

N95000003117

KATZ, KUTTER, HAGLER, ALDERMAN, BRYANT & YON
PROFESSIONAL ASSOCIATION

ATTORNEYS AND COUNSELORS AT LAW

www.katzlaw.com

Orlando Office

Suite 900
111 North Orange Avenue
ORLANDO, FL 32801
(407) 841-7100
fax (407) 648-0660

Tallahassee Office

12th Floor
106 East College Avenue
TALLAHASSEE, FL 32301
(850) 224-9634
fax (850) 222-0103

Miami Office

Suite 409
2999 NE 191st Street
AVENTURA, FL 33180
(305) 932-0996
fax (305) 932-0972

Washington, DC Office

Suite 750
801 Pennsylvania Avenue, NW
WASHINGTON, D.C. 20004
(202) 393-1132
fax (202) 624-0659

Reply to: Tallahassee Office

E-mail: juniusb@katzlaw.com

000003447850--3
-11/01/00--01108--009
*****78.75 *****78.75

November 1, 2000

Via Hand Delivery

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, Florida 32399

*Merger &
Name
Change*

000003447850--3
-11/01/00--01108--010
*****12.00 *****12.00

000003447850--3
-11/01/00--01108--011
*****13.00 *****13.00

Re: Merger of Florida Association of Managed Care Organizations, Inc. ("FAMCO") and
Florida Association of Health Maintenance Organizations, Inc. ("FAHMO")

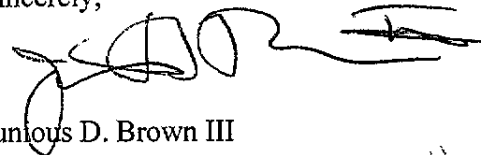
Dear Division of Corporations:

Enclosed please find Articles of Merger ("Articles") for the merging of FAMCO and FAHMO. Also enclosed as attachments to the Articles are a Plan of Merger and Amended and Restated Articles of Incorporation of the Florida Association of Health Plans, Inc., the surviving corporation. We have also enclosed a check in the amount of \$103.75 to satisfy the filing fee for the merging of two domestic corporations and a certified copy of Articles. Our messenger will pick up the certified copy of the Articles tomorrow afternoon.

As the Articles and Plan of Merger indicate, the filing of these documents with your Department will merge the two corporations, with the Florida Association of Health Plans, Inc. being the surviving corporation.

Please feel free to call me at 224-9634 if you have any questions.

Sincerely,


Junious D. Brown III

Enclosures

cc: Edward F. Simpson, Jr.
Harry V. Spring

ROR

FILED
00 NOV - 1 PM 4:14
TALLAHASSEE, FLORIDA
RECEIVED
NOV 1 11 00
2000

ARTICLES OF MERGER
Merger Sheet

MERGING:

FLORIDA ASSOCIATION OF HEALTH MAINTENANCE ORGANIZATIONS,
INC., a Florida corporation 748461

,

INTO

FLORIDA ASSOCIATION OF MANAGED CARE ORGANIZATIONS, INC. which
changed its name to

FLORIDA ASSOCIATION OF HEALTH PLANS, INC., a Florida entity,
N95000003117

File date: November 1, 2000

Corporate Specialist: Annette Ramsey

00 NOV - 1 PM 4: 16
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

Pursuant to the provisions of Section 617.1105, Florida Statutes, the Florida Association of Managed Care Organizations, Inc. ("FAMCO") and the Florida Association of Health Maintenance Organizations, Inc. ("FAHMO"), both Florida nonprofit corporations, hereby adopt the following Articles of Merger for the purpose of merging the two nonprofit corporations into one nonprofit corporation:

ARTICLE I MERGING CORPORATIONS

The parties to this merger are as follows:

- 1.1. FAMCO is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes. FAMCO filed its original Articles of Organization with the Florida Department of State on or about June 27, 1995. FAMCO's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about February 3, 1997.
- 1.2. FAHMO is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes. FAHMO filed Articles of Incorporation with the Florida Department of State on or about August 9, 1979.

ARTICLE II SURVIVING CORPORATION

FAHMO shall be merged into FAMCO, which shall be the surviving corporation (hereinafter referred to as "Surviving Corporation"). The Surviving Corporation shall continue its corporate existence under the name "Florida Association of Health Plans, Inc.", and shall continue to operate as a Florida not for profit corporation governed by the provisions of Chapter 617 of the Florida Statutes.

ARTICLE III PLAN OF MERGER

The members of FAMCO and FAHMO are entitled to vote on the Plan of Merger. Accordingly, the Plan of Merger attached to these Articles of Merger as Exhibit "A", was adopted and approved by each of the merging corporations, in accordance with Section 617.1103, Florida Statutes, as follows:

- 3.1. The membership of FAMCO, consisting of seven (7) members, held a meeting on October 18, 2000, at which a quorum was present. At that meeting, the members adopted the Plan of Merger by the following vote: seven (7) of the members present at such meeting and entitled to vote for the plan voted FOR the plan and zero (0)

members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

- 3.2. The membership of FAHMO, consisting of eight (8) members, held a meeting on October 18, 2000, at which a quorum was present. At that meeting, the members adopted the Plan of Merger by the following vote: eight (8) of the members present at such meeting and entitled to vote for the plan voted FOR the plan and zero (0) members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

ARTICLE IV EFFECTIVE DATE

The merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State.

ARTICLE V EFFECT OF MERGER

The provisions of Chapter 617, together with the Plan of Merger attached hereto as Exhibit "A", set forth the effect of this merger and the ownership of property of the merging corporations.

IN WITNESS WHEREOF Florida Association of Managed Care Organizations, Inc. and Florida Association of Health Maintenance Organizations, Inc. have each caused these Articles of Merger to be executed by their President (or CEO) and Secretary, and verified by one of said officers, on this 26 day of October, 2000.

Florida Association of Managed Care
Organizations, Inc.

By: Harry V. Spring
Harry V. Spring
President

By: Nancy Gareau
Nancy Gareau
Secretary

Florida Association of Health Maintenance
Organizations, Inc.

