

N930000003787

FILING OF DOCUMENTS

Date: January 18, 2002

RE: Amended and Restated Articles
of Incorporation of the Institute for Health
Care Advocacy, Inc., a Not for Profit
Corporation

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-01/22/02--01085--022
*****43.75 *******8.75**

Enclosed is the original and one copy of the **Amended and Restated Articles of Incorporation of the Institute for Health Care Advocacy, Inc., a Not for Profit Corporation**. Please file the original and return the certified copy to our office.

Also enclosed is our check # 474 in the amount of \$43.75. Of that amount \$35.00 is for the Filing Fee and \$8.75 for a Certified Copy of the Amended and Restated Articles of Incorporation.

Please contact me if you have any questions or need additional information. Thank you for your cooperation.

Patricia Weaver
Administrative Assistant

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

Institute for
Health Care Advocacy, Inc.
1217 Ponce de Leon Blvd.
Clearwater, FL 33765
727-518-9662

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Encl.

N93000003787
Amended Articles
10/18/02 *Outcopy
2-5-02



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 25, 2002

PATRICIA WEAVER
1217 PONCE DE LEON BLVD.
CLEARWATER, FL 33756

SUBJECT: INSTITUTE FOR HEALTH CARE ADVOCACY, INC.
Ref. Number: N93000003787

We have received your document for INSTITUTE FOR HEALTH CARE ADVOCACY, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must state that there are no members or members entitled to vote.

Please return 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) 245-6916.

Carol Mustain
Corporate Specialist

Letter Number: 502A00004474

FILING OF DOCUMENTS

Date: January 31, 2002

RE: Amended and Restated Articles
of Incorporation of the Institute for Health
Care Advocacy, Inc., a Not for Profit
Corporation

Dear Ms. Mustain:

Enclosed is the original of the Amended and Restated Articles of Incorporation of the Institute for Health Care Advocacy, Inc., a Not for Profit Corporation and a copy of your letter dated January 25, 2002. We corrected some minor typographical errors and changed section 10.1 to read "The Institute has no members or members entitled to vote . . . ". Please file the original Amended and Restated Articles and return a certified copy of the Articles to our office.

Please contact me if you have any questions or need additional information. Thank you for your cooperation.

Patricia Weaver
Administrative Assistant

Carol Mustain - Amendment Division
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

**Institute for
Health Care Advocacy, Inc.**
1217 Ponce de Leon Blvd.
Clearwater, FL 33756
727- 518-9662

Encl.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF THE
INSTITUTE FOR HEALTH CARE ADVOCACY, INC.
A NOT FOR PROFIT CORPORATION**

Pursuant to the provisions of Sections 617.1002, 617.1006 and 617.1007 of the Florida Not For Profit Act, the Board of Directors of the Corporation, all of whom are citizens of the United States of America, (hereinafter the Corporation is referred to as the "Institute), adopted the following Articles of Amendment and Restatement of the Institute's Articles of Incorporation:

**ARTICLE I
NAME AND DURATION**

1.1 The name of the corporation is:

Institute For Health Care Advocacy, Inc.

1.2 The duration of the Institute shall be perpetual.

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Institute is:

1217 Ponce de Leon Blvd.
Clearwater FL 33756

**ARTICLE III
PURPOSES**

3.1 The Institute is organized exclusively for charitable, educational, and scientific purposes to provide administrative assistance to preserve and continue health and long term care benefit rights through the proper application of the law to: (a) individuals, including the elderly, disabled and minority populations; (b) organizations, including health care facilities, insurance carriers, HMOs and other similar type organizations; (c) employer plans; and (d) care givers and professionals, including attorneys, physicians, nurses, therapists, families and others.

