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FLORIDA PROFIT/NON PROFIT CORPORATION  
Florida Health Cooperative, Inc.

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**ARTICLES OF INCORPORATION  
OF  
FLORIDA HEALTH COOPERATIVE, INC.  
(A Not for Profit Corporation)**

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TALLAHASSEE, FLORIDA

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Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned hereby incorporates to form a Florida not for profit corporation, under the following terms:

**PREAMBLE**

**WHEREAS**, the Patient Protection and Affordable Care Act (Pub. L. 111-148), was enacted on March 23, 2010, and the Health Care and Education Reconciliation Act of 2010 (Pub. L. 111-152), was enacted on March 30, 2010 (collectively referred to herein as the "Affordable Care Act") and the Department of Defense and Full-Year Continuing Appropriations Act, 2011 (Pub. L. 112- 10), which amended Section 1322 of the Affordable Care Act, was enacted on April 15, 2011.

**WHEREAS**, Section 1322 of the Patient Protection and Affordable Care Act (Pub. L. 111-148, enacted on March 23, 2010) and Health Care and Education Reconciliation Act of 2010 (Pub. L. 111-152, enacted on March 30, 2010), created the Consumer Operated and Oriented Plan program (CO-OP), to foster the creation of new consumer-governed, private, nonprofit health insurance issuers. In addition to improving consumer choice and plan accountability, the CO-OP program also seeks to promote integrated models of care and enhance competition in the Affordable Insurance Exchanges (Exchanges) established under the Affordable Care Act.

**WHEREAS**, Federal Regulations implementing the Consumer Operated and Oriented Plan (CO-OP) program, specifically 45 CFR 156, which provides loans to foster the creation of consumer-governed, private, nonprofit health insurance issuers to offer qualified health plans in the Affordable Insurance Exchanges (Exchanges). The goal of this program is to create a new CO-OP in every State in order to expand the number of health plans available in the Exchanges with a focus on integrated care and greater plan accountability.

**WHEREAS**, the incorporators desire to create and operate Qualified Nonprofit Health Insurance Issuers (as established in section 1322(h)(1) of the Affordable Care Act).

**THEREFORE**, the owners, operators, members and incorporators involved in this venture desire to form this not for profit health care cooperative insurance exchange pursuant to the Consumer Operated and Oriented Plan (CO-OP) program pursuant to (Pub. L. 111-148)Pub. L. 111-152, collectively referred to as the "Affordable Care Act," as implemented by 45 CFR 156, and do so by forming this Florida not for profit corporation.

**ARTICLE I**  
**Name**

The name of this corporation is Florida Health Care Cooperative, Inc. (the "Corporation").

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**ARTICLE II**  
**Authority**

The Corporation is organized pursuant to the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes as a not for profit corporation, as well as the Affordable Care Act and 45 CFR 156 referenced above and Section 501(c)(29), Internal Revenue Code.

**ARTICLE III**  
**Purpose**

**Section 1.** The Corporation is organized for the following purposes:

- A. To foster the creation of consumer-governed, private, nonprofit health insurance issuers to offer qualified health plans in the Affordable Insurance Exchanges (Exchanges).
- B. To improve consumer choice and plan accountability and to promote integrated models of care and enhance competition in managed care plans and exchanges.
- C. To create a new CO-OP in Florida which may expand to other states in order to increase the number of health plans available in the Exchanges with a focus on integrated care and greater plan accountability.
- D. To allow consumer members to be involved in selecting and purchasing health insurance and contracting with health insurance plans for their benefit and the benefit of their employees.
- E. To promote the health and welfare of the citizens of Florida and other states through such means as may be available to the Corporation for doing so.
- F. To function as a qualified nonprofit health insurance issuer (as set forth in section 1322(h)(1) of the Affordable Care Act).
- G. For such other purposes incidental and related to those stated above as the Board of Directors may decide that are consistent with the foregoing.
- H. For such other charitable, educational, and scientific purposes within the meaning of Sections 170(c)(2)(C) and (D), 501(c)(3), 501(c)(29), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code as is consistent with the foregoing.

**Section 2.** The Corporation is organized to function exclusively as a qualified nonprofit health insurance issuer (as set forth in section 1322(h)(1) of the Affordable Care Act), pursuant to Section 501(c)(29), Internal Revenue Code. However, it may also operate for charitable,

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educational, and scientific purposes within the meaning of Sections 170(c)(2)(B), (C), and (D); 501(c)(3); 2055(a)(2); and 2522(a)(2) of the Internal Revenue Code of 1986. Solely for the above purposes, the Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including, but without limitation thereon, to receive gifts, devises, bequests and contributions in any form, and to use, apply, invest and reinvest the principal or income therefrom or distribute the same for the above purposes.

Section 3. Notwithstanding any other provisions herein, the Corporation shall not carry on any activities not permitted to be carried on:

- A. By a qualified nonprofit health insurance issuer (as set forth in section 1322(h)(1) of the Affordable Care Act) and Section 501(c)(29) of the Internal Revenue Code, or
- B. By an organization, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), or 2522(a)(2) of the Internal Revenue Code of 1986.

**ARTICLE IV**  
**Incorporator**

The name and address of the incorporator for the purpose of filing these Articles of Incorporation, and whose signature appears below, is:

George F. Indest III, Esquire  
The Health Law Firm  
1101 Douglas Avenue  
Altamonte Springs, Florida 32714.