By: Edward F. Simpson, Jr.
Edward F. Simpson, Jr.
CEO

By: Richard Senne
Richard Senne
Secretary

members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

- 3.2. The membership of FAHMO, consisting of eight (8) members, held a meeting on October 18, 2000, at which a quorum was present. At that meeting, the members adopted the Plan of Merger by the following vote: eight (8) of the members present at such meeting and entitled to vote for the plan voted FOR the plan and zero (0) members present at such meeting and entitled to vote for the plan voted AGAINST the plan.

ARTICLE IV EFFECTIVE DATE

The merger shall be effective upon the filing of these Articles of Merger with the Florida Department of State.

ARTICLE V EFFECT OF MERGER

The provisions of Chapter 617, together with the Plan of Merger attached hereto as Exhibit "A", set forth the effect of this merger and the ownership of property of the merging corporations.

IN WITNESS WHEREOF Florida Association of Managed Care Organizations, Inc. and Florida Association of Health Maintenance Organizations, Inc. have each caused these Articles of Merger to be executed by their President (or CEO) and Secretary, and verified by one of said officers, on this 30 day of October, 2000.

Florida Association of Managed Care
Organizations, Inc.

By: _____
Harry V. Spring
President

By: _____
Nancy Gareau
Secretary

Florida Association of Health Maintenance
Organizations, Inc.

By: Edward F. Simpson, Jr.
Edward F. Simpson, Jr.
CEO

By: Richard Senne
Richard Senne
Secretary

10-31-00

Ann M. Lynch
I, Jerry Senne
is personally
known to me.



Ann M. Lynch
My Commission CC847221
Expires June 18, 2003

STATE OF Florida)
COUNTY OF Leon)

BEFORE ME personally appeared Harry V. Spring, as President of the Florida Association of Managed Care Organizations, Inc. and ~~Edward F. Simpson, Jr., as CEO of the Florida Association of Health Maintenance Organizations, Inc.~~ to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of October, 2000, in the aforesaid County and State.

Jessica Jae Ferreri
NOTARY PUBLIC

My Commission Expires:



Jessica Jae Ferreri
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

STATE OF FLORIDA)
COUNTY OF VOLUSIA)

BEFORE ME personally appeared ~~Harry V. Spring, as President of the Florida Association of Managed Care Organizations, Inc. and Edward F. Simpson, Jr., as CEO of the Florida Association of Health Maintenance Organizations, Inc.,~~ to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that ~~they~~ executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 27 day of October, 2000, in the aforesaid County and State.

Caryn L. Regan
NOTARY PUBLIC

My Commission Expires:



EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made and entered into on this 20 day of October, 2000, by and between Florida Association of Managed Care Organizations, Inc. ("FAMCO"), a Florida nonprofit corporation, having its principal office at 101 East College Avenue, Suite 302, Tallahassee, Florida 32301, and Florida Association of Health Maintenance Organizations, Inc. ("FAHMO"), a Florida nonprofit corporation, having its principal office at 2920 Capital Medical Boulevard, Tallahassee, Florida 32308.

WHEREAS, the respective Boards of Directors of the corporations deem it advisable and in the best interests of the corporations that FAHMO be merged with and into FAMCO, as authorized by the statutes of the State of Florida, under and pursuant to the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, and for the purpose of setting forth the terms and agreements herein contained, and for the purpose of setting forth the terms and conditions of said merger, the mode of carrying the same into effect, and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the approval of adoption of this Plan by the requisite vote of the Directors of each Merging Corporation, and subject to the conditions hereinafter set forth, as follows:

ARTICLE I MERGING CORPORATIONS

- 1.1. FAMCO is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes, having filed its original Articles of Organization with the Florida Department of State on or about June 27, 1995. FAMCO's amended Articles of Incorporation were subsequently filed with the Florida Department of State on or about February 3, 1997. The complete name and business address of FAMCO are as follows:

Florida Association of Managed Care Organizations, Inc.
101 East College Avenue, Suite 302
Tallahassee, Florida 32301

- 1.2. FAHMO is a nonprofit corporation organized under the laws of Florida pursuant to Chapter 617, Florida Statutes, having filed Articles of Incorporation with the Florida Department of State on or about August 9, 1979. The complete name and business address of FAHMO are as follows:

Florida Association of Health Maintenance Organizations, Inc.
2920 Capital Medical Boulevard
Tallahassee, Florida 32308

EXHIBIT "A"

ARTICLE II MERGER AND NAME OF SURVIVING CORPORATION

Upon the Effective Date, as defined in Article X, FAHMO shall be merged with and into FAMCO, and the separate corporate existence of FAHMO shall cease (hereinafter referred to as the "Merger"). FAMCO shall continue its corporate existence under the name "Florida Associations of Health Plans, Inc." (hereinafter referred to as the "Surviving Corporation"), and shall be governed by the laws of the State of Florida.

ARTICLE III TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are (in addition to those set forth elsewhere in this Plan) as follows:

3.1. At the Effective Date:

- 3.1.1. The Surviving Corporation shall thereupon and thereafter possess and enjoy all the rights, privileges, powers and franchises of a public and private nature, and be subject to all the restrictions, disabilities and duties of FAHMO; and all rights, privileges, powers and franchises of FAHMO, and all property, real, personal and mixed, and all debts due to FAHMO shall be vested in the Surviving Corporation; and all property, rights, privileges, powers and franchises, and all and every interest shall be thereafter as effectually the property of the Surviving Corporation as they were of FAHMO. Any action or proceeding whether civil, criminal or administrative, pending by or against FAHMO shall be prosecuted as if the merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding. Neither the rights of creditors of nor any liens upon the property of FAHMO shall be impaired by the Merger.
- 3.1.2. All corporate acts, plans, policies, contracts, approvals and authorizations of FAHMO and its board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to FAHMO.
- 3.1.3. The assets, liabilities, reserves and accounts of any nature of FAHMO shall, without further action, be vested in and assumed by the Surviving Corporation. Such assets, liabilities, reserves and accounts shall be recorded on the books of the Surviving Corporation at the amounts at which they shall then be carried on the books of FAHMO, subject to such adjustments or

EXHIBIT "A"

eliminations of intercompany items as may be appropriate in giving effect to the Merger.

