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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

BayCare Choice Health Plans, Inc.

Certificate of Status	0
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T. SCOTT

12/7/2015

**ARTICLES OF INCORPORATION
OF
BAYCARE CHOICE HEALTH PLANS, INC.**

The undersigned incorporator to these Articles of Incorporation hereby subscribes these Articles of Incorporation to form a corporation (the "*Corporation*") not-for-profit under the Florida Not-for-Profit Corporation Act (Florida Statutes Chapter 617).

**ARTICLE I
Name**

The name of the Corporation is BayCare Choice Health Plans, Inc.

**ARTICLE II
Initial Principal Office**

The initial principal office of the Corporation shall be located at 2985 Drew Street, Clearwater, Florida 33759. The mailing address shall be 2985 Drew Street, Clearwater, Florida 33759.

**ARTICLE III
Purposes**

This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, Florida Statutes, exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code ("Code") and its activities shall be conducted for such tax exempt purposes and in furtherance of such purposes, to further the good and general welfare of the people of the community, including, without limitation by furthering the religious, charitable, scientific or educational purposes of the Corporation's member, BayCare Health System, Inc., a Florida nonprofit corporation which is described in Section 501(c)(3) of the Code. In furtherance of the foregoing, the primary purposes of the Corporation are:

- (a) To improve health and expand access to health care within the populations served by BayCare Health System, Inc. and its affiliated health care organizations;
- (b) To establish and provide services as a health maintenance organization under Florida law, as amended from time to time, arranging through contracted providers for healthcare services for individuals participating in health insurance exchanges or employees of businesses within the communities served by BayCare Health System, Inc. and its affiliates;
- (c) To promote efficiencies and reduce costs of delivering health care services while enhancing the general quality of and access to health care furnished;
- (d) To provide broad access to quality health care at the least possible cost;

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(e) To participate as part of the system of not-for-profit health care provider and supporting organizations affiliated with BayCare Health System, Inc. and operated to further its health care and charitable purposes, and to make contributions and expenditures in furtherance thereof; and

(f) To operate exclusively for religious, charitable, scientific or educational purposes within the meaning of Section 501(c)(3) and for social welfare purposes within the meaning of Section 501(c)(4) of the Code, and in the course of such operations:

(1) No part of the earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers or other private individuals, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Corporation and to make payments and distributions to its Member and otherwise in furtherance of the purposes set forth in Article III of these Articles of Incorporation;

(2) 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 in violation of any provisions applicable to corporations exempt from taxation under Section 501(a) as organizations described in Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may be hereafter amended, and

(3) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) or Section 501(c)(4) of the Code, or (ii) any corporation described in Section 501(a) of the Code.

ARTICLE IV

Powers

In furtherance of the purposes set forth in Article III of the Articles of Incorporation, the Corporation is authorized to exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE V

Term

The term of the Corporation shall be perpetual.

ARTICLE VI **Member**

The sole Member (the "Member") of the Corporation shall be BayCare Health System, Inc. The Member shall have such rights and powers as are specified in these Articles of Incorporation and the Bylaws.

ARTICLE VII **Directors**

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Name	Address
Tommy Inzina	2985 Drew Street Clearwater, Florida 33759
John Gantner	2985 Drew Street Clearwater, Florida 33759
Vic Krause	2985 Drew Street Clearwater, Florida 33759
Randall Zomermaand	2985 Drew Street Clearwater, Florida 33759
Robert McGivney	2985 Drew Street Clearwater, Florida 33759

Directors shall be elected or appointed in accordance with the procedures set forth in the Corporation's Bylaws.

ARTICLE VIII **Officers**

The names and addresses of the initial officers of the Corporation are as follows:

Name	Office	Address
James E. Beermann Jr.	President	2985 Drew Street Clearwater, Florida 33759
Scott Kizer	Vice President, Secretary	2985 Drew Street Clearwater, Florida 33759

Janice Polo

Treasurer

2985 Drew Street
Clearwater, Florida 33759

Officers of the Corporation shall be appointed in accordance with the procedures set forth in the Corporation's Bylaws, and their terms of office shall be as set forth in the Corporation's Bylaws.

**ARTICLE IX
Registered Agent**

The registered agent of the Corporation shall be BayCare Health System, Inc., whose address is BayCare Health System, Inc., Attention: Legal Services Department, 2985 Drew Street, Clearwater, FL 33759.

**ARTICLE X
Dissolution**

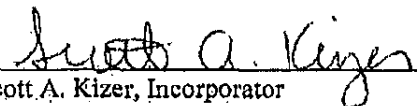
Upon dissolution of the Corporation, all of its assets remaining after the payment of all obligations and the costs and expenses of such dissolution shall be distributed to BayCare Health System, Inc. or such affiliate of BayCare Health System, Inc. which may be designated by the Board of Trustees of BayCare Health System, Inc.; provided that at the time of such distribution, BayCare Health System, Inc. is an organization described in Section 501(c)(3) of the Code. In the event that BayCare Health System, Inc. is not an organization described in Section 501(c)(3) of the Code, such remaining assets shall be distributed to one or more organizations as described in Section 501(c)(3) of the Code for the same or similar purposes as those of the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the Board of Directors shall determine.

**ARTICLE XI
Amendments and Restatements**

These Articles of Incorporation may be amended or restated in accordance with the procedures set forth in the Corporation's Bylaws.

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IN WITNESS WHEREOF the undersigned, being the original incorporator, has executed these Articles of Incorporation this 3rd day of December, 2015.



Scott A. Kizer, Incorporator
2985 Drew Street
Clearwater, Florida 33759

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the Act relative to keeping open said office,

BAYCARE HEALTH SYSTEM, INC.

By: 

Scott A. Kizer, General Counsel