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FLORIDA PROFIT/NON PROFIT CORPORATION
Florida Health Holdings Group, Inc.

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TALLAHASSEE, FLORIDA

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

FILED
13 JAN 15 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The owners, operators, members and incorporators involved in this venture desire to form this not for profit healthcare holdings corporation, in order to more efficiently and effectively coordinate the purchase, management and provision of health care insurance, health care services and health care products to purchasers, providers and users of the same. In so doing, this Corporation is expected to advance health, safety and welfare. In addition, the Corporation may own, operate and manage a cooperative insurance exchange pursuant to the Consumer Operated and Oriented Plan (CO-OP) program pursuant to Pub. L. 111-148 and 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 Holdings Group, Inc. (the "Corporation").

**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.

**ARTICLE III
Purpose**

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

- A. To own, operate and manage business entities that provide health care and health care services.
- B. To create, own, operate and manage new cooperative insurance exchange plans pursuant to the Consumer Operated and Oriented Plan (CO-OP) program pursuant to Pub. L. 111-148 and Pub. L. 111-152, collectively referred to as the "Affordable Care Act," as implemented by 45 CFR 156, CO-OP Program in Florida and in other states in order to increase the number of health plans available, as well as

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to function as a qualified nonprofit health insurance issuer (as set forth in section 1322(h)(1) of the Affordable Care Act).

- C. To more efficiently and effectively coordinate the purchase, management and provision of health care insurance, health care services and health care products to purchasers, providers and users of the same.
- D. To promote integrated models of care and enhance competition in managed care plans and exchanges.
- E. For such other purposes incidental and related to those stated above as the Board of Directors may decide that are consistent with the foregoing.
- F. For any and all other purposes permitted by Florida law.

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 initial Directors shall be as stated by the Incorporator.

Section 2. 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 fifteen (15).

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the Bylaws.

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 or approved at the organizational meeting of the Corporation and shall serve until their replacements are elected.

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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.

ARTICLE XI
Tax Exempt Status; No Private Inurement

Section 1. Except as provided by law, including Section 501(c)(29) of the Internal Revenue Code, and the Patient Access and Affordable Care Act, the Corporation shall not be organized or operated for the benefit of private interests, or shareholders of the organization, other designated individuals, or persons controlled directly or indirectly by such private interests. No part of the net earnings may inure to the benefit of any private shareholder or individual. Notwithstanding

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the foregoing, the Corporation is authorized to pay reasonable compensation for services rendered and to make payment and distributions and furtherance of the purposes set forth in Article III hereof.

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) or 501(c)(3) 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.

ARTICLE XII

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 XIII

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 XIV

Shareholders

Section 1. Number of Shares. Initially, there shall be One Million (1,000,000) shares of stock in the Corporation. Said shares shall have no par value.

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Section 2. Status of Shareholders. Shareholders shall own and operate the Corporation in accordance with the provisions set forth above. No distributions or dividends shall be made to the shareholders solely as a result of or because of their ownership of said shares.

SIGNATURE OF INCORPORATOR

George F. Indest III

GEORGE F. INDEST III, ESQUIRE

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

ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF SEMINOLE)

The foregoing instrument was acknowledged before me on this 27th day of December 2012, by George F. Indest III, who is personally known to me, acting as the Authorized Representative and Incorporator of this Corporation.



L. Warren M. Wilson
NOTARY PUBLIC-STATE OF FLORIDA

SEAL

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

The undersigned, as registered agent appointed in accordance with the foregoing Articles of Incorporation for **Florida Health Holdings Group, Inc.**, does hereby accept such appointment, and does hereby state that it is familiar with, and accepts, the obligations imposed pursuant to Sections 617.0501 and 617.0505, Florida Statutes.

Name: **THE HEALTH LAW FIRM**
Address: 1101 Douglas Avenue
Altamonte Springs, Florida 32714

By:

George F. Indest III 12/27/2012
Signature date
George F. Indest III
Its President

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