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Broad and Cassel  
(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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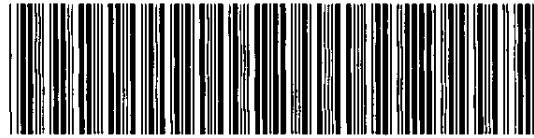
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C. GOLDEN

FEB 27 2017

FILED  
2017 FEB 24 AM 9:54  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

**SUBJECT:** INTEGRATED HEALTH SYSTEMS ADMINISTRATIVE SERVICES ORGANIZATION, 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:** FRANK P. RAINER, ESQ.  
\_\_\_\_\_  
Name (Printed or typed)  
  
215 S. MONROE STREET, SUITE 400  
\_\_\_\_\_  
Address  
  
TALLAHASSEE, FL 32301  
\_\_\_\_\_  
City, State & Zip  
  
(850) 681-6810  
\_\_\_\_\_  
Daytime Telephone number  
  
FRAINER@BROADANDCASSEL.COM  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

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2017 FEB 27 AM 9:54  
TALLAHASSEE, FL

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

FILED

**ARTICLES OF INCORPORATION**

(Not-for-Profit)

**OF**

**INTEGRATED HEALTH SYSTEMS ADMINISTRATIVE SERVICES  
ORGANIZATION, INC.**

2017 FEB 24 AM 9:54

SECRETARY OF STATE

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not For Profit Corporation Act and Subchapter F of the Federal Internal Revenue Code, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME**

The name of the corporation shall be: **Integrated Health Systems Administrative Services Organization, Inc.**, (hereinafter the "Corporation"). The initial principal office of the Corporation is: 122 South Calhoun Street, Tallahassee, FL 32301.

**ARTICLE II  
Existence**

The Corporation commenced existence on the date these articles are filed with the Secretary of State for the State of Florida, and shall have perpetual existence unless sooner dissolved according to, as applicable, in its Bylaws or at law.

**ARTICLE III  
CORPORATE PURPOSE**

The purpose or purposes for which the Corporation is organized are:

(1) To engage in activities which not-for-profit corporations may engage in, to the extent permitted under the provisions of Chapter 617, Florida Statutes including but not limited to the following: to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property. The Corporation shall have the power to enter into contracts, borrow money and issue notes and bonds of any kind and character. A recitation in any deed or bill of sale of conveyance made by the Corporation that the sale has been authorized by a majority of the Board of Directors can be relied upon and shall protect any purchaser of such property. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

(2) To operate for the promotion of charitable, scientific and educational services within the meaning of Section 501(c) (3) of the United States Internal Revenue Service. The

Corporation is also organized and operated on non-stock, membership basis exclusively for the charitable, scientific and educational purposes within the meaning of 501(c)(3) of the Code; and is organized and at all times shall be operated exclusively as a supporting organization within the meaning of Section 509(a) of the Code. Without limiting or expanding the foregoing, the Corporation's specific purposes shall be to operate for the benefit of and to perform certain administrative functions, including but not limited to, information systems, contract revenue collection and third party contract administration services for (i) managing entities as authorized pursuant to section 394.9082, Florida Statutes, and (ii) similar community-based health programs, behavioral health, mental health, substance abuse, psycho-social and social welfare programs or organizations, provided that all such organizations, if they become a member supported by this Corporation are (1) operated by a governmental unit described in Section 170 of the Code, or (2) are exempt from federal income taxation pursuant to Section 501(a) of the Code as organizations described in Section 501(c)(3) and which organizations are further described in Section 509(a) of the Code.

(3) To acquire, engage in and promote comprehensive health care and social welfare programs and carry out all activities incident thereto, and otherwise.

(4) The Corporation may contract with members, to engage in any form, structure or configuration of health care, psychological, social service, or managed care (including but not limited to with health maintenance organizations, insurers, accountable care organizations, etc.) contracting under the Medicaid, Medicare, Florida Department of Children and Families, any substance abuse and mental health safety net networks (as established from time to time) or any other government funded programs. Such contracting can be as an agent, direct, intermediary, subcontract, administrative service organization, or as part of a coordinated network of members as approved by the Board of Directors of the Corporation. The Corporation may also contract with direct care providers to deliver services as part of such network. The Corporation is authorized to engage in risk contracting and insurance type of services if authorized by the Board of Directors, and in compliance with law and its tax exempt status. The intent of this power is to not be limiting, but provide flexibility for the Corporation to meet the requirements of the changing environment for the delivery of health care, behavioral health, mental health, substance abuse, psycho-social and social welfare services.

