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Rural Health Management Solutions, Inc.

Please reply to: 11 W. University Avenue Suite 7, Gainesville, FL 32601 ■ Phone (352) 955-2264 ■ FAX (352) 955-3109

May 3, 1996

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

Enclosed please find and file the Articles of Incorporation for the Rural Health Management Solutions, Inc. Also enclosed is a check for $122.50 for the following fees:

Filing Fee:	$ 35.00
Registered Agent Designation:	35.00
Certified Copy:	52.50
	$122.50

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Sincerely,

Carol J. Gormley
Resident Agent

CJG:ML

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5-15-96

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ARTICLE I
NAME AND PRINCIPAL OFFICE

The name of the Corporation shall be Rural Health Management Solutions, Inc., a voluntary, non-profit corporation of Florida. The Corporation is a subsidiary of the Health Partnership of North Central Florida, Inc. ("Parent Corporation"). The Corporation headquarters shall be located at 11 West University Avenue, Suite 7, Gainesville, Florida 32601, or such other place as may be designated from time to time by the Board of Directors.

ARTICLE II
PURPOSES AND OBJECTIVES

The Corporation is organized to fulfill the established objectives of the State of Florida's rural health network initiative as defined in Florida Statute 381.0406. These objectives will be achieved by offering administrative and management services to rural providers at a fair market value. The resultant efficiencies of the Corporation will enhance the ability of the Parent Corporation to more effectively satisfy the objectives of 381.0406, F.S. The specific objectives of the Corporation are the following:

A. To improve the access, availability and quality of a full continuum of health care services to rural residents by coordinating the delivery of health care in these areas.

B. To reduce the cost of health care in these rural areas by reducing the administrative and practice management costs for providers operating in this region.

C. To ensure the availability of high quality local health care for rural residents by protecting the survival of rural health care providers in these areas.

D. To provide assistance to rural providers ...tering into managed care contracts by reducing their administrative burden and ...ating contract negotiation. Higher levels of managed care involvement will b... increase access to high quality local care for rural residents and increase the providers' exposure to a more varied and diverse patient mix.

ARTICLE III
TERMS OF EXISTENCE

The term of existence of this Corporation shall be perpetual.

ARTICLE IV
NON PROFIT STATUS

A. The Corporation is organized and shall operate exclusively for charitable, scientific, and education purposes, within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code of 1954, as amended.

B. Notwithstanding any other provision of these Articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or to the corresponding provision of any future United States Internal Revenue law.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, officers, or other private persons, except that 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 Two.

C. In the event of liquidation or dissolution of the Corporation, whether voluntarily or involuntarily or by operation of law, the remaining assets of the Corporation shall be distributed to organizations which have qualified for the exemptions under Section 501(c)(3) of the Internal Revenue Code or to a State or local government for a public purpose and none of the assets will be distributed to any member, officer, or trustee of this Corporation.

ARTICLE V
INCORPORATORS AND BOARD OF DIRECTORS

The Board of Directors shall serve as incorporators of Rural Health Management Solutions Inc. The first Board of Directors shall consist of the following members who will serve until the next election. The directors of the corporation shall be elected according to the procedures specified in the Bylaws. The names and addresses of the directors are as follows:

[illegible] Rt. 2 Box [illegible] Old Town, FL 32680	William [illegible] Route 3 Box [illegible] Trenton, FL 32693	[illegible] [illegible] W. University Ave. Gainesville, FL [illegible]
Pamela Howard P.O. Box [illegible] Lake Butler, FL [illegible]	[illegible] [illegible] E. Main St. Lake Butler, FL [illegible]	[illegible] P.O. Box [illegible] [illegible], FL [illegible]
[illegible] [illegible] E. Main St. Lake Butler, FL [illegible]		

[illegible], Incorporator

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[illegible]

ARTICLE VI
OFFICERS

A. The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such other officers as may be provided in the Bylaws.

B. The names of the persons who are to serve as officers of the Corporation until successors are elected as provided in the Bylaws are:

President	Secretary/Treasurer
[illegible]	[illegible]

ARTICLE VII
BYLAWS

The Board of Directors of the Corporation shall adopt such Bylaws as it may deem necessary for the conduct of its business and the carrying out of its purposes. Upon proper notice, the Bylaws may be amended, altered or rescinded by a majority vote of those voting directors of the Corporation 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 Bylaws.

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended by a majority of those directors of the Corporation 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.

ARTICLE IX
REGISTERED AGENT

The resident agent of the Corporation is [illegible]. The Corporation's principal office address and registered agent's address are the same: [illegible] West University Avenue, Suite [illegible], Gainesville, Florida [illegible]

[illegible] and familiar with and accept the duties and responsibilities as registered agent for said corporation.

Signature of Registered Agent