3.2 Other specific purposes are:

a. To make distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. (The Internal Revenue Code is hereinafter referred to as "Code").

b. To provide for the ability of the elderly, disabled and minority populations to live independently and to enhance their quality of life;

c. To provide the necessary tools and assistance for elderly, disabled and minority populations to obtain health and long term care benefits in both the public and private sector plans to which they may be entitled;

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TALLAHASSEE, FLORIDA

- d. To educate and counsel health and long term care beneficiaries, care givers and others to determine if health and long term care benefits were wrongfully denied in the public or private sectors;
- e. To educate and counsel health and long term care beneficiaries with regard to the appeal processes available to them in the public or private sectors so they can initially pursue their own appeals;
- f. To provide, whenever possible, representatives and/or assistance to health and long term care beneficiaries for the appeal process in the public or private sectors;
- g. To represent, whenever possible, health and long term care beneficiaries upon the request of health care providers or other persons with regard to appeals in public or private sectors;
- h. To act as a consultant and/or a resource for individuals, government agencies and other organizations with regard to health and long term care benefit rights;
- i. To engage and/or obtain attorneys to represent individuals in the state and federal courts with regard to health and long term care benefit rights appeals;
- j. To educate the public about and establish trusts in accordance with Federal and State laws for the management, investment and distribution of funds contributed to the trusts for the benefit of totally disabled individuals, who are beneficiaries of the trusts during their lifetimes, in order to assist them to obtain or maintain eligibility for Medicaid type benefits, where the contributions to the Trusts are made by or on behalf of the disabled persons;
- k. To educate the public about and establish trusts in accordance with Federal and State laws for the management, investment and distribution of funds contributed to the trusts for the benefit of totally disabled individuals, who are beneficiaries of the trusts during their lifetimes, in order to assist them to obtain or maintain eligibility for Supplemental Security Income (SSI) benefits, where the contributions to the Trusts are made by or on behalf of the disabled persons;
- l. To educate the public about and establish trusts in accordance with Federal and State laws for the management, investment and distribution of funds contributed to the trusts for the benefit of totally disabled individuals, who are beneficiaries of the trusts during their lifetimes, in order to assist them to obtain or maintain eligibility for Medicaid, Supplemental Security Income (SSI) benefits, Section 8 HUD housing subsidies, veterans' benefits and other similar or related benefits, where the contributions to the trusts are made for the benefit of the disabled persons but by someone other than the disabled persons;
- m. To educate the public about and establish trusts for the management, investment and payment of funds contributed to the trusts for living, medical and other expenses for totally or partially disabled or incapacitated individuals in order to provide an alternative to them when they are unable to utilize private financial institutions as trustees because of the lack of sufficient assets to meet the financial institution's substantial asset requirements, to minimize the trust beneficiary's exposure to exploitation and to meet their need for health and long term care benefit rights counseling, where the contributions to the trusts are made by or on behalf of the trust beneficiary and/or by someone other than by or on behalf of the trust beneficiary;
- n. To educate the public about and establish trusts in accordance with Federal law requirements for the management, investment and payment of eligible medical expenses in order to assist Workers' Compensation claimants and other insurance claimants to meet their

obligations for the payment of skilled care medical expenses under the provisions of the Medicare Secondary Payor Act as it applies to commutation settlements and recoveries paid or payable to these claimants;

o. To develop and establish other and additional trusts as may be needed to carry out the Institute's exempt purposes and activities.

p. To conduct research by itself or in cooperation with schools of higher learning, community organizations and/or governmental agencies involving health and long term care benefit rights for the elderly, disabled and minority populations;

3.3 The Institute is authorized to carry out the following additional programs and activities:

a. To act as a trustee of trusts established by the Institute as authorized by Florida Statutes Section 617.2101.

b. To provide monetary and non monetary grants to needy trust beneficiaries if sufficient funds are available in the trusts or in the Institute.

c. To solicit and collect contributions and donations; to accept contributions and donations by gift, will or otherwise in money or other property and to hold such funds and property for such periods of time as may be necessary to carry out the purposes of the Institute;

d. To solicit, collect and otherwise acquire trustee fees, charges for admission to events and related activity publications; and to expend, disperse and dispose of same in order to accomplish the Institute's exempt activities;

e. To offer seminars, workshops, counseling and other Institute related events in order to carry out its exempt purposes; and

f. To engage in any and all lawful activities incidental to the foregoing purposes, except as restricted herein.

