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

Group Practice Coalition Inc.

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

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
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REGISTRATION/QUALIFICATION	
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DIVISION OF CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
GROUP PRACTICE COALITION, INC.  
(A Corporation Not-for-Profit)

The undersigned, acting as incorporator for the purpose of creating a corporation not-for-profit under the laws of the State of Florida, as provided in Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

The name of the corporation shall be: GROUP PRACTICE COALITION, INC.

ARTICLE II.

PRINCIPAL OFFICE

The principal office of this corporation and the mailing address of this corporation is 390 Pinellas Bayway, Unit F, Tierra Verde, Florida 33715.

ARTICLE III.

DURATION

The corporation shall have perpetual existence.

ARTICLE IV.

PURPOSES

This corporation may engage in any activity or lawful purpose that is not for pecuniary profit, including but not limited to the specific initial purpose which shall be to coordinate the legislative affairs of the members, to monitor state regulatory activities relating to medical group practices, to provide information to elected and appointed officials of the state of Florida regarding the contributions to the satisfaction of health care needs of the citizens of the State of Florida that are made by medical group practices, and where appropriate to support candidates for elected office who endorse the goals of the corporation, including the making of monetary contributions to such candidates, subject to all applicable law.

**ARTICLE V.**  
**POWERS**

This corporation shall have all powers granted by law in Florida Statutes §617.0302, to not-for-profit corporations.

**ARTICLE VI.**  
**MEMBERSHIP**

(a) This corporation shall be organized on a nonstock basis and shall not issue shares of stock.

(b) Those persons who meet the membership requirements set forth in the Bylaws of the corporation shall be eligible for membership in this corporation. Each person approved and accepted for membership by a majority vote of the members, in accordance with the Bylaws, shall, as a prerequisite of such membership, pay the required dues and assessments as determined in accordance with the Bylaws of the corporation. The members, in accordance with the Bylaws, may expel members.

(c) All members shall have the same rights and privileges and each member shall be entitled to one (1) vote on all corporate matters requiring a vote of the membership, including the election of the Directors.

(d) All other provisions for membership qualification, the manner of admission to membership, the classes of membership, and the rights and obligations of the members shall be set forth in the Bylaws of the corporation.

**ARTICLE VII.**  
**BOARD OF DIRECTORS**

Control of the affairs of the corporation shall initially be vested in the Board of Directors consisting of not less than three (3) Directors, who shall be elected by the members on an annual basis, but the term of office of any member of the Board of Directors may be for a period of more than one (1) year as provided in the Bylaws. The number of Directors may be, as provided in the Bylaws, increased or decreased, but shall never be less than three (3) Directors. Vacancies on the Board of Directors shall be filled by a vote of the members in accordance with the Bylaws. Each member of the Board of Directors need not be a member of the corporation as a condition precedent to election or appointment to the Board except as otherwise provided in the Bylaws. The Board of

Directors may be organized into one (1) or more separate categories of Directors as provided in the Bylaws. The names and addresses of the first members of the Board of Directors who shall serve until their successors are duly elected and qualified are:

James G. Stolhanski  
7408 Camale Drive  
Pensacola, FL 32504

Michael G. Kissner  
6275 4<sup>th</sup> Street  
Vero Beach, FL 32968

Michael Reed  
805 Sandridge Drive  
Valrico, FL 33594

**ARTICLE VIII.**  
**INFORMAL ACTION**

To the extent permitted by law, any action required to be taken at any annual or special meeting of the Board of Directors, or any action which may be taken at any annual or special meeting of such Board, may be taken without a meeting, without prior notice, and without a vote, if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.

**ARTICLE IX.**  
**BYLAWS**

The members of the Corporation shall make, and shall have the power to amend or repeal, the Bylaws of the corporation.

**ARTICLE X.**  
**REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation and the name of its initial registered agent at such address are David L. Bailey, 390 Pinellas Bayway, Unit F, Tierra Verde, Florida 33715.

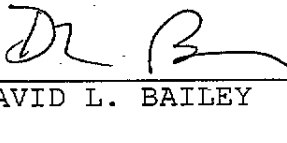
**ARTICLE XI.**  
**AMENDMENT OF ARTICLES**

These Articles of Incorporation may be amended by the members of the Corporation and such amendments may be proposed and adopted in the manner provided in the Bylaws.

**ARTICLE XII.**  
**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as incorporator are David L. Bailey, 390 Pinellas Bayway, Unit F, Tierra Verde, Florida 33715.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 8<sup>th</sup> day of February, 1999.

  
\_\_\_\_\_  
DAVID L. BAILEY

**ACCEPTANCE AND ACKNOWLEDGMENT**

I hereby agree to act as registered agent, and to comply with the provisions of all statutes relative to the proper and complete performance of my duties and am familiar with and accept the obligations of §607.0501 and §617.0501, Florida Statutes.

  
\_\_\_\_\_  
DAVID L. BAILEY, Registered Agent

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TALLAHASSEE, FLORIDA

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