

N96000002928

Meyer & Brooks, P.A.  
Requestor's Name  
2544 Blairstone Pines Dr.  
Address  
Tallah/FL/32301 878-5212  
City/State/Zip Phone #

RECEIVED  
05/04/96 01006-002  
\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. Federation of Physicians and Dentists IPA, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

FILED  
96 JUN -4 PM 12:29  
TALLAHASSEE, FLORIDA

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

96 JUN -3 PM 3:27  
TALLAHASSEE, FLORIDA  
W96-11684  
524

Call Rita  
878-5212  
When ready

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1996

MEYER & BROOKS, P.A.  
2544 BLAIRSTONE PINES DR.  
TALLAHASSEE, FL 32301

SUBJECT: FEDERATION OF PHYSICIANS AND DENTISTS IPA, INC.  
Ref. Number: W96000011684

We have received your document for FEDERATION OF PHYSICIANS AND DENTISTS IPA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A not for profit corporation is not authorized to issue stock (article XI).

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) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 596A00027730

ARTICLES OF INCORPORATION  
OF  
FEDERATION OF PHYSICIANS AND DENTISTS IPA, INC.

FILED

96 JUL -4 PM 12:29

STATE  
FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be Federation of Physicians and Dentists IPA, Inc.

**ARTICLE II - ADDRESS OF PRINCIPAL OFFICE  
AND MAILING ADDRESS OF CORPORATION**

The address of the principal office and the mailing address of the corporation is:

3815 North U.S. 1, Suite 121  
Cocon, Florida 32927

**ARTICLE III - PURPOSES AND POWERS OF CORPORATION**

A. This corporation is organized as a non-profit corporation to provide the following services and/or for the following purposes:

1. To contract (i) with third party payors of medical services, (ii) physician organizations, (iii) physician hospital organizations, (iv) other managed care organizations, (v) physicians, (vi) insurance carriers and (vii) other health care providers to provide health care services in an efficient and competitive manner, including entering into compensation arrangements for the efficient utilization of health care services by members of respective health care plans, including potential risk-sharing arrangements;
2. To enable the corporation's members and other physicians or health care providers to offer competitive and comprehensive medical services to health care plans, payors and other purchasers of medical services, either alone and/or in collaboration or integration with one or more hospitals, other health care providers or otherwise;
3. To provide an efficient means for physicians having medical staff privileges at one or more hospitals to engage actively and creatively in health care programs to benefit citizens through the delivery of cost effective, quality medical care;

4. To organize and/or participate in one or more physician hospital organizations or joint ventures, corporations, limited liability companies, partnerships or arrangements to facilitate the accomplishment of any of the foregoing purposes; and

5. To engage in and carry out any and all acts and to exercise any and all corporate powers which are permitted under the laws of the State of Florida for corporations not-for-profit to the extent incidental or reasonably necessary to any of the foregoing purposes and/or to the extent not otherwise inconsistent with these Articles of Incorporation.

B. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in Article III.A.

2. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign (including publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

#### **ARTICLE IV - ELECTION OF DIRECTORS**

The board of directors of the corporation shall be elected as provided in the Bylaws; provided that the initial directors shall be elected by the incorporator promptly following the filing of these Articles of Incorporation and such initial directors shall complete the organization of the corporation. The board of directors shall at all times consist of at least three (3) persons.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation is 3815 North U.S. 1, Suite 121, Cocon, Florida 32927, and the name of the initial registered agent of this corporation at that address is Mike Vosch. The Board of Directors may from time to time designate a new registered office and registered agent.

#### **ARTICLE VI - INCORPORATOR**

The name and address of the incorporator of this corporation is:

Name  
John J. Seddon

Address  
106 West Jefferson Street, Tallahassee, Florida 32301

#### ARTICLE VII - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose or shall be distributed to one or more not-for-profit corporations as and to the extent provided in the corporation's plan of distribution. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation 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 VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation, unless dissolved by operation of applicable law.

#### ARTICLE IX - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### ARTICLE X - PROHIBITION

The Board of Directors is expressly prohibited from making any changes which substantially alter any of the Membership Qualifications outlined in Article II, Sections 2.02 (1-4) of the Corporate By-Laws adopted by the Steering Committee on April 23, 1996.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation in Florida, this 4<sup>th</sup> Day of June 1996.

