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JAY WOLFSON

Attorney and Counselor at Law
804 Eveningside Court Tampa, Florida 33613
813-265-2250 FAX 813-963-0791

21 July 1995

Ms. Susan Payne
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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Dear Ms. Payne:

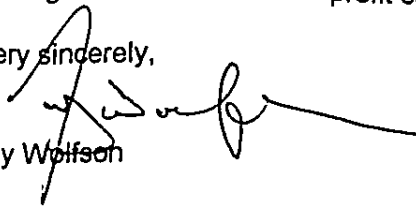
Thank you very much for working with me over the phone to correct the defects in the dissolution of the for-profit American Board of Healthcare Risk Management, and the formation of the not-for-profit American Board of Healthcare Risk Management.

Per your instructions, I am forwarding a notarized affidavit, signed by the sole shareholder and board member of the for-profit corporation, releasing the name "American Board of Healthcare Risk Management" to the new, not-for-profit corporation.

We deeply appreciate your guidance and cooperation in this matter. Please let me know if there is anything else that needs to be done to complete the transformation of the organization to a not-for-profit corporation.

Very sincerely,

Jay Wolfson



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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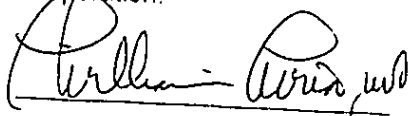
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RESOLUTION TO
TRANSFER ALL RIGHTS TO THE CORPORATE NAME
FROM THE FOR-PROFIT FLORIDA CORPORATION
"AMERICAN BOARD OF HEALTHCARE RISK MANAGEMENT, INC."
TO
THE NEW, NOT-FOR-PROFIT FLORIDA CORPORATION
"AMERICAN BOARD OF HEALTHCARE RISK MANAGEMENT"

Be it resolved by the American Board of Healthcare Risk Management, a Florida Corporation, that on 20 July 1995, in Tampa, Florida, the Shareholders did meet to vote to transfer all rights to the use of the corporate name "American Board of Healthcare Risk Management" from the owners of this Corporation, to L. William Luria, M.D., serving as President of a new not-for-profit Florida Corporation to be named the "American Board of Healthcare Risk Management" for the express purpose of transferring rights to the use of said name to the new not-for-profit corporation.

By unanimous consent of the Shareholders of the American Board of Healthcare Risk Management, Inc., the Shareholders instructed corporate counsel to draft this Affidavit confirming the transfer of all rights to the corporate name "American Board of Healthcare Risk Management" for the above, express purpose and to deliver said Affidavit, with this Shareholder's consent, to the Florida Department of State.

This written Affidavit and consent is executed below by all of the Shareholders of the Corporation.



7/20/95

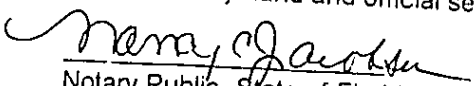
L William Luria, M.D.

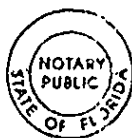
Date

State of Florida
In Hillsborough County, Florida

Before me personally appeared L. William Luria, M.D., known to be to be the person described in and who executed the foregoing Affidavit, and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 20 day of July 1995


Notary Public, State of Florida
My Commission expires:
(Seal)



NANCY C. JACOBSON
My Comm Exp. 8/24/96
Bonded By Service Ins
No. CC218454

☒ Printed by Notary ☐ Other L.O.

ARTICLES OF INCORPORATION
OF
AMERICAN BOARD OF HEALTHCARE RISK MANAGEMENT, INC.
A FLORIDA NONPROFIT CORPORATION

Article 1. The name of the corporation is the American Board of Healthcare Risk Management, Inc.

Article 2. The duration of the Corporation is perpetual.

