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Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
TOLL FREE No. 1 800 342-8062
FAX (904) 222 1222

PHONE () _____

To us via _____ Return via _____

Mailor No. Express Mail No.

State Fee \$ _____ Our \$ _____

F. CHASSER JUN 19 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
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DATE - - - - -

TIME _____ CK No. _____

BY _____

WALK-IN
Will Pick Up

11 2527-7 POWDER S INC THOMASVILLE, GA

of No 53085

RE: On the way, (1/11/11)
1000 (1/11/11) 1000

☒ Corp. Exp. _____
☒ Art of Inc. File _____
☐ Corp. Record Search _____
☐ Ltd Partnership File _____
☐ Foreign Corp. File _____
☒ () Cert Copy(s) _____

Art. of Amend. File
Dissolution/Withdrawal
C U S
Fictitious Name File

Name Reservation	\$500.00	19	LED
Annual Report/Reinstatement	\$500.00	PH12	
Reg Agent Service			
Document Filing			

Corporate Kit
Vehicle Search
Driving Record
Document Retrieval

UCC 1 or 3 file _____
 UCC 11 Search _____
 UCC 11 Retrieval _____
 File No.'s, _____ Copies _____

Courier Service _____
 Shipping/ handling _____
 Phone () _____
 Top Priority _____
 Express Mail Prep _____
 FAX () _____ pgs. _____

SUBTOTALS _____

FEE.....\$

DISBURSED..... \$

SURCHARGE.....\$.....

TAX on corporate supplies..... \$

SUBTOTAL..... \$

PREPAID..... \$

BALANCE DUE..... \$ _____

\$

TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION
OF
FLORIDA KEYS HEALTH CARE PROVIDERS, INC.

FILED
96 JUN 19 PM 12 01
TALLAHASSEE, FLORIDA

ARTICLE ONE

Name

The name of the Corporation shall be Florida Keys Health Care Providers, Inc.

ARTICLE TWO

Purposes

The purpose or purposes for which the Corporation is organized are:

A. To develop an appropriate physician hospital delivery system, for purposes of contracting with purchasers of health care services. The Corporation will establish managed care relationships with employers, third party payors, networks and other interested parties, for the express purpose of developing a managed care delivery model to facilitate improved patient outcomes and the delivery of high-quality, cost-effective and appropriate health care services for the benefit of the community;

B. To promote the efficient, cost-effective provision of health care services by hospitals, health care practitioners,

health care practitioner group practices, other licensed facilities and to facilitate the appropriate and efficient utilization of health care services for the benefit of the community;

C. To create, through a cooperative effort with health care practitioners and other health care providers, an organization which will combine the common interests and missions of the participants and the community in the delivery of cost-effective, appropriate quality health care for the benefit of the community;

D. To provide or facilitate practice management support services for affiliated providers, utilization and patient management services, patient education and monitoring services, service contract facilitation, ancillary services and programs; and

E. To engage in any other lawful act or activity for which the Corporation may be organized under the Florida Not For Profit Corporation Act, as it currently exists or as it may hereafter be amended, that may, directly or indirectly, promote the interests of the Corporation or enhance the value of its property;

In carrying out the purposes of the Corporation, the Corporation may require the services of licensed professionals. However, the Corporation itself shall not engage in any activity that would constitute the unauthorized corporate practice of

medicine or other licensed profession. Nothing contained in these Articles of Incorporation or in the Bylaws of the Corporation shall establish, modify, restrict, limit or alter the professional relationship between the person furnishing the professional services and the person receiving such services, or the standards of professional conduct and responsibility applicable to the rendering of such services. None of the licensed professionals employed or retained by the Corporation shall be subject to lay control or supervision in the exercise of their professional judgment.

ARTICLE THREE

Powers of the Corporation

The Corporation shall have the following powers:

A. All powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized, including such corporate powers as are granted in the Florida Not For Profit Corporation Act, as amended.

B. The power to own, possess, buy, sell, mortgage and lease both real and personal property.

Provided, however, no part of the net earnings of the Corporation shall inure to the benefit of any member, trustee or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes; provided, further, no member, trustee or officer of the Corporation or any private individual shall be entitled to share

in the distribution of any of the Corporate assets upon dissolution of the Corporation.

ARTICLE FOUR

Membership

The Corporation shall have two (2) classes of members: Physician Members and the Hospital Member. The Hospital Member shall be entitled to elect five (5) directors to the Board of Directors. Physician Members shall be entitled to elect five (5) directors to the Board of Directors, three (3) of whom shall be primary health care physicians (as such term is defined in the Bylaws) and two (2) of whom shall be specialty physicians (as such term is defined in the Bylaws). The Hospital Member and the Physician Members shall be accepted, approved, elected or designated in the manner provided in the Bylaws of the Corporation. The rights, powers, designations and privileges of the members are provided in the Bylaws of the Corporation.

ARTICLE FIVE

Incorporators

The names and residences of the Incorporators are:

<u>Name:</u>	<u>Residence:</u>
Patrice L. Tavernier	3301 Overseas Hwy., Marathon, FL 33050
Lester F. Blagg	3301 Overseas Hwy., Marathon, FL 33050
Sherry Carpenter	3301 Overseas Hwy., Marathon, FL 33050

ARTICLE SIX

Officers

A. The Officers of the Corporation shall be a President, Vice President, Secretary and a Treasurer and such other officers as shall be determined by the Board of Directors in accordance with the Bylaws of the Corporation. All Officers shall be elected and have the powers, rights and privileges as set forth in the Bylaws of the Corporation.