ARTICLE IV ARTICLES OF INCORPORATION AND BYLAWS

- 4.1. The amended and restated articles of incorporation of FAMCO, attached as Exhibit "B," shall be the articles of incorporation of the Surviving Corporation.
- 4.2. The Bylaws of the Surviving Corporation, as adopted and approved by FAMCO's and FAHMO's Boards of Directors, and attached as Exhibit "C," shall, upon the merger becoming effective, be and constitute the bylaws of the Surviving Corporation, until amended in the manner provided in such bylaws.

ARTICLE V BUDGET

The budget of the Surviving Corporation, as adopted and approved by FAMCO's and FAHMO's Boards of Directors, attached as Exhibit "D," shall, upon the merger becoming effective, be and constitute the budget of the Surviving Corporation, until amended in the manner provided in the bylaws of that entity.

ARTICLE VI MEMBERS

The members of FAMCO and FAHMO immediately prior to the Merger shall all be members of the Surviving Corporation immediately following the Merger, and shall possess all rights and obligations granted to members of the Surviving Corporation by its charter and bylaws; provided that each member shall remit all applicable dues. The Due Structure for the Year 2001 is attached as Exhibit "E."

ARTICLE VII DIRECTORS AND OFFICERS

The terms of the Directors and Officers of each Merging Corporation in effect immediately prior to the Effective Date shall cease upon the Merger. The initial Board of Directors of the Surviving Corporation shall be composed of such designee's as are appointed by each voting member of the Surviving Corporation, in accordance with that entity's bylaws. Each Director shall serve from the time of his or her appointment until a successor is fully designated by a member or until his or her death or resignation.

The initial Officers of the Board shall be appointed by and from each Corporation's Board of Directors. The initial Officers of the Board shall include a Chair, First Vice-Chair, and Second Vice Chair, a Secretary, Treasurer, Vice Chair of Medicaid, a Vice Chair of Legislative and Regulatory Affairs, a Vice Chair of Communications, a Vice Chair of Education and Quality

EXHIBIT "A"

Assurance, and a Vice Chair of Consumer Affairs. The individuals who shall serve as the initial Officers of the Board are stated in Exhibit "F." Each of the above Officers shall hold office until January 1, 2002, except as otherwise specified in this Plan of Merger, or until he or she fails to meet the requirements to hold office, or until his or her successor has been duly elected and qualified, or until his or her death or resignation. Any Officer may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular meeting of the Board of Directors, unless contrary to any other provision of the Surviving Corporation's bylaws.

ARTICLE VIII EXECUTIVE COMMITTEE

The Board of Directors of the Surviving Corporation shall establish an Executive Committee, which shall consist of the following Officers and committee members of the Corporation: Chair; First Vice Chair, Second Vice Chair, Vice Chair of Legislative and Regulatory Affairs, Vice Chair of Medicaid, Vice Chair of Communications, Vice Chair of Consumer Affairs, Vice Chair of Education and Quality Assurance, Secretary, and Treasurer, or any combination of these officers as decided upon by board resolution. The individuals who shall serve as the initial members of the Executive Committee are stated in Exhibit "F." Each member of the initial Executive Committee shall serve on such Committee until January 1, 2002, except as otherwise specified in this Plan of Merger, or until he or she fails to meet the requirements to hold office, or until his or her successor has been duly elected and qualified, or until his or her death or resignation. Following the expiration of the term of the members of the initial Executive Committee, the Executive Committee shall consist of not less than seven (7) or more than ten (10) persons, as decided by resolution of the Board of Directors. The number of members may be fixed, increased, or decreased by the affirmative vote of a majority of the Board of Directors present at any regular Board meeting or at any special meeting called for that purpose.

The initial Chair of the Executive Committee shall serve until January 1, 2001, at which time he shall resign. Upon the effective date of the initial Chair's resignation, C. Brooks Stone shall become the Chair and shall continue to serve as Chair until January 1, 2002.

ARTICLE IX MEETING OF THE BOARD OF DIRECTORS

The first meeting of the Board of Directors of the Surviving Corporation to be held after the date when the Merger shall become effective may be held, without notice, immediately after the meeting at which this Plan of Merger is approved, or may be called or may convene in the manner provided in the Bylaws of the Surviving Corporation and may be held at the time and place specified in the notice of the meeting.

ARTICLE X EFFECTIVE DATE

The Merger shall become effective on November 1, 2000, at 12:01 a.m. (EST).

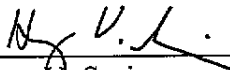
EXHIBIT "A"

**ARTICLE XI
ABANDONMENT**

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of FAMCO or the Board of Directors of FAHMO at any time prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on this 20 day of October, 2000.

Florida Association of Managed Care
Organizations, Inc.

By: 
Harry O. Spring
President

Florida Association of Health Maintenance
Organizations, Inc.

By: _____
Edward F. Simpson, Jr.
CEO

By: 
Nancy Gareau
Secretary

By: _____
Jerry Senne
Secretary

EXHIBIT "A"

ARTICLE XI
ABANDONMENT

Notwithstanding anything to the contrary herein contained, this Plan of Merger may be terminated and abandoned by the Board of Directors of FAMCO or the Board of Directors of FAHMO at any time prior to the filing of the Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned officers on this 20 day of October, 2000.

Florida Association of Managed Care
Organizations, Inc.

By: _____
Harry V. Spring
President

Florida Association of Health Maintenance
Organizations, Inc.

By: Edward F. Simpson, Jr.
Edward F. Simpson, Jr.
CEO

By: _____
Nancy Gareau
Secretary

By: Jerry Senne
Jerry Senne
Secretary

EXHIBIT "A"

STATE OF Florida)
COUNTY OF Leon)

BEFORE ME personally appeared Harry V. Spring, as President of Florida Association of Managed Care Organizations, Inc., and ~~Edward F. Simpson, Jr. as CEO of Florida Association of Health Maintenance Organizations, Inc.~~, to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26 day of October, 2000, in the aforesaid County and State.