(5) The foregoing purposes shall not be considered as limitations. The Corporation may also pursue any other purpose as determined by its Board of Directors, and which will maintain its nonprofit status and tax exemption.

#### ARTICLE IV MEMBERSHIP: SELECTION OF BOARD OF DIRECTORS

The initial member of the Corporation shall be Central Florida Behavioral Health Network, Inc., a Florida not-for-profit corporation. No stock or membership certificates shall be issued. The member(s) shall have the right to select the board of directors of the Corporation, as described in the Bylaws. The admission, qualifications, classes and rights of member(s) shall be as set forth in the Corporation's Bylaws.

ARTICLE V  
REGISTERED OFFICE AND AGENT

The registered office of the Corporation and its registered agent to accept service of process with the State is: Natalie K. Kelly, 122 South Calhoun Street, Tallahassee, FL 32301.

ARTICLE VI  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

BIG BEND COMMUNITY BASED CARE, INC.  
(a Florida Non-for-Profit corporation)  
525 N. Martin Luther King Jr. Blvd.  
Tallahassee, FL 32301

ARTICLE VII  
LIMITATIONS and RESTRICTIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any member, trustee, director, officer of the Corporation, or any private persons (except reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes), and no member, director, officer of the Corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution of the Corporation.

B. 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 an candidate for public office. Provided however, nothing herein shall limit the ability of the Corporation to make an election under Section 501(h) of the Internal Revenue Code.

C. In the event of the dissolution of the Corporation, after making provision for payment of all of the liabilities of the Corporation, all of the remaining assets of the Corporation shall be distributed to its members, or to one or more such other organization or organizations as are organized and operated exclusively for the promotion of social welfare and qualified as exempt organizations under section 501 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law then in effect, and as shall be determined by the Board of Directors of the Corporation. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in the principal office of the Corporation is then located, exclusively for such purposes or to such organization(s), as said court shall determine which are organized and operated exclusively for such purposes.

D. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income tax under section 501 of the Internal Revenue Code and its regulations, as they now exist or as may be amended.

#### ARTICLE VIII ADDITIONAL REQUIREMENTS

A. Bylaws. Subject to the limitations contained in the bylaws and any limitations set forth in the State of Florida concerning corporate action that must be authorized or approved by the members of the Corporation, the bylaws of this Corporation may be made, altered, rescinded, added to, or new bylaws may be adopted either by a resolution or written consent by the procedures set forth for such action in the bylaws.

B. Indemnification. The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, and as more fully set forth in the Bylaws.

C. Amendments. Amendments to these articles of incorporation may be proposed by a resolution adopted by the procedures and votes provided in the Bylaws.

D. Limited Liability of Members, Directors and Officers. The members, officers and directors shall not be individually liable for the Corporation's debts or other liabilities, and the private property of such individuals shall be exempt from any corporate debts or liabilities.

BIG BEND COMMUNITY BASED CARE,  
INC.

By: 

MIKE WATKINS

Its: CEO

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
THE SERVICE OF PROCESS WITHIN FLORIDA AND  
AGENT UPON WHOM PROCESS MAY BE SERVED, THE FOLLOWING IS SUBMITTED:

THAT INTEGRATED HEALTH SYSTEMS ADMINISTRATIVE SERVICES  
ORGANIZATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS  
OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 122  
SOUTH CALHOUN STREET, CITY OF TALLAHASSEE, STATE OF FLORIDA 32301, HAS  
NAMED NATALIE K. KELLY, LOCATED AT 122 SOUTH CALHOUN STREET,  
TALLAHASSEE, FL 32301, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN  
FLORIDA.

SIGNATURE

  
MIKE WATKINS

ITS: CEO Corporate Officer)

DATE:

2/23/17

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE  
STATED 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.

  
NATALIE K. KELLY  
REGISTERED AGENT

DATE:

2/23/17

2017 FEB 23 AM 9:54  
TALLAHASSEE  
SEC. OF STATE