

N96000006174

TODD A. STERZOY
Holland and Knight

(Requestor's Name)
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(Address)
Tallahassee, Florida 32302
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OFFICE USE ONLY

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96 DEC -5 PM 12:48
DIVISION OF CORPORATION

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

1. Atlantic Care, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 1:00 ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" 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

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DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
ATLANTIC CARE, INC.**

FILED
SECRETARY OF STATE
96 DEC -7 PM 12:48

(A Not for Profit Corporation)

The undersigned, acting as incorporator of a corporation, being a natural person of the age of twenty-one years or more and citizen of the United States pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME OF CORPORATION

The name of the Corporation shall be:

ATLANTIC CARE, INC.

ARTICLE II

ADDRESS

The street and mailing address of the initial principal office of the corporation is 3900 N.W. 79th Avenue, Suite 500, Miami, Florida 33166.

ARTICLE III

DURATION

The period of the duration of this Corporation shall be perpetual, unless dissolved according to the law. The effective date shall be the date of the filing with the Florida Secretary of State.

ARTICLE IV

PURPOSES, POWERS & LIMITATIONS

1. The Corporation is organized, on a non-stock basis, for the purpose of coordinating, facilitating, providing, managing, and arranging for, the delivery of managed health care services to individuals enrolled in healthcare benefit plans sponsored by employers, and other third party payors through a network of participating physicians, member health centers, hospitals, and other healthcare providers, and to do all that is required to accomplish such purpose as permitted by law.

2. The Corporation shall engage in any other lawful activity or act for which corporations can be organized under the Florida Non-For-Profit Corporation Act.

ARTICLE V

MEMBERS

The provisions for categories of members and their respective privileges, qualification of members and the manner of their election shall be provided in the bylaws.

ARTICLE VI

BOARD OF DIRECTORS

1. The Corporation shall be managed by the Board of Directors. This Corporation shall have ten (10) directors initially who will be designated as a board of directors. The number of directors may be varied from time to time, by the by-laws, but shall never be less than three (3).

2. The members of the Board of Directors must be employed by, or serve on the Board of Directors of, corporations which are participating members of the Corporation.

3. Directors shall be elected and hold office in accordance with the by-laws.

4. The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

NAME

ADDRESS

Jessie Trice

5361 N.W. 22nd Avenue
Miami, Florida 33142

Brodes Hartley, Jr.

10300 S.W. 216th Street
Miami, Florida 33190

Caleb Davis

3090 S.W. 87th Avenue
Miami, Florida 33133

Mario Jardon

4175 W. 20th Avenue
Hialeah, Florida 33012

Evalina Bestman

1469 N.W. 36th Street
Miami, Florida 33142

Olivia Martinez

2141 S.W. 1st Street

	Miami, Florida 33135
Alvin Moore	5361 N.W. 22nd Avenue Miami, Florida 33142
Donald Butler	3090 S.W. 37th Avenue Miami, Florida 33133
Stephen N. Campbell, Ph.D.	10300 S.W. 216th Street Miami, Florida 33190

ARTICLE VII

INCORPORATOR

The name of the Incorporator of this Corporation is Nina M. Zollo and the address of said Incorporator is Holland & Knight, 315 South Calhoun Street, Suite 600, Tallahassee, Florida 32301. The Incorporator hereby assigns to the Corporation her rights under Section 617.013, Florida Statutes to constitute a corporation.

ARTICLE VIII

MEETINGS

1. The annual meeting for the election of members of the Board of Directors shall be held as provided in the by-laws.
2. The Corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings and shall provide notice of all such meetings.
3. A majority of the members shall constitute a quorum for the holding of any meetings of the directors.

ARTICLE IX

BY-LAWS

1. The Board of Directors of this Corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

2. Upon proper notice the by-laws may be altered, amended or rescinded by a majority vote of those directors present at a regular meeting or any special meeting called for that purpose at which a quorum is present.

ARTICLE X

AMENDMENTS

1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a majority vote of all members entitled to vote thereon.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent of the Corporation is Intrastate Registered Agent Corporation, c/o Holland & Knight, 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209.

ARTICLE XII

OFFICERS

1. The officers of the corporation shall be a Chairman, Vice-Chairman, President, Vice President, Secretary, Treasurer and such other officers as may be provided in the by-laws and will be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

2. The officers of the corporation may receive compensation as defined by the by-laws of the corporation and may be modified by the Board of Directors from time to time as set forth by the by-laws.

ARTICLE XIII

INDEMNIFICATION

The private property of the officers, directors and members of this corporation shall not be liable for its corporate debts. To the extent permitted by Florida Statutes, the corporation shall indemnify and defend its officers and its directors and members from and against liability arising from their offices or for their acts on behalf of the corporation.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed her signature this 5th day of December, 1996.



Nina M. Zollo

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Atlantic Care Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131-3209, has named Intrastate Registered Agent Corporation, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Mina M. Zello

Intrastate Registered Agent Corporation

Vice President

Date: 12/5/96

FILED
12/12/96
12:49