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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: INNOVATIVE SOLUTIONS FOR HEALTHCARE, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: BEVERLY R. BARNETT  
Name (Printed or typed)

6709 RIDGE ROAD, #106  
Address

PORT RICHEY, FL 34668  
City, State & Zip

727-845-6224  
Daytime Telephone number

BBARNETT@THORNTONTORRENCE.COM  
E-mail address: (to be used for future annual report notification)

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**NOTE: Please provide the original and one copy of the articles.**

# ARTICLES OF INCORPORATION

of

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

13 JAN 16 AM 11:05

## INNOVATIVE SOLUTIONS FOR HEALTHCARE, INC.

We, the undersigned, natural persons of the age of 18 years or more, acting as incorporators, adopt the following Articles of Incorporation for a corporation not for profit pursuant to Chapter 617 of the Florida Statutes.

### ARTICLE 1: CORPORATE NAME AND ADDRESS

The name and address of the Corporation shall be INNOVATIVE SOLUTIONS FOR HEALTHCARE, INC. at 719 U.S. Hwy 301 South, Tampa, FL 33619.

### ARTICLE 2: CORPORATE PURPOSE

The Corporation is organized for the purpose of providing assistance to the non-profit business community utilizing the combined buying power of community social service providers to negotiate and realize savings in the cost of necessary business products and services.

### ARTICLE 3: RESTRICTIONS ON CORPORATE POWERS

The Corporation shall possess all powers granted corporations not for profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations. In addition thereto, the following restrictions shall pertain:

3.01 No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers or other private persons except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth in Article 2 hereof.

3.02 Activities. 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.

3.03 The Corporation shall not enter into any activity or venture in which Corporation does not maintain control of the relationship of the activities of the venture to the charitable purposes of Central Florida Behavioral Health Network, Inc.

3.04 The Corporation shall not enter into any activity or venture in which Corporation does not maintain the right to terminate the venture in the sole determination of Corporation's Board.

#### **ARTICLE 4: DURATION OF CORPORATE EXISTENCE**

The Corporation shall have perpetual existence, unless terminated by due process of law.

#### **ARTICLE 5: DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon the dissolution of the Company, all remaining assets shall be distributed to the Central Florida Behavioral Network, Inc. ("Agency") or its successor if said Corporation or its successor is exempt within the meaning of section 501 (c) (3) at the time of dissolution; provided, however, if said Corporation or its successor is not tax exempt as defined or is not in existence or is unwilling to accept the assets then the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### **ARTICLE 6: MEMBERS**

6.01 Membership. The Corporation shall have no voting members.

#### **ARTICLE 7: INCORPORATOR**

The name and residence of the sole incorporator to these Articles of Incorporation is Beverly R. Barnett, 6709 Ridge Road, Suite 106, Port Richey, FL 34668.

#### **ARTICLE 8: OFFICERS**

8.01 Defined. The affairs of the Corporation shall be managed by a president, a secretary, and treasurer who shall perform the usual functions of said offices together with such additional officers as may be from time to time constituted and appointed by the Board of Directors or as may be provided in the bylaws.

8.02 Election. Officers of the Corporation shall be elected in the manner provided for in the bylaws. All officers shall continue to serve until the election of their successors or their resignation, whichever comes first.

#### **ARTICLE 9: BOARD OF DIRECTORS**

9.01 The Corporation shall be governed by a Board of Directors consisting of five members. The members of the Board shall be chosen as provided in the Bylaws of the Corporation.

#### **ARTICLE 10: ADOPTION AND AMENDMENT OF BYLAWS**

The bylaws of the Corporation shall be as adopted by the first Board of Directors. The bylaws may thereafter be amended by a majority vote of the Board of Directors at any regular or special meeting thereof provided that notice of such meeting containing the text of the proposed bylaw amendment is furnished to each Director at least 10 days prior to such meeting.

**ARTICLE 11: DEFENSE AND INDEMNIFICATION OF  
OFFICERS AND DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

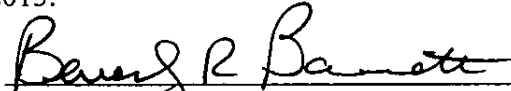
**ARTICLE 12: AMENDMENT OF ARTICLES OF INCORPORATION**

Amendments of the Articles of Incorporation shall be adopted by a vote of not less than four directors present at any regular or special meeting, provided that written notice of such meeting containing the text of the proposed amendments is furnished each member not less than ten days prior to such meeting.

**ARTICLE 13: REGISTERED AGENT**

The Corporation's initial registered agent maintains offices at 6709 Ridge Road, Suite 106, Port Richey, FL 34668, and the registered agent at that address shall be Beverly R. Barnett.

DATED this 14<sup>th</sup> day of January, 2013.

  
Beverly R. Barnett, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED this 14<sup>th</sup> day of January, 2013.

  
Beverly R. Barnett, Registered Agent

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