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## FLORIDA PROFIT/NON PROFIT CORPORATION

The Availity Foundation, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
THE AVAILITY FOUNDATION, INC.

*A Florida Not for Profit Corporation*

ARTICLE I  
NAME OF THE CORPORATION

The name of the corporation is The Availity Foundation, Inc. (the "Corporation").

ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of the Corporation is located at 5555 Gate Parkway, Suite 110, Jacksonville, FL 32256-3043.

ARTICLE III  
DURATION

The period of the duration of the Corporation is perpetual unless dissolved according to Florida law.

ARTICLE IV  
PURPOSES

The Corporation is organized and shall be operated exclusively for charitable, educational, scientific, and literary purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States internal revenue law (the "Code"), including for such purposes, but not limited to the making of grants and other distributions for charitable, educational, scientific, or literary purposes. The Corporation may conduct any and all lawful activities that may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as corporations, firms, associations, trusts, institutions, foundations, or governmental bureaus, departments, or agencies.

ARTICLE V  
PROHIBITED ACTIVITIES

5.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any of its directors, officers, or members, or any other private persons; provided, however, that such a person may receive reasonable compensation for personal services rendered, or reimbursement for reasonable expenses incurred, that are reasonable and necessary to carry out the purposes set forth in these Articles of Incorporation.

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5.2 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.

5.3 Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, and 2522 of the Code.

5.4 At any time when the Corporation shall be a private foundation, as such term is defined in Section 509(a) of the Code, the Corporation:

(a) shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code; and

(b) shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code; (ii) retain any excess business holdings that would subject the Corporation to tax under Section 4943(a) of the Code; (iii) make any investment in such manner as to subject it to tax under Section 4944 of the Code; or (iv) make any taxable expenditure as defined in Section 4945(d) of the Code.

#### ARTICLE VI REGISTERED OFFICE AND AGENT

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that office is CT Corporation System.

#### ARTICLE VII MEMBERSHIP

The Corporation shall have one class of members with such rights and responsibilities as shall be as set forth in the Corporation's Bylaws, and the sole member of that class shall be Availity, L.L.C., a Florida limited liability company (the "Member").

#### ARTICLE VIII BOARD OF DIRECTORS

8.1 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, or in accordance with, the Bylaws from time to time, but shall not be less than the number of directors required by the Florida Not for Profit Corporation Act, which at the time of execution of these Articles of Incorporation is three (3). The terms of office, qualifications, and method of

appointment of the directors shall be as specified in the Bylaws. There shall be three (3) directors on the initial Board of Directors.

8.2 The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Mary Miles	5555 Gate Parkway, Suite 110 Jacksonville, FL 32256-3043
Jessica Micciche	5555 Gate Parkway, Suite 110 Jacksonville, FL 32256-3043
Heidi Sanders	5555 Gate Parkway, Suite 110 Jacksonville, FL 32256-3043

#### ARTICLE IX DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the tax-exempt purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, scientific, or literary purposes as shall at the time qualify as an organization or organizations exempt from federal income taxation under Sections 501(a) and 501(c)(3) of the Code, as the Board of Directors shall determine. 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 the purposes of the Corporation or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended, altered, or restated only by the Member.

#### ARTICLE XI INCORPORATOR

The sole incorporator of the Corporation is Scott E. Herbst. The complete business address of the sole incorporator is 5555 Gate Parkway, Suite 110, Jacksonville, FL 32256-3043.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 31st day of January 2022.

*Scott E. Herbst*

\_\_\_\_\_  
Scott E. Herbst, Incorporator

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**CERTIFICATE OF DESIGNATION OF REGISTERED OFFICE AND  
REGISTERED AGENT**

PURSUANT TO THE PROVISIONS OF SECTIONS 48.091 and 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA:

The name of the Corporation is The Availity Foundation, Inc.

The street address of the Corporation's initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the Corporation's initial registered agent at that office is CT Corporation System.

REGISTERED AGENT ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in that capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

By: *Stephanie Hencz*

Printed Name: Stephanie Hencz

Title: Assistant Secretary

Date: February 15, 2022

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