiscal accounting, claims and quality analysis, and other matters to support the orderly administration and management of the plan.

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**ARTICLE 4.  
MEMBERS**

The Corporation shall not have any members.

**ARTICLE 5.  
POWERS**

The Corporation shall have and may exercise all powers, rights and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida.

**ARTICLE 6.  
BOARD OF DIRECTORS**

All corporate powers shall be exercised and the affairs of the Corporation shall be managed under the direction of a Board of Directors consisting of not less than 3 persons, the exact number of which shall be provided in the Bylaws. Directors shall be appointed for such terms as may be provided in the Bylaws.

**ARTICLE 7.  
OFFICERS**

The Officers of the Corporation, and the manner of their appointment, shall be as set forth in the Bylaws.

**ARTICLE 8.  
BYLAWS**

Bylaws, not inconsistent with law or these Articles, shall be adopted by the Board of Directors to provide for the administration of the affairs of the Corporation and the exercise of its corporate powers.

**ARTICLE 9.  
AMENDMENTS**

The Articles of Incorporation and Bylaws of the Corporation may be amended by the Board of Directors as provided in the Bylaws.

**ARTICLE 10.  
LIMITATIONS**

No part of the net earnings of the corporation shall inure to the benefit of or be distributed to its directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation. 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.

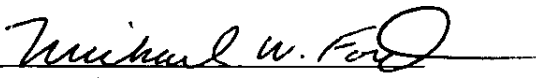
**ARTICLE 11.  
DISSOLUTION**

Upon the dissolution of the Corporation, after payment or making provision for payment of the liabilities and obligations of the Corporation, and after the return, transfer or conveyance of assets which are held by the Corporation under a condition requiring their return, the Board of Directors shall distribute the Corporation's remaining assets to the University of Florida Foundation, Inc. or such other organization or organizations organized for the benefit of the University of Florida, provided that any such organization is exempt from federal income tax under Section 501(a) of the Internal Revenue Code and is described in Section 501(c)(3) of the Internal Revenue Code.

**ARTICLE 12.**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The registered office address of the Corporation is Room 123, Tigert Hall, University of Florida, Gainesville, Florida 32611-3125. The name of the registered agent is Michael W. Ford.

**IN WITNESS WHEREOF**, the undersigned has executed these Articles of Incorporation this 27<sup>th</sup> day of September, 2012.

  
Incorporator

Michael W. Ford  
123 Tigert Hall  
University of Florida  
Gainesville, FL 32611-3125

**REGISTERED AGENT'S ACCEPTANCE**

Having been named as registered agent to accept service of process for the University of Florida Investment Corporation at the place identified in Article 12 hereof, I hereby accept the appointment as registered agent and agree to act in this capacity. I am familiar with and will comply with the provisions of all statutes relating to the proper and complete performance of my duties and I accept the obligations and duties of the registered agent of the Corporation.

Michael W. Ford  
Michael W. Ford

September 27, 2012  
Date

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TALLAHASSEE, FLORIDA