N95000003117

JOSE M. MENENDEZ, ESQUIRE
5835 Blue Lagoon Drive
Fourth Floor
Miami, Florida 33126

FILED
95 JUN 27 AM 10: 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 26, 1995

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, Florida 32399

Re: Florida Association of Managed Care Organizations, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Florida Association of Managed Care Organizations, Inc, together with the check number 019558 in the amount of $122.50 representing the filing fee for the Articles of Incorporation, the Registered Agent Designation fee, and the Certified Copy fee. Additionally enclosed for your convenience is a Federal Express envelope for return of the Certified Copy.

Please feel free to contact me with any questions you may have.

Sincerely,

Jose M. Menendez

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JMM/nd
Enclosures

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W95-13224
KH 6-28-95

Nela Delavega GAVE
AUTHORIZATION BY PHONE TO
CORRECT Article V + Corp. address
DATE 6-29-95
DOC. EXAM KH

KH 6-29-95

ARTICLES OF INCORPORATION

FILED

95 JUN 27 AM 10: 29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OF

FLORIDA ASSOCIATION OF MANAGED CARE ORGANIZATIONS, INC.
(A NOT-FOR-PROFIT FLORIDA CORPORATION)

THE UNDERSIGNED incorporates a not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statues, and hereby certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be:

Florida Association of Managed Care Organizations, Inc.

Located at: 5835 Blue Lagoon Drive, Miami, Fl. 33126

ARTICLE II

TYPE OF CORPORATION

The Corporation shall be not-for-profit and shall not have any capital stock or stockholders.

ARTICLE III

PURPOSE OF CORPORATION

The purposes of the Corporation shall be:

3.1 To keep the Corporation's members ("Member Organizations") informed on current developments in managed health care policy within the State of Florida.

3.2 To coordinate the activities of the Member Organizations across the state of Florida to help shape and implement industry policy.

3.3 To foster communication among the Member Organizations and provide a forum for discussion of issues relevant to the managed care industry.

3.4 To provide education to the Member Organizations and establish educational programs and seminars.

3.5 To assist the Member Organizations in the delivery of the highest quality health care to Florida Medicaid recipients while achieving the goals of managed care.

3.6 To work with the Agency for Health Care Administration and Health Care Financing Administration by openly providing them information, assistance and communication representative of the industry as a whole, in order that they may better formulate policies and procedures as they relate to the delivery of health services to Medicaid recipients.

3.7 To assist the Member Organizations in developing and implementing ethical marketing practices for the enrollment of Florida Medicaid recipients and to work with the Agency for Health Care Administration and Health Care Finance Administration and related regulatory bodies in the development of methodologies for monitoring compliance of marketing policies, procedures and regulations.

3.8 To solicit and raise funds through private sources, and to receive by way of gift, purchase, grant, devise, will or otherwise, real, personal or mixed property, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of this Corporation;

exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501 (c) (3), Section 170 (c) (2), and Section 509 (a) (1) or (2) of the Internal Revenue Code or corresponding Sections of any prior or future Internal Revenue Code, as the directors in their sole discretion shall select, or donate to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this Corporation in the State of Florida and the Corporation's initial registered agent at that office shall be:

JOSE M. MENENDEZ
5835 Blue Lagoon Drive
Miami, Florida 33126

ARTICLE VI

INCORPORATOR

The name and address of the Incorporator of the Corporation is as follows:

Peter E. Kilissanly
5835 Blue Lagoon Drive
Miami, Florida 33126

3.9 To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

3.10 To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of the State of Florida.

ARTICLE IV

LIMITATIONS ON ACTIVITIES

4.1 No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, 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 effecting one or more of its purposes), and no member, director or officer of the Corporation, or any other private individual, shall be entitled to receive any assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not for profit corporation described in Section 501(c) (3) of the Internal Revenue Code.

4.2 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.

4.3 Upon the dissolution of the Corporation, the directors of the Corporation shall, after paying or making provisions for the payment of liabilities of the Corporation, distribute all residual assets of the Corporation to such organization or organizations organized and operated

ARTICLE VII

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII

MEMBERSHIP

To quality for membership, an entity must be contracted with, and in good standing, with the Agency for Health Care Administration for delivering pre-paid health services to Florida Medicaid recipients. In addition, the entity must demonstrate that it has applied for and moving towards HMO licensure with the Florida Department of Insurance. Public entities which are exempted from HMO licensure, must apply for and be moving toward accreditation with either NCQA, JCAHO or AAAHC.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than five (5) directors, which number may be increased from time to time as provided in the Corporation's Bylaws. The method of election and appointment of the directors of the Corporation shall be as set forth in the Corporation's Bylaws.