Article 3. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are:

To establish standards of competence and promote excellence among professionals in healthcare risk management;

To develop and promote standards of education and training for healthcare risk managers;

To recognize the accomplishments of trained healthcare risk managers through the conference of Diplomate (Board Certification) status upon those who successfully fulfill requirements to be developed and administered by this Organization;

To educate the public, healthcare professionals, policy makers, and others about issues surrounding the practice of healthcare risk management, including the role of education and practical experience.

To conduct research in areas of healthcare risk management and to provide for the dissemination of such research;

To provide healthcare risk managers the opportunity for gaining continuing education, peer recognition and expanded professional development.

To represent the professional interests of healthcare risk managers in the development and implementation of public policy in concert with other risk management, healthcare, and other appropriate organizations.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C Provided, however, that the corporation shall not engage in any action which is not permitted by nonprofit corporations under the Internal Revenue Code and no part of the net earnings or the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Types of Affiliation. The Corporation shall have Voting Members, consisting of initial Voting Members named below, and other Voting members who shall be elected (and may be removed) from time to time by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for nonvoting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting member is as follows:

<u>Name</u>	<u>Address</u>
<u>L. William Luria, M.D.</u>	<u>4726 N. Habana Ave. Suite 102, Tampa, FL, 33614</u>
<u>Steven A. Proper, M.D., M.P.H.</u>	<u>P.O. Box 350320, Tampa, FL, 33695</u>
<u>Jan Bennett</u>	<u>P.O. Box 140921, Coral Gables, F. 33114</u>

Article 5. Initial Registered Agent and Office/ ^{Principal Office} The initial registered agent is Jay Wolfson, Esq., and the initial registered office is 804 Eveningside Court, Tampa, 33613, Florida.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 3 members whose names and addresses are:

<u>Name</u>	<u>Address</u>
<u>L. William Luria, M.D.</u>	<u>4726 N. Habana Ave. Suite 102, Tampa, FL, 33614</u>
<u>Steven A. Proper, M.D., M.P.H.</u>	<u>P.O. Box 350320, Tampa, FL, 33695</u>
<u>Jan Bennett</u>	<u>P.O. Box 140921, Coral Gables, F. 33114</u>

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Vice President, and Secretary/Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

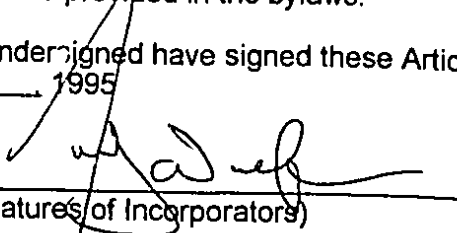
<u>Title</u>	<u>Name</u>	<u>Address</u>
President	L. William Luria, M.D.	4726 N. Habana Ave. Suite 102, Tampa, FL. 33614
Vice President	Steven A. Proper, M.D., M.P.H.	P.O. Box 350320, Tampa, FL. 33695
Secretary/Treasurer	Jan Bennett	P.O. Box 140921, Coral Gables, FL. 33114

Article 8. Incorporators. The names and addresses of the incorporators or this corporation are:

<u>Name</u>	<u>Address</u>
<u>Jay Wolfson</u>	<u>804 Eveningside Court, Tampa, Florida 33613</u>

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws.

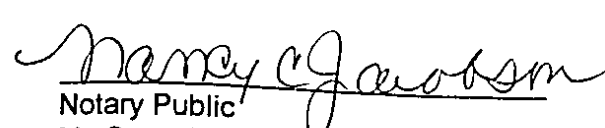
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 26 day of June, 1995


(Signatures of Incorporators)

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH }

Before me personally appeared Jay Wolfson. To me well known and known to me to be the persons described and who executed the foregoing Articles of Incorporation 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 June, 1995.


Notary Public
My Commission expires
(SEAL)



NANCY C. JACOBSON
My Comm Exp. 8/24/96
Bonded By Service Ins
No. CC218454

My Comm Exp. 8/24/96

I accept designation as registered agent:


Jay Wolfson

626105

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Tampa, Fl. 33613
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