

From:

Dr. Lana P. Kartashev,
682 Monte Cristo Blvd.,
Tierra Verde, FL, 33715
Tel. 813-866-2694.

February 27, 1995.

Division of Corporations,
P.O. Box 6327,
409 East Gaines Street,
Tallahassee, Florida, 32314.

Attn: Nonprofit Charter Section

Re: Health Consumer Union-Florida, Inc.

Dear sirs,

Enclosed please find the original and one copy of Articles of Incorporation for the above referenced nonprofit corporation, together with a check to cover the costs of same. Please return a filed acknowledgement copy of the Articles to the undersigned.

Thank you for your attention to this matter. Should you have any questions, please do not hesitate to contact me.

Sincerely yours,

Lana P. Kartashev

Lana P. Kartashev.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 3, 1995

LANA P. KARTASHEV
682 MONTE CRISTO BLVD.
TIERRA VERDE, FL 33715

SUBJECT: HEALTH CONSUMER UNION-FLORIDA, INC.
Ref. Number: W95000004735

We have received your document for HEALTH CONSUMER UNION-FLORIDA, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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 (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 495A00009560

ARTICLES OF INCORPORATION OF
HEALTH CONSUMER UNION-FLORIDA, INC.,
A FLORIDA NONPROFIT CORPORATION.

ARTICLE I.

The name of this corporation is HEALTH CONSUMER UNION-FLORIDA, INC.

ARTICLE II.

Statement of Corporate Nature.

This is a nonprofit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Part I of Chapter 617 of the Florida Statutes.

ARTICLE III.

General and Specific Purposes.

- (a) The specific and primary purposes for which this corporation is formed are to operate for
- ☐ protection of health consumers against unwarranted increases in their insurance premiums, and
 - ☐ providing them with independent and unbiased information on cost-effective medical services in the area.
- (b) The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as qualify it as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV.

Term.

This corporation shall have a perpetual existence.

ARTICLE V.

Membership.

The corporation shall have a membership distinct from the Board of Trustees. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE VI.

Subscribers.

The names and residence addresses of the subscribers of this corporation are as follows:

Steven I. Kartashev,
682 Monte Cristo Blvd,
Tierra Verde, Fl., 33715

ARTICLE VII.

Principal Office and Identification of Registered Agent.

- (a) The county in the State of Florida where the principal office for the transaction of the business of this corporation is to be located is the County of Pinellas.
- (b) The name and address of this corporation's registered agent are:

Steven I. Kartashev,
682 Monte Cristo Blvd,
Terra Verde, FL, 33715

ARTICLE VIII.

Management of Corporate Affairs.

- (a) **Board of Trustees.** The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of trustees of the corporation shall be not less than three (3), provided, however, that such number may be changed by a bylaw duly adopted by the members.

The trustees named herein as the first Board of Trustees shall hold office until the first meeting of members, to be held on

March 12, 1995, at 2:00 p.m. at 682 Monte Cristo Blvd, Tierra Verde, FL, 33715, at which time an election of trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of two (2) years until the 1997 annual meeting of members following the election of trustees and until the qualification of the successors in office. Annual meetings shall be held at at 2:00 p.m., on the second week in January of each year at the principal office of the corporation, or at such other place or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting and that the Articles of Incorporation and bylaws of this corporation authorize the trustees to so act. Such a statement shall be prima facie evidence of such action.

The names and addresses of such first members of the Board of Trustees are as follows:

Steven I. Kartashev
682 Monte Cristo Blvd.
Tierra Verde, Fl., 33715.

Lana P. Kartashev
682 Monte Cristo Blvd.
Tierra Verde, Fl., 33715.

Jeffrey T. Cole
1852 Forest Wood Dr.
Clearwater, Fl., 34622.

(b) **Corporate officers.** The Board of Trustees shall elect the following officers: President, Vice-President, Treasurer and Secretary, and such other officers as the bylaws of this corporation may authorize the trustees to elect from time to time. Initially such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President	-	Lana P. Kartashev
Vice-President	-	Steven I. Kartashev
Secretary	-	Jeffrey T. Cole
Treasurer	-	Steven I. Kartashev

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ARTICLE IX.

Bylaws.

Subject to the limitation contained in the bylaws, and any limitation set forth in the Corporations Not for Profit Law of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Trustees or by following the procedure set forth therefor in the bylaws.

ARTICLE X.

Dedication of Assets.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI.

Distribution of Assets.

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954, or corresponding provision of any subsequent federal tax law.

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ARTICLE XII.

Amendment of Articles.

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote. Amendments may be adopted by the vote of two-thirds (2/3rds) of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the subscribers of this corporation, for the purpose of forming this nonprofit charitable corporation under the laws of Florida have executed these Articles of Incorporation on Feb. 27 1995

Lana P. Kartashev
Lana P. Kartashev

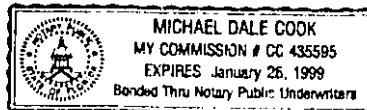
State of Florida)
County of Pinellas)

I, M. Dale Cook, HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Lana P. Kartashev, to me known to be the person described as subscribed in, and who executed the foregoing Articles of Incorporation, as her own free act and deed.

WITNESS my hand and official seal at Barnett Bank, Florida this 27th day of Feb, 1995.

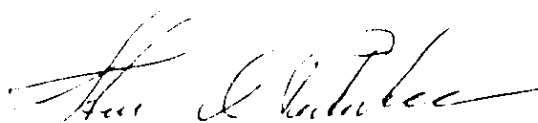
Michael Dale Cook
Notary Public, M. Dale Cook

My commission expires:



ACCEPTANCE OF THE DESIGNATION BY THE REGISTERED AGENT

I hereby am familiar with and accept the duties and responsibilities as registered agent for Health Consumer Union-Florida, Inc. on this 1st day of March, 1995.

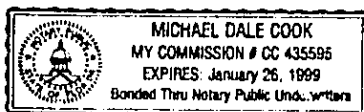


Steven I. Kartashev,
682 Monte Cristo Blvd.
Tierra Verde, FL 33715

State of Florida)
County of Pinellas)

I, M. Dale Cook, HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared Steven I. Kartashev, to me known to be the person described as subscribed in, and who accepted the designation of the registered agent, as his own free act and deed.

WITNESS my hand and official seal at St. Petersburg, Florida this 1st day of March, 1995.




Notary Public, M. Dale Cook

My commission expires: 1-26-99