ARTICLE IV DIRECTORS AND MANNER OF ELECTION

4.1 The activities and affairs of the corporation shall be managed by a Board of Directors who shall be elected by the first Board of Directors. The number of Directors shall be fixed by the Bylaws of the corporation. All vacancies on the Board Directors shall be filled by an additional vote of a majority of the remaining Directors.

4.2 The names and addresses of the officers and members of the Board of Directors are:

Raymond L. Parri
President and Director
1217 Ponce de Leon Blvd.
Clearwater, FL 33756

Michael J. Trombley
Vice President and Director
329 S. Commerce Avenue
Sebring, FL 33970

Sandra T. Parri
Secretary, Treasurer and Director
1217 Ponce de Leon Blvd.
Clearwater, FL 33756

Robert Jackson
Vice President and Director
1800 Second Street, Suite 760
Sarasota, FL 34236

Emily Moore
Vice President and Director
PO Box 10966
Tallahassee, FL 32302

4.3 The Board of Directors may deal with and expend the income and principal of the corporation in such manner as in the judgment of the Board of Directors will best promote the Institute's exempt purposes and activities.

4.4 The Bylaws may confer powers upon the Directors in addition to the foregoing and other powers and authorities expressly conferred upon them by statute.

ARTICLE V LIMITATIONS OF CORPORATE POWERS

5.1 The following limitations of the Institute's powers shall apply:

a. The Institute shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation which is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or as a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

b. No part of the net earnings of the Institute shall inure to the benefit of or be distributable to its directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for service rendered; reimburse reasonable and necessary expenses incurred by the directors, officers, or other private persons; provide employee fringe benefits, and make payments and distributions in furtherance of the purposes herein above set forth.

c. No substantial part of the activities of the Institute shall consist of carrying on propaganda, or otherwise attempting, to influence legislation; nor shall it in any manner or to any extent 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 Institute engage in any activities that are unlawful under applicable federal, state, or local laws.

d. Notwithstanding any other provision of these Articles of Incorporation, the Institute shall not, except to an insubstantial degree, engage in or exercise any powers that are not in furtherance of the purposes of the Institute.

e. The Institute shall not operate for the purposes of carrying on a trade or business for profit, provided, however, the Institute may conduct one or more business operations, including the trusts described in Article III above, in order to carry out the general and specific purposes of the Institute.

f. The Institute may conduct operations throughout the United States of America and in other countries subject, however, to the laws of the State of Florida and the purpose of carrying out the Institute's general and specific purposes.

ARTICLE VI GENERAL POWERS

6.1 The Institute shall have the following general powers:

- a. To hold funds solely and exclusively for the benefit of the Institute and for the purposes set forth in these Amended and Restated Articles of Incorporation;
- b. To promulgate and enforce rules, regulations, bylaws, and agreements to effectuate the purposes for which the Institute is organized;
- c. To delegate power or powers where such is deemed in the interest of the Institute;
- d. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real, personal, or mixed property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles unless restricted herein and not forbidden by the laws of the State of Florida;
- e. To employ one or more financial institutions as custodian or custodians of any funds or securities and to delegate to them such powers as may be appropriate, to hold Institute and trust property without indication of fiduciary capacity, but only in the name of a registered nominee, provided such property is at all times identified as such on the books of the Institute or a trust; to keep any and all of such property or funds in any place or places in the United States of America;
- f. To employ clerks, agents, accountants, legal counsel, investment counsel, investment agents and any necessary special services and to pay the reasonable compensation and expenses for all such services;
- g. To pay commissions and/or fees to consultants brokers, salespersons, insurance agents and others similarly situated as well as reasonable referral fees to persons referring matters to the Institute in furtherance of its exempt purposes and activities;
- h. To borrow money and from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the corporation for monies borrowed or in payment for property acquired or for any other purposes of the corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Instituted wherever situated;
- i. To acquire property by grant, gift, purchase, devise or bequest, and to hold and dispose of such property as the Institute shall require to carry out its purposes;
- j. To operate such business ventures and trusts as authorized in these Articles;
- k. To organize and establish auxiliary and subsidiary organizations to support and carry out the purposes of the corporation;
- l. To sponsor, encourage and contribute to exempt educational, charitable, economic, scientific or literary organizations activities;
- m. To compromise, contest, prosecute, defend or abandon claims in favor of or against the corporation; and