Jessica Jae Ferrari
NOTARY PUBLIC

My Commission Expires:



Jessica Jae Ferrari
MY COMMISSION # CC670705 EXPIRES
August 31, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

EXHIBIT "A"

STATE OF Florida)
COUNTY OF Volusia)

BEFORE ME personally appeared ~~Harry V. Springs, as President of Florida Association of~~
~~Managed Care Organizations, Inc., and~~ Edward F. Simpson, Jr., as CEO of Florida Association of
Health Maintenance Organizations, Inc., to me well known and known to me to be the persons
described in and who executed the foregoing instrument, and acknowledged to and before me that
~~they~~ executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 26th day of October, 2000, in the aforesaid County
and State.

Caryn L. Regan
NOTARY PUBLIC

My Commission Expires:

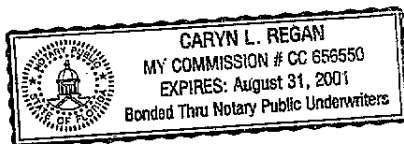


EXHIBIT "B"

**ARTICLES OF INCORPORATION
OF
FLORIDA ASSOCIATION OF HEALTH PLANS, 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 Statutes, and hereby certifies as follows:

ARTICLE I

NAME

The name of the Corporation shall be:

Florida Association of Health Plans, Inc.

Located at: 2920 Capital Medical Boulevard, Tallahassee, Florida 32308-4408

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.

EXHIBIT "B"

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 members of Florida health plans while achieving the goals of managed care.

3.6 To work with the Agency for Health Care Administration, Department of Insurance 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.

3.7 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;

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

3.9 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 AND 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, 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

EXHIBIT "B"

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 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 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:

ROBERT M. BERNAL
101 East College Avenue, Suite 302
Tallahassee, Florida 32301

ARTICLE VI
INCORPORATOR

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

Edward F. Simpson, Jr.
1340 Ridgewood Ave
Holly Hill, Florida 32117

ARTICLE VII
TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII
MEMBERSHIP

The Corporation shall be comprised of health maintenance organizations ("HMOs") certified under the laws of the state of Florida, know as "Members." If an organizations ceases to hold a valid Florida Certificate of Authority to operate as an HMO, membership in the Corporation shall terminate; such termination shall be deemed effective as of the date the organization ceased to hold the valid Certificate of Authority unless the Board of Directors approves a different effective date.

ARTICLE IX
BOARD OF DIRECTORS

The affairs of the Corporation are to be managed by a Board of Directors. Each voting member of the Corporation in good standing shall be entitled to designate a director to serve on the Board. The method of election and appointment of the directors of the Corporation shall be as set forth in the Corporation's Bylaws.

EXHIBIT "B"

ARTICLE X

OFFICERS

10.1 The officers of the Board shall include a Chair, First Vice Chair, Second Vice Chair, Vice Chair of Legislative and Regulatory Affairs, Vice Chair of Medicaid, Vice Chair of Communications, Vice Chair of Consumer Affairs, Vice Chair of Education and Quality Assurance, Secretary, and Treasurer, or any combination of these officers as decided upon by board resolution. The number of offices may be fixed, increased, or decreased as provided in the Bylaws.

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 Bylaws.

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

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify each Board member and officer of the Corporation, his or her heirs, executors and administrators, from and against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any suit, action, or proceeding to which he or she may be made a party by reason of his or her being or having been heretofore or hereafter a Board member or officer of the Corporation, except in relation to matters as to which any such Board Member or officer or former officer is adjudged in such suit, action, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification will not be deemed exclusive of any other right to which such person, his or her

EXHIBIT "B"

heirs, executors, or administrators may be entitled as a matter of law. Before any costs or expenses are incurred as provided for herein, the Board Members shall be consulted with respect thereto.

ARTICLE XII

BYLAWS

The Bylaws of the Corporation shall be prescribed and adopted by the initial Board of Directors of the Corporation. 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 Bylaws, 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, as provided in the Bylaws.

ARTICLE XIV

COMMENCEMENT

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

EXHIBIT "B"

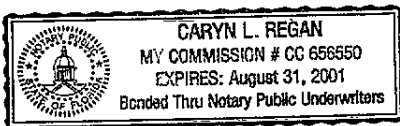
THE UNDERSIGNED Incorporator, for the purpose of forming a Corporation to do business within the State of Florida, does make and file these Articles of Incorporation, hereby declaring and certifying that the facts stated herein are true.

DATED: October 27, 2000

By: Edward F. Simpson, Jr.
Edward F. Simpson, Jr.

STATE OF FLORIDA
COUNTY OF ~~DADE~~ VOLUSIA

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me this 27th day of October, 2000, by Edward F. Simpson, Jr., who is personally known to me (YES) ~~(NO)~~ or who produced _____ as identification and who ~~(did)~~ (did not) take an oath.



Caryn L. Regan
Notary Public – State of Florida

CARYN L. REGAN
Printed Name of Notary Public

EXHIBIT "B"

**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 Health Plans, 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 Robert M. Bernal, located at 101 East College Avenue, Suite 302, Tallahassee, Florida 32301, as its agent to accept services of process within Florida.

Signature Edward E. Simpson
(Corporate Officer)

Title CHAIRMAN OF BOARD

Date OCT 27, 2000

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 [Signature]
(Resident Agent)

Date 10-24-00

**BY-LAWS
of the
FLORIDA ASSOCIATION OF HEALTH PLANS, INC.**

ARTICLE I

NAME

The name of the corporation is FLORIDA ASSOCIATION OF HEALTH PLANS, INC. ("FAHP"), and its principal office shall be located at the address of the resident agent of the Corporation.

ARTICLE II

PURPOSE

Section 1: Principal Purpose.

FAHP exists for the principal purpose of fostering, encouraging and assisting the development, expansion and general availability of organized prepaid health care systems as an alternative to other arrangements for the financing, organization and delivery of health care services.

Section 2: Related Purposes.

The Corporation's purposes include pursuing all lawful activities and courses of action related to, helpful to or appropriate in connection with its principal purpose, including representing the interests of all FAHP Members in any manner compatible with the foregoing principal purpose.