9.1 The names and addresses of the persons who are to serve as the initial Directors of the Corporation are:

Peter K. Kilissanly
5835 Blue Lagoon Drive
Miami, Florida 33126

Christopher T. Fey
8705 Perimeter Park Boulevard
Jacksonville, Florida 32216

Ruben King-Shaw, Jr.
7600 Corporate Center Drive
Miami, Florida 33126

Thomas C. Wyss
3400 Lakeside Drive, Building 2B
Miramar, Florida 33027

Barry Brennan
770 West 29th Street
Hialeah, Florida 33012

ARTICLE X

OFFICERS

10.1 The officers of the Corporation shall include a President, a Vice-President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, an Assistant Secretary and an Assistant Treasurer.

10.2 The officers shall be elected, removed and shall hold office as provided in the Bylaws. Vacancies occurring in the offices by death, resignation, expulsion or otherwise, shall be filled in the manner prescribed by the By-Laws.

10.3 The officers shall have such powers and responsibilities as provided in the Bylaws.

10.4 The officers who shall serve until the first election of officers are as follows:

Peter K. Kilissanly, President
5835 Blue Lagoon Drive
Miami, Florida 33126

Christopher T. Fey, Vice President
8705 Perimeter Park Boulevard
Jacksonville, Florida 32216

Ruben King-Shaw, Jr., Secretary
7600 Corporate Center Drive
Miami, Florida 33126

Thomas C. Wyss, Treasurer
3400 Lakeside Drive, Building 2B
Miramar, Florida 33027

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify against liability to the fullest extent authorized or permitted by Florida Statutes any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation.

ARTICLE XII

BYLAWS

The By-Laws of the Corporation shall be prescribed and adopted by the initial Board of Directors of the Corporation (as constituted under Article IX at the organizational meeting of the Board). The Board of Directors shall have the sole and exclusive power at any time, and from time to time, to make, alter, amend and repeal By-laws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

ARTICLE XIII

AMENDMENTS

The Board of Directors may amend the Articles of Incorporation for the conduct of its business and in the carrying out of its purposes as may be deemed necessary from time to time.

Upon proper notice, the Articles of Incorporation may be amended by a majority vote of the members on the Board of Directors present at the regular meeting or special meeting called for that purpose, providing that the notification of the meeting also includes the notice of the proposed amendment to the Articles of Incorporation and provided that a quorum is present.

ARTICLE XIV

COMMENCEMENT

This corporation shall commence its corporate existence upon the filing of these Articles of Incorporation.

THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

DATED:

By: Peter E. Killisanly

STATE OF FLORIDA)
COUNTY OF DADE)

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 26th day of June, 1995, by Peter E. Killisanly, who is personally known to me (YES) (NO) or who produced ______________ as identification and who (did) (did not) take an oath.

NOTARY PUBLIC STATE OF FLORIDA
OFFICIAL NOTARY SEAL
IDELSI C SANCHEZ
COMMISSION NUMBER
CC418467
MY COMMISSION EXP
NOV. 20,1998

Notary Public State of Florida at Large

Idelsi C. Sanchez

Printed Name of Notary Public

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

In compliance with section 48.091, Florida Statutes, the following is submitted:

Florida Association of Managed Care Organizations, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at city of Miami, state of Florida, has named Jose M. Menendez, located at 5835 Blue Lagoon Drive, Miami, Florida 33126 city of Miami, state of Florida, as its agent to accept services of process within Florida.

Signature [illegible]
(Corporate officer)

Title [illegible]

Date [illegible]

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature [illegible]
(Resident agent)

Date [illegible]

FILED
95 JUN 27 AM 10: 29

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

APPLICATION FOR REINSTATEMENT

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

FILED
96 DEC 17 AM 10:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOCUMENT # **N95000003117**

1 Corporation Name

FLORIDA ASSOCIATION OF MANAGED CARE ORGANIZATIONS, INC.

Principal Place of Business	Mailing Address
5835 BLUE LAGOON DRIVE MIAMI FL 33126	5835 BLUE LAGOON DRIVE MIAMI FL 33126

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2 New Principal Office Address, If Applicable	3 New Mailing Office Address, If Applicable
Suite, Apt #, etc	Suite, Apt #, etc.
City & State	City & State
Zip / Country	Zip / Country

4 Date Incorporated or Qualified To Do Business in Florida: 06/27/1995

5 FEI Number: 65-0598901 ☐ Applied For ☐ Not Applicable

6 CERTIFICATE OF STATUS DESIRED ☐ $8.75 Additional Fee required for a Certificate of Status

7 Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

Title(s) 1	Name of Officers and/or Directors 2	Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers) 3	City / State / Zip 4
PD	KILISSANLY, PETER K	5835 BLUE LAGOON DRIVE	MIAMI FL 33126
VD	FEY, CHRISTOPHER T	8705 PERIMETER PARK BOULEVARD	JACKSONVILLE FL 33126
SD	KING-SHAW, RUBEN JR.	7600 CORPORATE CENTER DRIVE	MIAMI FL 33126
~~TD~~ D	~~WYSS, THOMAS C~~ Mike Fernandez	~~3400 LAKESIDE DRIVE, BUILDING 2~~ 2333 Ponce de Leon Blvd	~~MIRAMAR FL 33027~~ Coral Gables, Fl. 3334
~~D~~ D	~~BRENNAN, BARRY~~ Dennis P. H. Mihale, M.D.	~~770 WEST 29TH STREET~~ 1511 N. West Shore Blvd 7th Floor	~~HIALEAH FL 33012~~ Tampa, Florida 33607

8. Name and Address of Current Registered Agent	9. Name and Address of New Registered Agent
MENENDEZ, JOSE M 5835 BLUE LAGOON DRIVE MIAMI FL 33126	Name Street Address REINSTATEMENT 96 Suite, Apt #, Etc. 12/18/96 City / State FL / Zip Code

CR2E040 (7/93)

10 I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of Registered Agent — REGISTERED AGENT MUST SIGN — Date 12/12/96

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****245.00 ****245.00

11. Does this corporation pay any intangible tax to the Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐ (See other side for information on intangible tax)

12 I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., that all fees owed by the corporation have been paid and the names of individuals listed on this form do not qualify for an exemption under section 119.07(3)(i), F.S. The information indicated on this application is true and accurate and my signature shall have the same legal effect as if made under oath

SIGNATURE: Peter E Kilissanly — SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR — 12/12/96 Date — 305-265-2920 Daytime Phone #

0031250 AF

N95000003117

F.A.M.C.O.

Florida Association of Managed Care Organizations, Inc.

101 East College Avenue • Suite 302 • Tallahassee, Florida 32301
(904) 224-5512 • Fax: (904) 561-6311 • famco@supernet.net

February 14, 1997

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

To Whom It May Concern:

Attached is the Statement of Change of registered agent and office. Enclosed you will also find a check in the amount of $35.00 for the appropriate transfer.

Thank you for your attention to this matter.

Sincerely,

Robert M. Bernal
Executive Director

RMB/bb

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*****35.00 *****35.00

97 FEB 17 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

2/25

R.A. Change

Florida Department of State, Sandra B. Mortham, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida *submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.*

1. The name of the corporation is: Florida Association of Managed Care Organizations, Inc.

2. The mailing address of the corporation is: 101 East College Avenue, Suite 302
Tallahassee, Fl 32301

3. Date of incorporation/qualification: June 27, 1995 Document number: N95000003117

4. The name and address of the current registered agent and office:

Jose Menendez,
5835 Blue Laggon Drive, 4th Floor
Miami, Fl 33126

97 FEB 17 AM 9:45
SECRETARY OF STATE
TALLAHASSEE FLORIDA

5. The name and address of the new registered agent and office: (P.O. Box Not Acceptable)

Robert M.Bernal
101 East College Avenue, Suite 302
Tallahassee, Fl 32301

The street address of its registered office and the street address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer so authorized by the board.

2-13-97

(Signature of an officer, chairman or vice chairman of the board) (Date)

Peter Kilissanly President of the Board
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

2-3-97

(Signature of Registered Agent) (Date)

If signing on behalf of an entity:

(Typed or Printed Name) (Capacity)

CR2E045(1/95)

FILING FEE: $35.00