

N 96000000/331

McConvey, et al  
Requestor's Name

101 N Monroe, Suite 900  
Address

TALL FL 32302  
City/State/Zip Phone #  
222-8121

Office Use Only

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

1. Florida Managed Care Inst., Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Mail out

☒ Pick up time \_\_\_\_\_

☐ Will wait

☐ Photocopy

☐ Certified Copy

☐ Certificate of Status

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

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

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

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

Call when  
Ready  
222-8121  
Cathy Johnston

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
FLORIDA MANAGED CARE INSTITUTE, INC.

36 FILED  
MAR 11 PM 3 03  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a nonprofit corporation under Florida Statutes Chapter 617, do hereby make and adopt the following Articles of Incorporation:

ARTICLE I

Name of Corporation

The name of the corporation is FLORIDA MANAGED CARE INSTITUTE, INC. at 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301.

ARTICLE II

Not for Profit

The corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

ARTICLE III

Duration

The duration of the corporation is perpetual.

#### ARTICLE IV

##### Purposes

The corporation is organized, and shall be operated exclusively for, the following purposes:

- A. To educate and train on medical managed care issues.
- B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
- C. To do such other things as are incidenta<sup>l</sup> to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V

##### Limitation

No Part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees or officers, but the corporation shall be authorized

and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV (Purposes) hereof.

#### ARTICLE VI

##### Members

The corporation shall have Voting Members who shall be elected (and may be removed) by the Voting Members and 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>
James N. McConnaughay	101 N. Monroe Street, #900 Tallahassee, FL 32301
Bob Griffin	St. Vincent's Medical Center 1800 Barrs Street Jacksonville, FL 32204
Rob Weinberg	All Florida Orthopaedic Assoc. 4600 4th Street North St. Petersburg, FL 33703
Ann Ellingham	RISCORP P.O. Box 1598 Sarasota, FL 34230-1598

April Brader

Company Care  
Edward White Hospital  
2323 9th Avenue N.  
St. Petersburg, FL 33713

Laura Wehrle

MetraComp  
3903 Northdale Blvd.  
Suite 200  
Tampa, FL 33624

Kandis Frank

Community Health Partner  
Workcare  
350 7th Street North  
Naples, FL 33940

#### ARTICLE VII

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 101 North Monroe Street, Suite 900, Tallahassee, Florida 32301, and the name of its initial registered agent at such address is James N. McConnaughay.

#### ARTICLE VIII

##### Initial Board of Trustees

The management of the Corporation shall be vested in a Board of Trustees. The number of Trustees constituting the initial Board of Trustees is seven (7). The numbers of trustees may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The Voting Members shall elect the Trustees annually. The Bylaws may provide for ex officio and honorary Trustees, and their rights and privileges. The name and address of each initial Trustee of the Corporation is as found in Article VI.

## ARTICLE IX

### Officers

The Officers of the Corporation shall consist of a President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Trustees (and may be removed by the Board of Trustees) 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:

NAME	ADDRESS	TITLE
James N. McConnaughay	101 N. Monroe St. Suite 900 Tallahassee, FL 32301	Pres.
Rob Weinberg	All Florida Orthopaedic Assoc. 4600 4th Street North St. Petersburg, FL 33703	VP
Lorry Davis	3807 N.W. 53rd Terrace Gainesville, FL 32606	Sec.
Ann Ellingham	RISCORP P.O. Box 1598 Sarasota, FL 34230-1598	Treas.

## ARTICLE X

### Incorporator

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
James N. McConnaughay	101 N. Monroe Street Suite 900 Tallahassee, FL 32301

ARTICLE XI

Bylaws


The Bylaws of the Corporation are to be made and adopted by the Board of Trustees, and may be altered, amended or rescinded by the Board of Trustees.

ARTICLE XII

Amendment

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the Members, Trustees and Officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the Corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 7 day of MARCH, 1996.

  
\_\_\_\_\_  
JAMES N. McCONNAUGHAY

STATE OF FLORIDA

COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared JAMES N. McCONNAUGHAY, who is personally known to me and who did not take an oath, and he acknowledged to me that he executed the foregoing Articles of Incorporation voluntarily and for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 7 day of MARCH, 1996.

Cathy S. Johnston  
NOTARY PUBLIC

(SEAL)

My Commission Expires:



CATHY S. JOHNSTON  
MY COMMISSION # CC356885 EXPIRES  
May 13, 1998  
BONDED THRU TRISTY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: FLORIDA MANAGED CARE INSTITUTE, INC.



2. The name and address of the registered agent and office is:

James N. McConnaughay  
101 N. Monroe Street, Suite 900  
Tallahassee, Florida 32301

SIGNATURE

TITLE

DATE

*[Handwritten Signature]*

*President*

*3/7/96*

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

DATE

*[Handwritten Signature]*

*3/7/96*

FILED  
96 MAR 11 6 13 AM  
TALLAHASSEE, FLORIDA

**N 96000001331**

Requestor's Name McConnaughay, Duff  
Address \_\_\_\_\_  
Tall. FL 32302-0224 222-8124  
City/State/Zip Phone #

Office Use Only  
97 JUN 23 PM 9:11  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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

1. Florida Managed Care Institute, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_ 000002217280--3  
(Corporation Name) (Document #) -06/19/97--01079--008  
\*\*\*\*\*87.50 \*\*\*\*\*87.50
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

*Call when ready*

DIVISION OF CORPORATION  
97 JUN 11

*ALL OK*

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 20, 1997

MCCONNAUGHAY, DUFFY

TALLAHASSEE, FL 32302

SUBJECT: FLORIDA MANAGED CARE INSTITUTE, INC.  
Ref. Number: N96000001331

We have received your document for FLORIDA MANAGED CARE INSTITUTE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6880.

Karen Gibson  
Corporate Specialist

Letter Number: 097A00032923

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA MANAGED CARE INSTITUTE, INC.**

FILED  
97 JUN 23 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Florida Managed Care Institute, Inc. adopts the following amendments to its Articles of Incorporation:

**ARTICLE ONE**

Article Two reads as follows:

The corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

**ARTICLE TWO**

Inasmuch as no members are entitled to vote, the following amendment to the Articles of Incorporation was adopted by the directors on June 18, 1997:

Article Two is amended to read:

The corporation is a nonprofit corporation under the laws of the State of Florida. The corporation is not formed for pecuniary profit. No part of the income or assets of the corporation is distributable to or for the benefit of its members, trustees or officers, except to the extent permissible under law.

Said organization is organized exclusively for charitable, religious, and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

No part of the net earnings of the organization shall inure to the benefit, of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make

payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE THREE**

The remainder of the Articles of Incorporation shall remain unchanged.

### **ARTICLE FOUR**

The effective date of the Amendment to the Articles of Incorporation shall be June 19, 1997.

Florida Managed Care Institute, Inc.

By   
JAMES N. McCONNAUGHAY, President