FAHP is authorized to do any and all lawful things, and carry out any and all lawful activities or courses of action related to, helpful to, appropriate in connection with, or not incompatible with the foregoing purposes.

Section 3: Nonprofit Character.

FAHP is a nonprofit corporation and shall not distribute any gain, profit, dividend or other valuable consideration to any Director, Member or Officer, and no part of FAHP net earnings may inure to the benefit of any Director, Member, Officer, or any corporation or other organization conducted for profit, or any individual; provided, however, that FAHP may pay reasonable compensation for services actually rendered, or goods or other things of value furnished at FAHP's request in furtherance of FAHP purposes, and may make grants to individuals and other organizations as appropriate in furtherance of FAHP purposes.

Section 4: Disposition of Assets on Dissolution.

FAHP assets are irrevocably dedicated to the principal purposes of FAHP, and to related purposes, and upon dissolution of FAHP, the Board of Directors shall distribute the net assets exclusively in aid of purposes consistent with the principal purposes of FAHP, or for such related purposes as the Board of Directors, in its discretion, deems best suited to furthering such purposes.

Section 5: Nondiscrimination.

FAHP shall conduct its activities and shall offer its services to all persons equally, without discrimination because of race, color, religion, gender, sexual orientation, national origin, physical handicap or otherwise, and shall take affirmative action to maintain equality in such matters.

ARTICLE III

MEMBERS AND AFFILIATES

Section 1: Description of Members and Affiliates.

The Corporation shall be comprised of health maintenance organizations ("HMOs") certified under the laws of the state of Florida, know as "Members." If an organizations ceases to hold a valid Florida Certificate of Authority to operate as an HMO, membership in the Corporation shall terminate; such termination shall be deemed effective as of the date the organization ceased to hold the valid Certificate of Authority unless the Board of Directors approves a different effective date.

The Board of Directors has determined that it is in the best interest of the Corporation to authorize entities that are not HMOs and individuals, whose interests and activities promote and are consistent with the purpose and objectives of the Corporation, to become Affiliate or Associate Members of the Corporation. As such, Associate Members shall not be voting members of the Corporation.

Section 2: Dues.

Payment of dues shall be a requirement for status as a member. The dues structure of the Corporation shall be two-tiered, and consist of General dues and Medicaid Supplemental dues. Each Member of the Corporation, except for members who have Medicaid contracts ("Medicaid Members") shall be required to pay General dues based on total enrollment for its membership in the Corporation. Members who have Medicaid contracts shall be required to pay General dues based on total enrollment less Medicaid enrollment. The amount of general and Associate Member dues payable shall be established by the Board of Directors. Each Medicaid Member of the Corporation shall also be required to pay Medicaid Supplemental dues based on Medicaid enrollment as may be established by the Medicaid Committee in an amount which when combined with the applicable general dues for Medicaid Members shall not be less than the general dues for non-Medicaid Members with the same enrollment. For the purpose of minimum dues for Medicaid Members, separate legal entities with separate "certificates of Authority" which have a parent/subsidiary relationship or common ownership and control, may elect to be treated as one entity for determining enrollment. All dues shall be paid by existing members on or before January 1 of each year for the ensuing calendar year. The Board of Directors desires to place a limiting date of January 31 for the receipt of said dues. If payment of annual dues has not been received by January 31, further participation by the member in the Association activities is precluded until dues become current. If not paid by May 1, the member's membership will be terminated. The amount of Associate Member dues shall be established by the Board.

Any new member that joins during the first half of the calendar year will pay full dues. Any new member that joins during the second half of the calendar year shall be required to pay one-half the annual dues for membership for the balance of the year.

In the event the Board of Directors creates and maintains a Political Action Committee ("P.A.C."), a certain portion of each Member's (including Medicaid Members and Associate Members) dues shall be contributed toward the P.A.C., as determined by the Board of Directors. Members who may not contribute to the P.A.C. because of their federal tax-exempt status, shall contribute a like amount to a fund that will not violate the Member's tax-exempt status. This fund shall be established for the purpose of media relations. The Board may also permit members whose corporate philosophy prevents the funding of a P.A.C. to contribute a like amount to such a fund or to a Section 527 organization. The Board shall also have the authority to create a Section 527 organization. In the event the Board creates and maintains such an organization, it shall also have the authority to determine that a certain portion of each Member's dues be contributed to the organization.

Section 3: Additional Requirements for Members.

The Board of Directors or, as applicable, the Medicaid Committee, is authorized to establish or modify, by resolution, such additional requirements for members, as it deems advisable, and to establish sanctions (including suspension and termination) for violations of such requirements.

Section 4: Voting.

Only Member designees shall have the right to vote at meetings of the Corporation. Each Member designee shall be entitled to one (1) vote either in person or by proxy. Associate members shall not be entitled to vote.

Section 5: Annual and Special Meetings.

There shall be an annual meeting of the Corporation, and there may be one or more special meetings of the Corporation, held on such date, and at such time and place, as the Board of Directors may determine.

ARTICLE IV

BOARD OF DIRECTORS

Section 1: Powers.

Subject to the laws of the State of Florida and the provisions of the Articles of Incorporation and these by-laws, the Board of Directors shall have general charge and management of the affairs, funds, and property of the Corporation and shall have full power and duty (except as herein specified) to make rules and regulations for the conduct of the affairs of the Corporation as may from time to time be deemed proper.

Section 2: Board Composition.

Each member in good standing shall be entitled to designate a director to serve on the Board of Directors. Every designee shall be an employee of the operational plan that he or she represents.

"Employee" means a full-time employee (at least thirty hours per week) of the member, or an employee of a management company, under contract with the member, who devotes full-time to the day-to-day operation of the plan, as is determined by the member plan. Directors who lose their employment status are required to resign; provided, however, the effective date of such resignation may be extended (by the Executive Committee) until, but not later than, the date of the next Board meeting.

Section 3: Appointment of Member's Designee to the Board.