n. To have all of the common law and statutory powers conferred upon corporations not for profit by the laws of the State of Florida that are not in conflict with these Articles of Incorporation.

ARTICLE VII CONTRACTUAL POWERS

7.1 In the absence of fraud, no contract or other transaction between the Institute and any other person, firm, corporation, partnership limited liability or other entity shall be effected or invalidated by the fact that any director or officer of the Institute is pecuniarily or otherwise interested therein. Any such person may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Institute for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested or was not a shareholder, director or officer of such firm, association, corporation, partnership, limited liability company or other entity.

7.2 None of the officers, directors, advisory council members, shall be responsible or liable for the acts or omissions of the other persons previously named, a predecessor thereof, a custodian, agent, depository or counsel who have been selected with reasonable care.

ARTICLE VIII DISSOLUTION OF THE CORPORATION

8.1 No person, firm or corporation shall ever receive any dividends or profits from the undertaking of the Institute. In the event of dissolution, the residual assets of the Institute, after payment of all costs and expenses of such dissolution, will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code or to the federal, state, and local government for an exclusive public purpose.

ARTICLE IX AMENDMENTS

9.1 Amendments to the Articles may be adopted by the Board of Directors at any meeting thereof at which a quorum is present. A copy of the proposed amendment with a certificate thereon that it has been approved by the Directors, sealed with the corporate seal, signed by the Secretary, and executed and acknowledged by the President or Vice-President, shall be prepared and filed with the Secretary of State of Florida in the manner required for Articles of Amendment for a corporation not-for-profit. Subject to the foregoing terms and conditions, the corporation reserves the right to alter, amend, change or repeal any provision contained herein and in any Amendment to the Articles of incorporation.

ARTICLE X AUTHORITY FOR AMENDMENT AND RESTATEMENT OF THE ORIGINAL ARTICLES OF INCORPORATION

10.1 The Institute has no members or members entitled to vote, therefore only the Board of Directors of the Institute voted on this Amendment and Restatement of the Articles of Incorporation.

10.2 The undersigned officers certify that the vote for the Amendment and Restatement of the original Articles of Incorporation was made in accordance with Florida Statutes by unanimous vote of the Institutes's Board of Directors on December 21, 2001.

Dated: December 21, 2001

Institute for Health Care Advocacy, Inc.

By: [Signature]
Raymond L. Parri, President

By: [Signature]
Sandra T. Parri Secretary

(Corporate Seal)

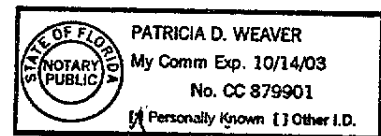
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 21st day of December, 2001, by RAYMOND L. PARRI, as President and SANDRA T. PARRI, as Secretary of the Institute for Health Care Advocacy, Inc., a Florida Not-for-Profit Corporation, on behalf of the Corporation, who are personally known to me.

Sign Patricia D. Weaver

Print **PATRICIA D WEAVER**
Notary Public, State of Florida
My Commission Number is:
My Commission Expires:

(Notary Seal)



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA