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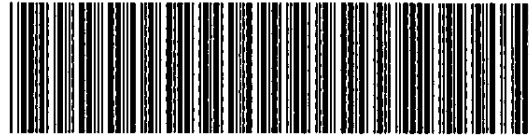
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TALLAHASSEE FLORIDA

1/4

Kerry L. Ezrol
kezrol@cityatty.com



GOREN CHEROF
DOODY & EZROL P.A.
ATTORNEYS AT LAW

June 27, 2013

Via Federal Express

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

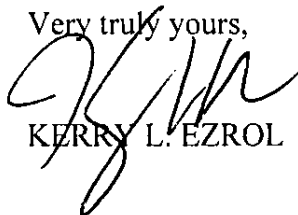
Subject: BROWARD HEALTH ACO SERVICES, INC.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check for \$70.00 representing the filing fee. Please contact our office if you have any questions. Thank you.

From: Kerry L. Ezrol
Registered Agent for
Broward Health ACO Services, Inc.
3099 Commercial Blvd., Suite 200
Fort Lauderdale, FL 33308
Phone: (954) 771-4500

Very truly yours,



KERRY L. EZROL

KLE:bp
Enclosures

H:_GOV CLIENTS\BH 353\9010324\Ltr to Fla Dept of Corporations enc articles (06.27.13).docx

Please reply to Fort Lauderdale Office

Fort Lauderdale Office
3099 E. Commercial Blvd., Suite 200 Fort Lauderdale, FL 33308 T 954-771-4500 F 954-771-4923

Delray Beach Office
76 N.E. Fifth Avenue, Delray Beach, FL 33483 T 561-276-9400

www.cityatty.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 1, 2013

KERRY L. EZROL
GOREN CHEROF DOODY & EZROL PA
3099 E. COMMERCIAL BOULEVARD, SUITE 200
FORT LAUDERDALE, FL 33308

SUBJECT: BROWARD HEALTH ACO SERVICES, INC.
Ref. Number: W13000037584

We have received your document for BROWARD HEALTH ACO SERVICES, INC. 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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 413A00016320

ARTICLES OF INCORPORATION
OF
BROWARD HEALTH ACO SERVICES, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

ARTICLE I-NAME

The name of the Corporation shall be: BROWARD HEALTH ACO SERVICES, INC. (the "Corporation").

ARTICLE II-PURPOSES

This Corporation is a not-for-profit corporation, organized and to be operated, and the business and objects to be carried on by it, exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To provide health care services through independent contractors and others (known as participating providers and suppliers) to patients who include, but are not limited to, Medicare beneficiaries under contracts (known as Participation Agreements) with third party payors who include, but are not limited to, the Center for Medicare and Medicaid Services. In no event, however, will any of the relationships with participating providers and suppliers referred to above be a partnership or joint venture in violation Article VII, Section 10 of the Florida Constitution; and
- (b) To conduct any and all lawful affairs and business incident to the purpose for which this Corporation is organized.

In no event shall this Corporation engage in any activity which would be contrary to the activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation or goods or property actually sold or leased to the Corporation.

ARTICLE III-MEMBERS

This Corporation's sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the "Member.")

ARTICLE IV-NON STOCK CORPORATION

This Corporation shall have no capital stock.

ARTICLE V-OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member.

The initial Board of Directors shall consist of four members as set forth in Article VII below.

For each succeeding period, the Board of Directors shall consist of not less than five nor more than nine members. The number of Directors shall be fixed from time-to-time as set forth in the By-Laws of the Corporation. One such Director shall be a Medicare beneficiary who is served by the Corporation. Neither that Director nor any member of his or her immediate family shall have a conflict of interest (i.e., meet the criteria for any other Director position on the Board of Directors). Another such director shall be a physician who, at all times during his or her directorship, has in force a Participation Agreement with the Corporation. All other directors shall, at all times during each of their directorships, be a member of the Board of Commissioners of the North Broward Hospital District.

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

ARTICLE VI-NAMES OF OFFICERS

The names of the initial officers are as follows:

<u>Name</u>	<u>Office</u>
Frank Nask	President
Robert Martin	Vice President
Deborah Breen	Secretary/Treasurer

ARTICLE VII-INITIAL BOARD OF DIRECTORS

The number of Directors shall initially be four. The names and addresses of the persons who shall serve as the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Joel K. Gustafson, Esq.	c/o North Broward Hospital District 303 S.E. 17 th Street Ft. Lauderdale, FL 33316
Miguel Fernandez	c/o North Broward Hospital District 303 S.E. 17 th Street Ft. Lauderdale, FL 33316
David Di Pietro, Esq.	c/o North Broward Hospital District 303 S.E. 17 th Street Ft. Lauderdale, FL 33316
Debbie L. Kohl	c/o North Broward Hospital District 303 S.E. 17 th Street Ft. Lauderdale, FL 33316

ARTICLE VIII-INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

ARTICLE IX-BY-LAWS

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded solely by vote of the sole Member at the annual meeting of the sole Member or at a duly called meeting of the sole Member in accordance with the By-Laws.

ARTICLE X-AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI-EARNINGS

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

ARTICLE XII-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, North Broward Hospital District, a special taxing district of the State of Florida, or if such organization has ceased to exist, to any one or more organizations qualified as exempt under Section 501(c)(3) of the Code, which provides health care services to the residents of Northern Broward County, Florida.

ARTICLE XIII-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be: 3099 East Commercial Boulevard, Suite 200, Fort Lauderdale, Florida 33308.

The name of the initial registered agent of this Corporation shall be Kerry L. Ezrol, Esquire at that address.

ARTICLE XIV-CORPORATION'S PRINCIPAL OFFICE AND/OR
MAILING ADDRESS

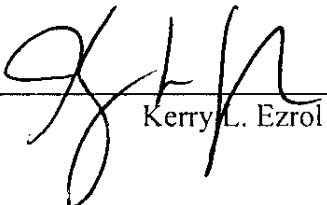
The principal office and/or mailing address of this Corporation shall be: 303 S.E. 17th Street, Fort Lauderdale, Florida 33316.

ARTICLE XV-INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

Kerry L. Ezrol, Esquire
Goren, Cherof, Doody & Ezrol, P.A.
3099 East Commercial Boulevard, Suite 200
Fort Lauderdale, Florida 33308

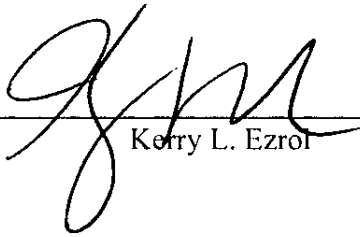
IN WITNESS WHEREOF, I have set my hand and seal this 27th day of June 2013.


Kerry L. Ezrol

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., I hereby accept and agree to act in this capacity.

Dated: June 27, 2013.


Kerry L. Ezrol

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