

NG5000001854

RECEIVED
MAR 14 AM 10:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

DIAGNOSTICS INSTITUTE
OF SOUTH FLORIDA, INC
1451 CYPRESS CREEK RD
SUITE 340
FT. LAUDERDALE, FL 33309

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

300001457103
-04/14/95--01087--016
*****70.00 *****70.00

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

4/19/95
(75)

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

ARTICLES OF INCORPORATION
OF
THE HEALTHCARE NETWORK OF SOUTH FLORIDA, INC.

THE UNDERSIGNED, as incorporator and on behalf of a not-for-profit, non-stock corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1. The name of the corporation is THE HEALTHCARE NETWORK OF SOUTH FLORIDA, INC., (the "Corporation").

ARTICLE II
DURATION

Section 2.1. The Corporation shall have perpetual existence unless dissolved pursuant to law.

ARTICLE III
NON-STOCK CORPORATION

Section 3.1. The Corporation shall be organized on a non-stock basis under the Florida Not for Profit Corporation Act and may issue of Certificates of Membership.

ARTICLE IV
PURPOSE

Section 4.1. The purposes for which the Corporation is organized are to facilitate the formation of a network of companies marketing goods and services to companies and individuals involved in the health care field and for transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act and to distribute the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary or educational purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto, as they now exist or as they may hereafter be amended.

Section 4.2. The Corporation shall have the power, either directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, suitable, desirable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which a Corporation is organized, and to aid or assist other organizations whose activities are such as to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, the Corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(6) of the Internal Revenue Code of 1986 and the regulations thereunder as the same now exist or as they may be hereinafter amended from time to time.

Section 4.3. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes); and no Director or Officer of the Corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

Section 4.4 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 or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 4.5. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.6. The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.7. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.8. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.9. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Section 4.10. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(6) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

Section 4.11. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation, exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the court having proper jurisdiction in the county where 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.

ARTICLE V **MEMBERS**

Section 5.1. This Corporation shall have a membership as determined in the Bylaws of the Corporation.

ARTICLE VI **DIRECTORS**

Section 6.1. The affairs of the Corporation shall be governed by a Board of Directors (hereinafter referred to as the "Board"), subject to the restriction that, except as specifically set forth to the contrary in the Bylaws, the exercise of any powers or actions of the Board shall require the approval thereof by a majority vote of the Board present at a meeting at which a quorum of no less than two (2) Directors are present. The affirmative vote of at two (2) Directors shall be necessary for all corporate action requiring a vote of the Board, including, but not limited to the following:

6.1.1. Approval of charitable gifts, transfers, distributions and grants by the Corporation to other entities.

6.1.2. Adoption of an amendment to the Articles of Incorporation or the Bylaws.

6.1.3. Organization of a subsidiary or affiliate by the Corporation.

6.1.4. Approval of any merger, consolidation or sale or other transfer of all or a substantial part of the assets of the Corporation.

Section 6.2. The initial Board of Directors shall consist of the following four (4) members elected in accordance with this Section 6.2 and the Bylaws:

George LaBelle

c/o Providers Medical
Management & Financial
Services
4800 N. Federal Hwy.
Suite 208A
Boca Raton, Florida 33431

Kent Bernaducci

c/o Providers Medical
Management & Financial
Services
4800 N. Federal Hwy.
Suite 208A
Boca Raton, Florida 33431

Jean Acevedo-Rennie

c/o Providers Medical
Management & Financial
Services
4800 N. Federal Hwy.
Suite 208A
Boca Raton, Florida 33431

Richard Rudich

c/o Providers Medical
Management & Financial
Services
4800 N. Federal Hwy.
Suite 208A
Boca Raton, Florida 33431

Section 6.3. The term of office of the initial directors shall expire upon election of a new Board of Directors following the inaugural meeting on February 16, 1995. The term of office of an elected Director (other than the initial directors) shall be determined by a vote of the general membership as stated in the Bylaws of the Corporation.

ARTICLE VII **ADDRESS**

Section 7.1. The street address of the principal office of this corporation in the State of Florida is

c/o Providers Funding Services, Inc.
4800 N. Federal Hwy.
Suite 208A
Boca Raton, FL 33431

The Board may, from time to time, move its principal office in the State of Florida to another place in this state.

ARTICLE VIII **REGISTERED AGENT AND REGISTERED OFFICE**

Section 8.1. The registered agent and registered office of the Corporation shall be:

<u>Name</u>	<u>Address</u>
George LaBelle	c/o Providers Medical Management & Financial Services 4800 N. Federal Hwy. Suite 208A Boca Raton, FL 33431

**ARTICLE IX
AMENDMENT**

Section 9.1. These Articles of Incorporation may be amended in the manner and with the vote provided by law.

**ARTICLE X
BYLAWS**

Section 10.1. The Board of Directors of this Corporation shall adopt Bylaws for the government of this Corporation which shall be subordinate only to the Articles of Incorporation and the laws of the United States and the State of Florida. The Bylaws may be amended from time to time by the Board of Directors.

**ARTICLE XI
INCORPORATORS**

Section 11.1. The name and address of the incorporators of this Corporation are as follows:

<u>Name</u>	<u>Address</u>
George LaBelle LaBelle	c/o Providers Medical Management & Financial Services 4800 N. Federal Hwy. Suite 208A Boca Raton, Florida 33431
Kent Bernaducci Bernarducci	c/o Providers Medical Management & Financial Services 4800 N. Federal Hwy. Suite 208A Boca Raton, Florida 33431
Jean Acevedo-Rennie	c/o Providers Medical Management & Financial Services 4800 N. Federal Hwy. Suite 208A Boca Raton, Florida 33431

Richard Rudich

c/o Providers Medical
Management & Financial
Services
4800 N. Federal Hwy.
Suite 208A
Boca Raton, Florida 33431

ARTICLE XII
INDEMNIFICATION

This Corporation shall indemnify any officer or Director, or any former officer or Director to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 27th day of MARCH, 1995.

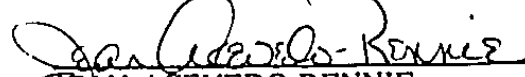
INCORPORATORS:



GEORGE LABELLE



KENT BERNADUCCI BERNARDUCCI



JEAN ACEVEDO-RENNIE



RICHARD RUDICH

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

THE HEATHCARE NETWORK OF SOUTH FLORIDA, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Boca Raton, County of Palm Beach, State of Florida, has named George LaBelle, located at Providers Medical Management & Financial Services, 4800 N. Federal Hwy., Suite 208A, Boca Raton, Florida 33431, County of Palm Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to keeping open said office.

REGISTERED AGENT:

Date: 3/27/95



GEORGE LABELLE