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Division of Corporations

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2. providing relief to the poor and distressed by providing medical services to individuals in need, including by aiding victims of disasters caused by hurricanes, earthquakes, tornadoes, floods, other acts of nature, fires, riots, acts of terrorism, or similar large-scale events;

3. (a) soliciting, collecting and otherwise raising funds, (b) administering and investing funds received, and (c) expending, contributing or otherwise disbursing such funds either directly or through contributions to other organizations for one of the foregoing, or for other, charitable, educational, literary, or scientific purposes; and

4. engaging in any and all lawful activities that may be incidental or reasonably necessary to any of those purposes, and in doing so, exercising all other power and authority now or hereafter conferred upon corporations not for profit in the State of Florida.

ARTICLE V. LIMITATIONS ON CORPORATE POWER

The corporate powers of the Corporation are as provided in Section 617.0302, Florida Statutes, except to the extent such powers are limited by the following provisions of this Article:

(a) No part of the assets or net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, unless such member, director, officer or other private person is itself an organization qualifying for exemption from federal income tax as an organization described by Section 501(c)(3) of the Code or the corresponding section of any future United States Internal Revenue Law and except as reasonable compensation for services rendered or to make payments and distributions in furtherance of the purposes set forth in Article IV hereof.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distributing of statements) on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or corresponding section of any future United States Internal Revenue Law.

ARTICLE VI. MEMBERS

The Corporation shall have one or more classes of members. The number of classes of members shall be regulated by the bylaws of the corporation, as shall the characteristics, qualifications, rights, limitations, and obligations attaching to each or any class of

members and the manner of admission of members. The Corporation has no authority to issue capital stock.

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The corporation designates 11380 Prosperity Farms Road, #221E, Palm Beach Gardens, Florida 33410, as the street address of the initial registered office of the corporation and names Corporate Creations as the corporation's initial registered agent at that address to accept service of process within this state.

ARTICLE VIII. DIRECTORS

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of such number of persons as shall be fixed by the bylaws from time to time, but shall not be less than three. The qualifications to serve as a director, the rights and powers of the directors, and the manner and selection of the directors shall be as specified in the bylaws of the Corporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The Corporation has five (5) directors initially, who shall serve until the organizational meeting of the Board of Directors or until their successors are elected and qualify. The names and addresses of the initial directors are:

Daniel Hecht
1875 N.W. Corporate Boulevard
Suite 300
Boca Raton, Florida 33431

Andrea Klemas 1875 N.W. Corporate Boulevard
Suite 300
Boca Raton, Florida 33431

Roy R. Harris, Jr.
1875 N.W. Corporate Boulevard
Suite 300
Boca Raton, Florida 33431

Tim Cummings, MD
1260 Upper Hembree Road
Suite C
Roswell, Georgia 30076

Andrew Schlein, MD
10075 Jog Road
Suite 207
Boynton Beach, Florida 33431

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The name and street address of the incorporator are:

Address

Holland & Knight LLP
800 17th Street, N.W.
Suite 1100
Washington, D.C. 20006

In the event of the dissolution of the Corporation, the residual assets of the Corporation shall be distributed to one or more organizations that themselves are exempt from federal income taxation as organizations described by Section 501(c)(3) of the Code, or corresponding section of any future United States Internal Revenue Law, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court for the County in which the principal office of the Corporation is then located, exclusively for charitable, educational, literary, or scientific purposes, or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. No part of the assets or net earnings of the Corporation may be distributed or inure to the benefit of any individual.

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance indemnification expenses for actions taken in the capacity of such person as an officer or director, within twenty (20) days after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

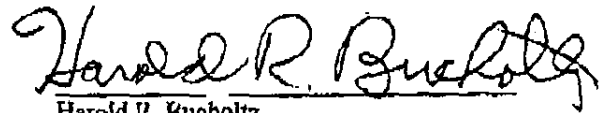
(b) The Corporation by action of its Board of Directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding, by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its Board of Directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent, after receipt by the Corporation of (1) a written statement requesting such advance, (2) evidence of the expenses incurred, and (3) a written statement by or

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on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the Board of Directors, the authority granted to the Board of Directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

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The undersigned incorporator, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, has executed these Articles of Incorporation on March 18, 2013.



Harold R. Bucholtz
Incorporator

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