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Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND
RESTATED ARTICLES OF INCORPORATION**

of

AVMED, INC.

These Articles of Amendment and Restated Articles of Incorporation of **AVMED, INC.**, a corporation not-for-profit under the laws of the State of Florida (the "Corporation"), are adopted and filed pursuant to the provisions of Sections 617.1002 and 617.1007, Florida Statutes, as amended.

FIRST: The name of the Corporation is **AVMED, INC.** The Corporation's Document Number is N16538. The Corporation's Articles of Incorporation were originally filed on August 27, 1986, and were previously amended and restated on July 7, 1997, March 17, 2003 and December 5, 2005.

SECOND: Set forth below are the Amended and Restated Articles of Incorporation of the Corporation, which amend and supersede in their entirety the Corporation's Articles of Incorporation, as previously restated and amended. Obsolete matters and matters of only historical interest have been omitted. All amendments included in these Amended and Restated Articles of Incorporation have been adopted in accordance with Section 617.1002, Florida Statutes.

THIRD: The amendments contained in the following Amended and Restated Articles of Incorporation and the restatement of the Articles of Incorporation were duly adopted by the Board of Directors of SantaFe HealthCare, Inc. (sometimes hereinafter referred to as the "Directors") on December 11, 2013 by the unanimous vote of the Directors then in office in accordance with Article IX of the Corporation's Articles of Incorporation, as previously amended, and Section 617.1002, *Florida Statutes*. The vote, being unanimous, was sufficient for approval. There being no members of the Corporation, none of the amendments require approval of the members.

FOURTH: The Amended and Restated Articles of Incorporation set forth below shall be effective as of January 1, 2014, or if later, the date of filing with the Florida Secretary of State.

AMENDED AND RESTATED ARTICLES OF INCORPORATION

of

AVMED, INC.

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AVMED, INC.
Amended and Restated Articles of Incorporation

ARTICLE I
Name

The name of the Corporation is **AVMED, INC.**

ARTICLE II
Purposes

SECTION 1. Purposes. This Corporation is organized as a not-for-profit Corporation within the meaning of Chapter 617, Florida Statutes, 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 Law ("Code"), and its activities shall be conducted for such exempt purposes. In furtherance of its exempt purposes, the Corporation may carry on activities constituting an "unrelated trade or business" (as defined in Section 513 of the Code), provided that such activities shall not constitute a significant part of its activities. No part of the Corporation's net earnings shall inure to the benefit of any private individual or organization, except for the affiliated non-profit organizations which are supported by the Corporation.

The primary purposes of this Corporation are:

- A. To improve health and health care.
- B. To establish and maintain services as a health maintenance organization and health services organization in order to enhance the health and well-being of its members and the public.
- C. To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida, including educational activities relating to the promotion of the general health of the citizens of the State of Florida.
- D. To promote and carry on scientific research related to the care of the sick and injured.
- E. To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

SECTION 2. Powers. This Corporation shall have all of the powers, and be subject to the restrictions, applicable to a corporation organized under the Florida Not-For-Profit Corporation Act, Florida Statutes Ch. 617. Without limitation, this Corporation shall have the power 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

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AVMED, INC.
Amended and Restated Articles of Incorporation

such powers as shall be desirable and necessary in furtherance on any of the powers or purposes herein above enumerated which are not in derogation of the laws of the State of Florida.

ARTICLE III
Members

The Corporation shall not have Members.

ARTICLE IV
Term of Existence

The Corporation shall have perpetual existence.

ARTICLE V
Board of Directors

SECTION 1. Generally. The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected in accordance with the Bylaws. The number of Directors shall be fixed as set forth in the Bylaws of the Corporation but shall never be less than three (3).

SECTION 2. Reserved Authority of SantaFe HealthCare, Inc. The Board of Directors of SantaFe HealthCare, Inc. ("SFHC") (the "SFHC Board"), by resolution, shall have the power and authority to modify, amend, rescind or repeal any action taken by the Board of Directors.

ARTICLE VI
Officers

The officers of the Board of Directors shall be a Chairman and Vice Chairman of the Board, a Chief Executive Officer, a President, Secretary and Treasurer, and such other officers as may be provided for in the Bylaws. Officers shall be elected or appointed as provided in the Bylaws.

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AVMED, INC.
Amended and Restated Articles of Incorporation

ARTICLE VII
Amendments

The Articles of Incorporation and Bylaws of the Corporation may be amended or restated by the Board of Directors of SantaFe HealthCare, Inc. upon the affirmative vote of two-thirds of the Directors then in office in accordance with the procedures set forth in the Bylaws.

ARTICLE VIII
Dissolution

Upon dissolution of the Corporation, all of its assets remaining after payment of or provision for all liabilities of the Corporation, including costs and expenses of such dissolution, shall be utilized exclusively for the exempt purposes of the Corporation or distributed to one or more organizations described in Section 501(c)(3) or 170(c)(2) of the Code, as shall be selected by the last Board of Directors. None of the assets will be distributed to any officer or Director of this Corporation. 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 charitable purposes or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 30th day of January, 2014.


Michael P. Gallagher, Chief Executive
Officer