Each Member of the Corporation shall indicate in writing its designee to the Board of Directors. In the case of a designee's absence, the Member or absent designee may appoint a substitute designee by submitting a written appointment to the Board.

Section 4: Tenure.

Each director shall serve from the time of his or her appointment or election until a successor is fully designated by a member or until his or her resignation.

Section 5: Vacancies.

Any vacancy occurring on the Board of Directors shall be filled by the member whose designee vacated his or her position as a director.

Section 6: Quorum.

A majority of the directors shall constitute a quorum for the purpose of transacting the business of the Corporation and the acts of a majority of the voting rights of the directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

Section 7: Meetings.

(A) Regular Meetings

There shall be an Annual Meeting of the Board of Directors and, in addition thereto, one or more regular meetings of the Board of Directors, held on such dates, and at such times and places, as the Board of Directors may determine.

(B) Special Meetings

Special meetings of the Board of Directors may be held at any time on call of the Chair of the Board or upon the request of one-third of the Board of Directors.

(C) Notice

Notice of any regular or special meetings shall be given by oral or written notice delivered personally to each director at least seventy-two (72) hours prior to such meeting or by written notice mailed or transmitted by electronic means to each director at his residence or place of business, as shown on the records of the Secretary, at least five (5) calendar days prior to such meeting. Notwithstanding the foregoing, any proposed changes to the by-laws shall require at least thirty (30) calendar days prior written notice to each director of each specific proposed change that is to be considered at such meeting. In the event that an initial proposed change is not approved at the meeting, thus requiring further revisions and a subsequent meeting to consider such changes, each director shall be given at least three (3) calendar days prior written notice of the new proposed change to be considered at the subsequent meeting. A super majority of the Board of Directors in attendance at a meeting called to consider changes in by-laws (not less than two-thirds) may by unanimous vote approve a revised by-law amendment at the meeting called to consider the initial proposed change.

(D) Waiver of Notice

The attendance of a director at a meeting shall constitute a waiver of notice of such meeting except where a director attends a meeting for the purpose of objecting, on the basis that the meeting is not lawfully called or convened, to the transaction of any business. A written waiver of notice by the director, before or after any action is completed, shall be deemed equivalent to the giving of such notice.

Section 8: Telephone Conference.

Any member of the Board of Directors shall be deemed present at a meeting of the Board and his or her vote is valid if such member participates in the meeting by means of a telephone conference call or similar device enabling all persons participating in the meeting to hear each other.

Section 9: Voting Rights.

Only Members shall have the right to vote at meetings of the Board of Directors. In determining the voting rights at any meeting of the Board, each Member shall be entitled to one (1) vote either in person or by proxy. Associate members shall not be entitled to vote.

Section 10: Proxies.

A Director may appoint a proxy to vote or otherwise act for him or her by signing an appointment form, either personally or by his or her attorney in fact. An executed facsimile appearing to have been transmitted by such person, or a photographic or equivalent reproduction of an appointment form, shall be a sufficient appointment form. An appointment of a proxy shall be effective when received by the Chairman, and shall only be valid for one (1) meeting unless a longer period is expressly provided in the appointment form and approved by the Board of Directors. The death or incapacity of the Director appointing a proxy does not affect the right of the Corporation to accept the proxy's authority unless notice of such death or incapacity is received by the secretary or other officer authorized to tabulate votes before the proxy exercises his or her authority under the appointment. All appointments of proxy shall be revocable by the appointing Director. Subject to any express limitation on the proxy's authority appearing on the face of the appointment form, the Corporation is entitled to accept the proxy's vote or other action as that of the Director making the appointment.

If an appointment form expressly provides, any proxy holder may appoint, in writing, a substitute to act in his or her place.

Section 11: Committees.

(A) Executive Committee

An Executive Committee shall be established, consisting of the following officers of the Board: Chair, First Vice Chair, Second Vice Chair, Vice Chair of Legislative and Regulatory Affairs, Vice Chair of Medicaid, Vice Chair of Communications, Vice Chair of Consumer Affairs, Vice Chair of Education and Quality Assurance, Secretary, and Treasurer, or any combination of these officers as decided upon by board resolution. The Executive Committee shall consist of not less than seven (7) or more than ten (10) persons, as decided by resolution of the Board of Directors. The number of offices may be fixed, increased, or decreased by the affirmative vote of a majority of the Board of Directors present at any regular Board meeting or at any special meeting called for that purpose. The offices of the Executive Committee may be combined (i.e. Secretary/Treasurer) by board resolution. In such event, the bylaws of the Corporation need not be amended to reflect such combinations. Each officer of the Executive Committee shall serve a term starting at the Corporation's operation as the Florida Association of Health Plans, Inc., and ending on January 1, 2002. Thereafter, each officer shall serve a term of two (2) years. No officer shall serve more than two (2) consecutive terms in the same office.

Each officer shall have only one (1) vote for purposes of Executive Committee action. A majority quorum and majority vote of those present shall be required for executive action. The Executive Committee shall carry out the duties specified in these by-laws, and may assist the Corporation and its officers in carrying out their responsibilities. The Board of Directors may also prescribe other duties for the Executive Committee. The Executive Committee is authorized to evaluate and contract with a President to serve the Corporation in accordance with a contract and general budget approved by the Board of Directors. Vacancies on the Executive Committee, shall be filled by the Board of Directors. However, the remaining members of the Executive Committee shall serve as the Nominating Committee and, as such, shall nominate officers to fill such vacancies.

(B) Legislative and Regulatory Committee

The Chair shall establish a Legislative and Regulatory Committee whose primary purpose shall be to establish association legislative and regulatory policy and assist the Association in advocating such policy. The Executive Committee's Vice Chair of Legislative and Regulatory Affairs shall serve as the Chair of this Committee. Each Member of the Corporation shall be entitled to appoint one (1) Member to the Committee.

(C) Medicaid Committee

A Medicaid Committee shall be composed of all Members of the Association who pay Medicaid dues. The Committee's primary purpose shall be to establish association Medicaid policy, and assist the Association in advocating such policy. The Committee shall set Medicaid Supplemental dues for Members with Medicaid contracts. The Chairman of the Medicaid Committee shall be elected by the committee and shall be the Vice Chair of Medicaid for the Board. All directors whose member plans have paid Medicaid dues shall be on the Medicaid Committee. The Medicaid Committee is authorized to evaluate and contract with a Vice President in accordance with a Medicaid budget established by the Medicaid Committee. The Vice President shall be accountable to the Medicaid Committee regarding all Medicaid or Medicaid-related issues. For all other issues, the Vice President shall be accountable to the President.

(D) Political Action Committee

In the event the Board of Directors establishes a Political Action Committee, such Committee's primary purpose shall be as stated in the PAC bylaws.

(E) Other Committees; Appointment of Committee Members

In addition, from time to time the Chair shall appoint other committees on an ad hoc basis for any purpose or purposes, with such powers as shall be specified in the Resolution of Appointment. With the exception of the Executive Committee, the Board of Directors shall nominate, from their individuals Plans, the Members of each Committee. The Chair of each Committee shall appoint its Committee

EXHIBIT "C"

members from such nominations. The Chair of the Corporation shall be an unofficial member of all Committees of the Corporation.

Section 12: Compensation.

Directors shall not receive any compensation or salary for their services as directors, or as members of committees.

Section 13: Action by Resolution.

The Board of Directors shall have power to act in the following manner:

A resolution set forth in writing, if signed by designated directors (or alternate designees) of the members of the Corporation, shall have the same force and effect as if voted upon at a duly convened meeting. The signature of each designated director (or alternate designee) shall represent the same number of votes as if cast at a meeting. It shall be the duty of the Secretary of the Corporation to record such resolutions in the Corporation's Book of Minutes under its proper date.

Action by board resolution shall only be required if specified by these bylaws, or by regulation or law.

ARTICLE V

OFFICERS OF THE BOARD

Section 1: Description of Officers.

The Officers of the Board shall be a Chair, First Vice-Chair, and Second Vice Chair, a Secretary and a Treasurer. Additionally, the Officers of the Corporation shall include a Vice Chair of Medicaid, a Vice Chair of Legislative and Regulatory Affairs, a Vice Chair of Communications, a Vice Chair of Education and Quality Assurance, a Vice Chair of Consumer Affairs. The Executive Committee is authorized to evaluate and contract with a President in accordance with a budget approved by the Board of Directors. Every officer shall be a designated director of the operational plan he or she represents.

"Employee" means a full-time employee (at least thirty hours per week) of the member, or an employee of a management company, under contract with the member, who devotes full-time to the day-to-day operation of the plan, or such other employee as is determined by the Board. Officers who lose their employment status are required to resign; provided, however, the effective date of such resignation may be extended (by the Executive Committee) until, but not later than, the date of the next Board meeting. If the Board does not vote to approve such extension at such meeting, such resignation shall become effective as of the date following the date of such Board meeting unless the Board approves a different effective date at such meeting.

Section 2: Election and Term of Office.

The officers of the Board who are elected by and from the Board of Directors shall be elected at each Annual Meeting, except as provided in Section 5 below. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall hold office until he or she fails to meet the requirements to hold office or until his or her successor has been duly elected and qualified, or until his or her death or resignation. The initial officers of the Board, as set forth in the Agreement and Plan of Merger, shall serve until January 1, 2002. Any officer, except the Medicaid Vice Chair, may be removed at any time by the affirmative vote of a majority of the Board of Directors at any duly called regular or special meeting of the Board of Directors. The Vice Chair of Medicaid may be removed by the affirmative vote of a majority of the directors on the Medicaid Committee. Removal of any officer shall be without prejudice to the contract rights, if any, of the person so removed; however, election or appointment of an officer shall not of itself create contract rights.

EXHIBIT "C"

Section 3: Vacancies.

A vacancy in any office because of death or resignation or otherwise may be filled by the Board of Directors for the unexpired portion of the term thereof.

Section 4: Chair.

The principal duties of the Chair of the Board shall be to preside at all meetings of Members of the Association and such other duties as may be specifically enumerated herein.

Section 5: First and Second Vice Chair.

The principal duties of the First and Second Vice Chairs of the Board shall be the Chair Elect and to act in the absence of the Chair. If a vacancy occurs in the office of the Chair subsequent to January 1, 2001, the First Vice Chair shall accede to that office for the remainder of that officer's unexpired term unless the Vice Chair notifies the Board in writing that he or she is unwilling to accede to the office of Chair.

Section 6: Secretary.

The Secretary shall have the responsibility of seeing that the Minutes of the Board of Directors meeting are recorded and maintained; that all notices are duly given in accordance with the provisions of the by-laws; that all corporate records are safely maintained; and that a register of post office addresses of each member is kept; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may be assigned by the Chair or action of the Board of Directors.

Section 7: Treasurer.

The Treasurer shall have the responsibility of overseeing the finances of the Association, keeping the Board of Directors apprised of the Association's financial condition, and performing all the duties incident to the office of Treasurer and such other duties as may be assigned by the President or by action of the Board of Directors.

Section 8: Duties of Vice Chairs.

The principal duties of the vice chairs of the various committees are to preside at committee meetings, develop committee agenda, and communicate committee recommendation, with respect to organization policy and action, to the Chair, President and Board of Directors.

Section 9: Delegation of Duties.

In case of the absence or inability of any officer, excluding the Vice Chair of Medicaid, to act in his or her capacity as such, the Board of Directors may from time to time delegate the powers or duties of that officer to any other officer or any Director or other person whom it may elect. In case of the absence or inability of the Vice Chair of Medicaid to act as such, the powers or duties of that officer may only be delegated to another officer, Director, or person elected by the Medicaid Committee.

ARTICLE VI

CORPORATE OFFICERS

Section 1: Officers.

The President and Vice President of Medicaid shall be officers whose principal duties shall be as delegated by the Chairman and outlined in the Annual Business Plan approved by the Board of Directors.

Section 2: President.