John J. Seaton

VERIFICATION

FILED

STATE OF FLORIDA )

96 JUN -4 PM 12:29

COUNTY OF LEON )

NOTARY PUBLIC, STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this <sup>4<sup>th</sup></sup> ~~3<sup>rd</sup>~~ day of June 1996, by Jack Seddon who is personally known to me OR who provided a valid Florida Driver's License as identification (strike through one) and who did OR did not (strike through one) take an oath stating that he is the individual; described herein and that he executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above on this <sup>4<sup>th</sup></sup> ~~3<sup>rd</sup>~~ day of June, 1996

Janessa L. Gurr  
NOTARY PUBLIC



JANESSA L. GURR  
MY COMMISSION # CC376818 EXPIRES  
May 24, 1998  
BONDED THRU TROY FAIN INSURANCE, INC.

Notary Public: Janessa L. Gurr

Printed Name: Janessa L. Gurr

My Commission Expires: \_\_\_\_\_

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.

Michael J. Van

# N96000002928

MEYER AND BROOKS, P.A.  
ATTORNEYS AT LAW

2544 BLAINSTONE PINED DRIVE  
TALLAHASSEE, FLORIDA 32301  
904/870-5212

RONALD G. MEYER  
THOMAS W. BROOKS  
ANTHONY D. DEMMA  
ROBERT J. SNIFFEN

MAILING ADDRESS:  
POST OFFICE BOX 1547  
TALLAHASSEE, FLORIDA 32302  
FAX 904/656-6750

August 6, 1996

Division of Corporations  
Amendment Section  
Post Office Box 6327  
Tallahassee, Florida 32314

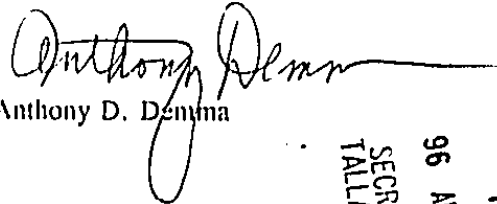
500001915465  
-08/07/96--01066--006  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Federation of Physicians and Dentists IPA, Inc.--N96000002928

To Whom It May Concern:

Please find enclosed the Articles of Amendment to the Articles of Incorporation of the Federation of Physicians and Dentists IPA, Inc.. I have also enclosed a check for \$35.00 to cover the filing fee for this document. Please contact me if additional information is needed.

Sincerely,

  
Anthony D. Demma

ADD/jg  
Enclosures

cc: Jack Seddon, Executive Director

FILED  
96 AUG -7 AM 10:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT**  
**to**  
**ARTICLES OF INCORPORATION**  
**of**

**FILED**  
**96 AUG -7 AM 10:03**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

Continuation of Corporation incorporated 11/4/70

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

**FIRST:** Amendment(s) adopted: (INDICATE ARTICLE NUMBER(S) BEING AMENDED, ADDED OR DELETED.)

Article VII has been amended to reflect that this corporation operates under Section 501(c)(6) of the Internal Revenue Code. Instead of the 143 Section previously cited in the articles. The text of the amended Article VII reads as follows:

Upon the dissolution of this corporation, after the payment or payment for the payment of all of the liabilities of this corporation, all the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501(c)(6) of the Internal Revenue Code of 1954, as amended, or shall be distributed to the federal government, or to a state or local government, for a public purpose or shall be distributed to one or more other nonprofit corporations as and to the extent provided in the corporation's plan of distribution. And such assets not so disposed of shall be disposed of by the Board of Directors of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Board shall determine, which are organized and operated exclusively for such purposes.

**SECOND:** The date of adoption of the amendment(s) was: 6/30/91

**THIRD:** Adoption of Amendment (CHECK ONE)

☒ The amendment(s) was(were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.

☐ There are no members or members entitled to vote on the amendment. The amendment(s) was(were) adopted by the board of directors.

Continuation of Corporation incorporated 11/4/70  
Corporation Name

[Signature]  
Signature of Chairman, Vice Chairman, President or other officer

[Name]  
or printed name

[Title] 7/11/91  
Title Date