**ARTICLE V**  
**Board of Directors**

Section 1. The number of directors of the Corporation shall be as determined by the Board of Directors, but shall never be less than three (3) and no more than thirty-five (35).

Section 2. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

Section 3. The Board of Directors may establish an Executive Committee of the Board of Directors which may meet at regular intervals and conduct business on behalf of the Board of Directors between regular meetings of the Board of Directors, as further specified in the Bylaws.

Section 4. The Board of Directors may elect or appoint Honorary Directors whose goals and interests are consistent with those of the Corporation. Honorary Members may attend meetings of the Board of Directors, but are not required to do so. Honorary Members of the Board of Directors shall not have voting authority.

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**ARTICLE VI**  
**Officers**

**Section 1.** The officers of the Corporation shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers as may be provided in the Bylaws.

**Section 2.** The initial officers shall be elected at the organizational meeting of the Corporation and shall serve until their replacements are elected.

**Section 3.** Officers shall be elected at the annual meeting of the Board of Directors or as otherwise provided in the Bylaws.

**ARTICLE VII**  
**Bylaws**

**Section 1.** The Board of Directors of this Corporation may adopt such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary, provided the same shall not be inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or the United States.

**Section 2.** The Bylaws may be amended as provided in the Bylaws.

**ARTICLE VIII**  
**Amendments**

**Section 1.** These Articles of Incorporation may be amended at a special meeting of the Board of Directors called for that purpose, by a majority vote of those present.

**Section 2.** Amendments to these Articles of Incorporation may also be made at a regular meeting of the Board of Directors upon prior notice being given of intention to submit such amendments, or as further provided by the Bylaws, by a majority vote of those present.

**ARTICLE IX**  
**Registered Office and Registered Agent**

The name and the street address of the registered agent and registered office of this Corporation shall be:

The Health Law Firm  
1101 Douglas Avenue  
Altamonte Springs, Florida 32714.

**ARTICLE X**  
**Principal Office of the Corporation**

The initial principal office address of the Corporation, until changed by the Directors, shall be 483 North Semoran Boulevard, Suite 205, Winter Park, Florida 32792.

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**ARTICLE XI**  
**Tax Exempt Status**

**Section 1.** No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, other than a member which is exempt from federal income tax under Section 501(c)(29) (or, alternatively, Section 501(c)(3)), of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), director, officer, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article II hereof. The Corporation shall not have the power to declare dividends.

**Section 2.** No substantial part of the activities of the Corporation shall be 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 any candidate for public office. Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by:

(a) a corporation exempt from federal income tax under Section 501(c)(29) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law),

(b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), if the Corporation solicits or accepts such contributions.

**Section 3.** Notwithstanding anything herein to the contrary, the Corporation shall not take any action or omit to take any action or make any payment which would result in an avoidable tax liability under Internal Revenue Code 1986 Sections 4940 through 4945 (or the corresponding provision of any future United States Internal Revenue Law), or could result in termination of the Corporation's status as a private foundation under Internal Revenue Code of 1986, Section 507 (or the corresponding provision of any future United States Internal Revenue Law).

**ARTICLE XII**  
**Meetings**

**Section 1.** The annual meeting for the election of members of the Board of Directors shall be held as may be provided in the Bylaws.

**Section 2.** The Corporation may provide in its Bylaws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.

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**ARTICLE XIII**  
**Distribution of Assets Upon Dissolution**

Upon the dissolution of the Corporation, the assets of the Corporation (if any) shall be used to the greatest extent possible for the purposes set forth in Article III above of these Articles. Consistent with this, the assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(29) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or, alternatively shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or shall be distributed to another not for profit corporation, charity or charitable foundation with goals and purposes consistent with the foregoing, or to the federal government, or to a state or local government, for a public purpose, as previously set forth with the limitation that it be used to the extent feasible for the purposes set forth in Article III above. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes, consistent with the purpose of this Corporation as set forth in Article III above.

**ARTICLE XIV**  
**Indemnification**

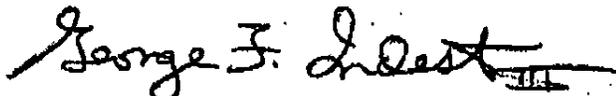
The Corporation may indemnify any officer, director, honorary director, member (if any), contractor, incorporator, or any former officer, director, honorary director, member (if any), contractor, or incorporator to the fullest extent permitted by law.

**ARTICLE XV**  
**Members**

**Section 1. Initial Members.** Initially, until the Corporation becomes fully operational and is approved as a qualified nonprofit health insurance issuer (as set forth in section 1322(h)(1) of the Affordable Care Act) and Section 501(c)(29) of the Internal Revenue Code), the sole member and operator of the Corporation shall be Florida Health Holdings, Inc., a Florida not for profit corporation.

**Section 2. Consumer Members.** Once the Corporation is fully operational and approved, there shall be members who shall be allowed to join the Corporation. These are expected to be individuals and organizations who shall participate in the governance and operation of the Corporation as well as purchase health insurance through and use the Corporation's services for their own benefit and the benefit of their employees. These Consumer Members shall constitute a majority of the governance of the Corporation.

**SIGNATURE OF INCORPORATOR**



**GEORGE F. INDEST III, ESQUIRE**  
as Incorporator

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