The President, who shall be an individual contracted with by the Executive Committee on behalf of the Board of Directors, shall be the Chief Executive Officer of the Corporation and be responsible for its general operational and fiscal management and the day to day administration of its affairs. The President shall also have charge and custody of and be responsible for all funds and securities of the Corporation, receive and give receipts of monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors. The President shall report to the Chair or the Executive Committee and, except as otherwise provided herein, or otherwise directed by the Executive Committee, employ other individuals providing services to, or on behalf of, the Corporation. The President shall be a primary designated spokesperson for the Corporation. The President shall have such other authority and shall perform such other duties, as the Executive Committee shall designate.

Section 3: Vice President of Medicaid.

The Vice President of Medicaid shall be chosen by the Medicaid Committee in accordance with a Medicaid budget established by the Medicaid Committee. The Vice President shall be accountable to, and serve at the pleasure of, the Medicaid Committee regarding all Medicaid or Medicaid-related issues. For all other issues, the Vice President shall be accountable to the President.

Section 4: Delegation of Duties.

With the approval of the Executive Committee, and subject to ratification at the next Board meeting, the duties of any officer in part or in whole may be delegated on a temporary or interim basis to any other officer, assistant officer, employee or service agency, including appointing the officer who lost his or her capacity to serve due to change in employment status.

ARTICLE VII

FINANCE

Section 1: Depositories and Signatories.

All funds of the Corporation shall be deposited in the name of the Corporation in such bank(s) or other financial institution as the Executive Committee may, from time to time, designate and shall be drawn out by checks, drafts, or other orders signed on behalf of the Corporation by such person(s) as the Board of Directors may designate by resolution.

Section 2: Fiscal Year.

The fiscal year of the Corporation shall be January 1 to December 31.

Section 3: Indemnification.

The Corporation shall indemnify each Board member and officer of the Corporation, his or her heirs, executors and administrators, from and against all costs and expenses reasonably incurred by or imposed upon him or her in connection with or resulting from any suit, action, or proceeding to which he or she may be made a party by reason of his or her being or having been heretofore or hereafter a Board member or officer of the Corporation, except in relation to matters as to which any such Board Member or officer or former officer is adjudged in such suit, action, or proceeding to be liable for negligence or misconduct in the performance of duty. Such indemnification will not be deemed exclusive of any other right to which such person, his or her heirs, executors, or administrators may be entitled as a matter of law. Before any costs or expenses are incurred as provided for herein, the Board Members shall be consulted with respect thereto.

ARTICLE VIII

BUDGET

The Executive Committee shall formulate an annual, general budget and present the budget at each Annual Meeting for approval to the Board of Directors. **[The Board of Directors of the Corporation shall have the authority to amend the budget in the event of a change in the Corporation's financial condition. Such amendments shall be governed and approved pursuant to Article IX of these bylaws.]**

ARTICLE IX

AMENDMENT

These by-laws, and **[the Corporation's] Articles of Incorporation [and budget,]** may be amended by a majority vote of the voting members present at any duly called meeting of the Board of Directors for which proper notice was provided in accordance with Articles IV, Section 7(C) of these bylaws.

FLORIDA ASSOCIATION OF HEALTH PLANS, INC.

BUDGET

JANUARY 1, 2001 - DECEMBER 31, 2001

	GENERAL BUDGET	MEDICAID BUDGET	TOTAL BUDGET
General Dues	463,000	-	463,000
Medicaid Dues	-	131,000	131,000
Associate Dues	<u>90,000</u>	-	<u>90,000</u>
Sub Total	553,000	131,000	684,000
Grand Total			684,000
Salary & Benefits	250,200	99,800	350,000
PAC	76,800	23,200	100,000
Contract Lobbyist	60,000	-	60,000
Media Contract	<u>57,000</u>	<u>3,000</u>	<u>60,000</u>
Sub Total	444,000	126,000	570,000
Accounting	5,500	-	5,500
Rent	20,000	-	20,000
Phone	14,000	-	14,000
Utilities	2,500	-	2,500
Printing	5,000	-	5,000
Liability	5,000	-	5,000
Dues & Subscriptions	7,000	-	7,000
Office Supplies	5,000	-	5,000
Postage	7,000	-	7,000
Repairs & Maintenance	3,500	-	3,500
Board & Committee Mtgs	5,000	-	5,000
Legislative Reception	10,000	-	10,000
Parking	1,000	-	1,000
Lobby Registration	600	-	600
National Conferences	3,000	-	3,000
Reserves	<u>15,000</u>	<u>5,000</u>	<u>20,000</u>
Sub Total	<u>109,100</u>	<u>5,000</u>	<u>114,100</u>
Grand Total	553,100	131,000	684,100

EXHIBIT "E"**FLORIDA ASSOCIATION
OF
HEALTH PLANS, INC.****HEALTH PLAN DUE STRUCTURE
JANUARY 1, 2001 - DECEMBER 31, 2001****General Dues Based
on Total Membership
Less Medicaid Membership****Annual Dues**

Over 800,000	\$ 65,000.00
Over 700,000	\$ 60,000.00
Over 600,000	\$ 55,000.00
Over 500,000	\$ 50,000.00
Over 400,000	\$ 45,000.00
Over 300,000	\$ 40,000.00
Over 200,000	\$ 35,000.00
Over 100,000	\$ 30,000.00
Over 50,000	\$ 25,000.00
Over 25,000	\$ 20,000.00
Under 25,000	\$ 12,000.00

Note: Medicaid dues based on Medicaid membership

Over 50,000	\$ 25,000.00
Over 25,000	\$ 16,000.00
Under 25,000	\$ 5,000.00

EXHIBIT “F”

FLORIDA ASSOCIATION OF HEALTH PLANS, INC
INITIAL EXECUTIVE COMMITTEE

Chair	Edward Simpson
1st Vice-Chair	Tamara Meyerson
2nd Vice-Chair	Joseph Gregor
Secretary	Jerry Senne
Treasurer	Rupesh Shah
Vice-Chair Legislative & Regulatory	Harry Spring
Vice -Chair Medicaid	Nancy Gareau
Vice-Chair Communications	Bob Wychulis
Vice-Chair Consumer Affairs	C. Brooks Stone
Vice-Chair Education & Quality Assurance	Edward Peddie