ARTICLE SEVEN

Directors

A. The operation and conduct of the business and affairs of the Corporation shall be managed by the Board of Directors. The initial Board of Directors shall consist of no less than three (3) individuals. At the first meeting of the Corporation and at all times thereafter the number of Directors, their manner of acting and the manner of their election shall be determined as set forth in the Bylaws of the Corporation.

B. The names and addresses of the persons who shall serve as the initial Board of Directors until the first annual meeting of the members of the Corporation are:

<u>Name:</u>	<u>Address:</u>
Patrice L. Tavernier	3301 Overseas Hwy., Marathon, FL 33050
Lester F. Blagg	3301 Overseas Hwy., Marathon, FL 33050
Sherry Carpenter	3301 Overseas Hwy., Marathon, FL 33050

ARTICLE EIGHT

Bylaws

The Bylaws of the Corporation shall be adopted by its Board of Directors. The Bylaws may only be amended, altered or rescinded in the manner provided in the Bylaws of the Corporation.

ARTICLE NINE

Amendment of Articles of Incorporation

These Articles of Incorporation may only be amended at a meeting of the Board of Directors by a majority vote of the Board of Directors.

ARTICLE TEN

Initial Registered Office and Agent and Corporation's Principal Office

The street address of the initial registered office of the Corporation is 3301 Overseas Hwy., Marathon, FL 33050 and the name of the initial registered agent of the Corporation at this address is Sherry Carpenter.

The street address of the principal office of the Corporation is 3301 Overseas Hwy., Marathon, FL 33050. The mailing address of the Corporation is the same. Branch offices may be maintained at such other points in the State of Florida and in the United States of America and in foreign countries as may from time to time be authorized by the Board of Directors.

ARTICLE ELEVEN

Non-Profit Status

The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its directors, trustees, 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 those purposes set forth in these Articles of Incorporation.

ARTICLE TWELVE

Termination of the Corporation

Upon dissolution, liquidation or other termination of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities and obligations of the Corporation, distribute all of the remaining net assets of the Corporation to the Fishermen's Hospital Association, Inc.

ARTICLE THIRTEEN

Indemnification

To the fullest extent permitted by the Florida Not For Profit Corporation Act, as it exists or may hereafter be amended, no person who is serving or who has served as a director of the Corporation shall be personally liable to the Corporation, its members or otherwise for monetary damage for breach of duty as a director. No amendment or repeal of this Article Thirteen, nor

the adoption of any provision to these Articles of Incorporation inconsistent with this Article Thirteen shall eliminate or reduce the protection granted herein with respect to any matter that occurred prior to such amendment, repeal or adoption.

IN WITNESS WHEREOF, the undersigned subscribing Incorporators have hereunto set our hands and seals this 11th day of June, 1996, for the purposes of forming this Corporation not for profit under the laws of the State of Florida.

Patrice L. Taverne
Patrice L. Taverne, Incorporator

Lester E. Blagg
LESTER E. BLAGG, Incorporator

Sherry Carpenter
Sherry Carpenter, Incorporator

Acceptance of designation as initial registered agent.

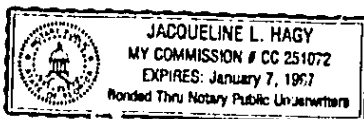
Sherry Carpenter
Sherry Carpenter

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day before me, an officer in the State aforesaid and in the County aforesaid, personally appeared PAUL L. TAYLOR to take acknowledgments, known to me to be the person described herein and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of June A.D., 1996, by PAUL L. TAYLOR who is known to me and who did/did not take an oath.



Jacqueline L. Hagy
Signature of Notary Public

JACQUELINE L. HAGY
Print Name of Notary Public

My Commission Expires:

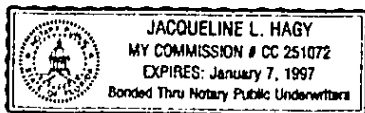
January 7, 1997

STATE OF FLORIDA

COUNTY OF MONROE

I HEREBY CERTIFY that on this day before me, an officer in the State aforesaid and in the County aforesaid, personally appeared LESTER F. BURG to take acknowledgments, known to me to be the person described herein and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 11th day of June A.D., 1996, by LESTER F. BURG who is known to me and who did/did not take an oath.



Jacqueline L. Hagy
Signature of Notary Public

JACQUELINE L. HAGY
Print Name of Notary Public

My Commission Expires:

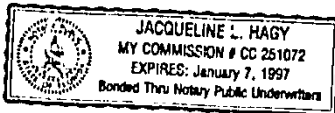
January 7, 1997

STATE OF FLORIDA

COUNTY OF MCNUE

I HEREBY CERTIFY that on this day before me, an officer in the State aforesaid and in the County aforesaid, personally appeared SHERRY CARPENTER to take acknowledgments, known to me to be the person described herein and who executed the foregoing instrument and he acknowledged before me that he executed the same.

WITNESS my hand and official Seal in the County and State last aforesaid this 14th day of June A.D., 1976, by S. CARPENTER who is known to me and who did not take an oath.



Jacqueline L. Hagy
Signature of Notary Public

JACQUELINE L. HAGY
Print Name of Notary Public

My Commission Expires:

January 7 1997

FILED

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