

D. BROWN MAR 27 1995



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 17, 1995

JOHN F. MCCOLLUM, ESQ.  
129 S. COMMERCE AVENUE  
SEBRING, FL 33870-3698

SUBJECT: HEALTH ALLIANCE, INC.  
Ref. Number: W95000006010

We have received your document for HEALTH ALLIANCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 295A00012041

ARTICLES OF INCORPORATION  
OF  
Health Alliance, Inc.

FILED  
55 MAR 27 PM 4:33  
CLERK OF CIRCUIT COURT  
MIAMI, FLORIDA

ARTICLE ONE - Name

The name of the corporation is Health Alliance, Inc.  
(the "Corporation").

ARTICLE TWO - Non-Profit status

The Corporation is a nonprofit corporation, organized pursuant to the Nonprofit Corporation Act, it does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes only.

ARTICLE THREE - Existence

The period of duration of the Corporation shall be perpetual.

ARTICLE FOUR - Purposes

1. The purposes for which the Corporation is organized include, without limitation, the following:
  - A. to develop an appropriate physician hospital delivery system, for purposes of contracting with purchasers of health care services. The Corporation will establish managed care relationships with employers, third party payors, networks and other interested parties, for the express purpose of developing a managed care delivery model to facilitate improved patient outcomes and the delivery of high-quality, cost-effective and appropriate health care services for the benefit of the community;
  - B. to promote the efficient, cost-effective provision of health care services by hospitals, physicians, physician group practices, other licensed health care professionals or other medical care facilities and to facilitate the appropriate and efficient utilization of health care services for the benefit of the community;

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- C. to create, through a cooperative effort with physicians and other health care providers, an organization which will combine the common interests and missions of the participants and the community in the delivery of cost-effective, appropriate, quality health care for the benefit of the community;
- D. to provide or facilitate practice management support services for affiliated providers, utilization and patient management services, patient education and monitoring services, service contract facilitation, and ancillary services and programs; and
- E. to engage in any other lawful act or activity for which corporations may be organized under the Nonprofit Corporation Act, as it currently exists or as it may hereafter be amended, that may, directly or indirectly, promote the interests of the Corporation or enhance the value of its property; provided, however, that the Corporation will not engage, other than as an insubstantial part of its activities, in activities that are not in furtherance of one or more of those purposes specifically enumerated in subparagraph (A) through (D) above.

ARTICLE FIVE - Powers

1. All powers necessary or convenient to effect any or all of the purposes for which this Corporation is organized, to include such corporate powers as are granted in Chapter 617, Florida Statutes, 1990, and all amendments subsequent thereto.
2. The power to own, possess, buy, sell, mortgage and lease both real and personal property.
3. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of those purposes set forth in these Articles of Incorporation.

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4. Notwithstanding any other provision of these Articles of Incorporation, in the event that the Corporation is determined to qualify for exemption from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code"), the Corporation shall not carry on any activity 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 Section 170(c)(2) of the Code.
5. Upon dissolution, liquidation or other termination of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the net assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, religious, scientific, testing for public safety, literary, or educational purposes which would then qualify under the provisions of Section 501(c)(3) of the Code and regulations promulgated pursuant thereto as they now exist or as they may hereafter be amended, or to the federal government or To a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Circuit Court in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.
6. In carrying out the purposes of the Corporation, the Corporation may require the services of licensed professionals. However, the Corporation itself shall not engage in any activity that would constitute the unauthorized corporate practice of medicine or other licensed profession. Nothing contained in these Articles of Incorporation or in the Bylaws of the Corporation shall establish, modify, restrict, limit or alter the professional relationship between the person furnishing the professional services and the person receiving such services. None of the professionals employed or retained by the Corporation shall be subject to lay control or supervision in the exercise of their professional judgement.

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ARTICLE SIX - Membership

The Corporation shall have two classes of members: hospital members and physician members. Hospital members shall be entitled to elect four (4) members of the Board of Directors. Physician members shall be entitled to elect four (4) members of the Board of Directors, two (2) of whom shall be primary care physicians who practice in the area of family practice, pediatrics or general internal medicine and two (2) of whom shall be specialty physicians. At least one (1) of the specialty physicians will be of a surgical specialty.

ARTICLE SEVEN - Registered Agent

The street address of the initial registered office of the Corporation shall be 121 South Commerce Avenue, Sebring, County of Highlands, Florida, 33870 and the name of its initial registered agent at such address is McCollum & Johnson, P.A. The principal office of the Corporation shall be 3600 South Highlands Avenue, Sebring, Florida, 33870.

ARTICLE EIGHT - Directors

The number of directors of the Corporation shall be fixed by the Bylaws. Subject to the terms of the Articles of Incorporation, the method of election and removal of directors of the Corporation may be fixed by the Bylaws. The number of directors constituting the initial Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as such initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
C. Scott Campbell	3600 South Highlands Avenue Sebring, Florida 33870
John Caruso, D.O.	3218 US 27 South Sebring, Florida 33870
L. Francisco Espaillat, M.D.	3780 US 27 South Sebring, Florida 33870

ARTICLE NINE - Incorporator

The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
C. Scott Campbell	3600 South Highlands Avenue Sebring, Florida 33870

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ARTICLE TEN - Bylaws

The initial Bylaws of the Corporation shall be adopted by its Board of Directors. Upon proper notice, as provided in the Bylaws of this Corporation, the Bylaws may be amended, altered or rescinded by a majority vote of those members of the Corporation present at any regular meeting or any special meeting called for that purpose.

ARTICLE ELEVEN - Amendment

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a 67% vote of those present.
2. Amendment may also be made at a regular meeting of the membership, upon notice given, as provided by the Bylaws of intention to submit such amendment.

ARTICLE TWELVE - Membership Rights

The Corporation specifically recognizes and affirms the right of each member to participate in similar organizations, to independently negotiate and enter into contracts with third party payors, joint ventures or other services providers.

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IN WITNESS WHEREOF, I have hereunto set my hand this 24th day of February, 1995.

INCORPORATOR:

C. Scott Campbell

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

I, Glenda K. Pugh, a Notary Public, do hereby certify that C. Scott Campbell personally appeared before me and is personally known to me or provided identification, and acknowledged the due execution of the foregoing instrument.

WITNESS my hand and official seal this 28th day of February 1995.

Glenda K. Pugh  
Notary Public

My commission expires

Glenda K. Pugh

Typed or Printed Name

NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXP. JULY 30, 1995  
BONDED THRU GENERAL INS. UND.

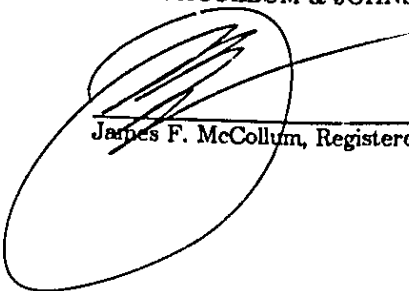


**ACCEPTANCE BY REGISTERED AGENT**

I hereby am familiar with and accept the duties and responsibilities as Registered Agent and hereby accept the appointment as Registered Agent of HEALTH ALLIANCE, INC. which is contained in the foregoing Articles of Incorporation.

DATED this 21<sup>st</sup> day of March, 1995.

McCOLLUM & JOHNSON, P.A.

  
James F. McCollum, Registered Agent

FILED  
MAR 27 PM 4:33  
TALLAHASSEE, FLORIDA