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FLORIDA NON-PROFIT CORPORATION

THE PHYSICIAN-EMPLOYER HEALTHCARE ALLIANCE, INC.

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ARTICLES OF INCORPORATION

OF

THE PHYSICIAN-EMPLOYER HEALTHCARE ALLIANCE, INC.

A Not For Profit Corporation

The undersigned incorporator, for the purpose of forming a corporation under The Florida Not For Profit Corporation Act, Chapter 617 of Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of this corporation will be:

THE PHYSICIAN-EMPLOYER HEALTHCARE ALLIANCE, INC.

ARTICLE II

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation will be:

Suite 1900, 200 E. Las Olas Boulevard, Fort Lauderdale, Florida 33301

ARTICLE III

PURPOSES

This corporation is organized for the purpose of serving as a member organization for employers who seek to obtain contracts directly with healthcare professionals to provide their employees with quality health care at a reasonable cost. This corporation is not organized for the purpose of providing or selling insurance, and may not do so. Moreover, this corporation is not organized for the purpose of enabling its members to share the costs of providing healthcare to their respective employees, and may not do so.

KENNETH. P. WURTENBERGER, Esq. FLA. BAR #177004
Atlas, Pearlman, Trop & Borkson, P.A.
200 East Las Olas Boulevard, Suite 1900
Fort Lauderdale, Florida 33301
Phone No.: (954) 763-1200

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ARTICLE IV
CORPORATE POWERS

The corporation will have all the corporate powers provided under Florida law.

ARTICLE V
MEMBERSHIP

The number of, qualifications for, and other matters relating to Members, if any, will be as set forth in the by-laws from time to time.

ARTICLE VI
DIRECTORS

A. The affairs and business of the corporation will be conducted by a Board of Directors consisting of the number of directors determined by the by-laws, but this number may not be less than three (3).

B. The names and addresses of the members of the first Board of Directors who will hold office until their successors are elected and duly qualified are as follows:

Robert Cushing	-	Director
900 West 49 Street, Suite 400		
Hialeah, FL 33012		

Paul Zacharski	-	Director
3655 N.W. 87 th Avenue		
Miami, Florida 33178		

Kenneth Wurtenberger	-	Director
200 E. Las Olas Boulevard, Ste. 1900		
Fort Lauderdale, Florida 33301		

C. Additional and/or successor directors may be elected in the manner provided for in the by-laws from time to time.

D. Directors may be removed and vacancies on the Board of Directors may be filled by the remaining Directors, or in any other the manner provided for in the by-laws from time to time.

ARTICLE VII
OFFICERS

The affairs of the corporation will be administered by officers duly elected by the Board of Directors in the manner set forth in the by-laws from time to time.

ARTICLE VIII
BY-LAWS

The Board of Directors must adopt by-laws of the corporation to provide for the internal control and government of the corporation and may amend and repeal the by-laws, as necessary or appropriate, from time to time.

ARTICLE IX
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to Chapter 617.0501, Florida Statutes, the undersigned hereby designates Robert Cushing, Suite 400, 900 West 49 Street, Hialeah, Florida 33012, as initial registered agent of the corporation to accept service of process within the State of Florida.

ARTICLE X
AMENDMENTS

Prior to the organization meeting of the Directors named above, the incorporator may amend these Articles of Incorporation. Following the organizational meeting of the Directors named above, Amendments to the Articles of Incorporation may be proposed and adopted by the Board of Directors, or otherwise as so provided in the by-laws from time to time.

ARTICLE XI
TERM; DISSOLUTION; DISPOSITION OF REMAINING ASSETS

The existence of this corporation will be perpetual; provided, however, that the corporation may be dissolved as provided in the by-laws. Notwithstanding any contrary provisions of the by-laws, upon the dissolution of the corporation and the winding up of its affairs, the assets of the corporation must be distributed by the Board of Directors to one or more not for profit corporations. Any assets not so disposed of must be disposed of by a court of competent jurisdiction 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 the court may determine, which are organized and operated exclusively for such purposes.

ARTICLE XII
INDEMNIFICATION

The Corporation may indemnify any director, officer, employee, or agent of the Corporation to the fullest extent permitted by Florida law.

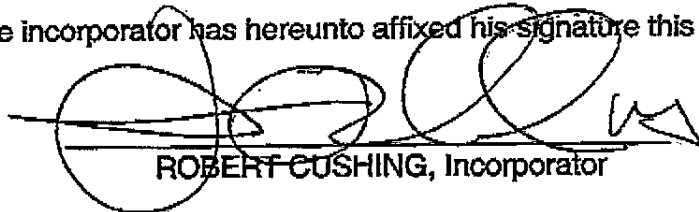
ARTICLE XIII
INCORPORATOR

The name and address of the incorporator is:

Robert Cushing
Suite 400
900 West 49 Street
Hialeah, Florida 33012

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IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature this
25th day of October, 1999.


ROBERT CUSHING, Incorporator

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5

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

IN COMPLIANCE WITH SECTION 617.0501, Florida Statutes, the undersigned corporation submits the following statement designating its registered office/registered agent:

1. The name of the corporation is **THE PHYSICIAN-EMPLOYER HEALTHCARE ALLIANCE, INC.**

2. The name and address of the registered agent and office is

Robert Cushing
Suite 400
900 West 49 Street
Hialeah, Florida 33012

ACCEPTANCE:

Having been named as registered agent and to accept service of process for **THE PHYSICIAN-EMPLOYER HEALTHCARE ALLIANCE, INC.**, at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Registered Agent

Dated: 10-25-99

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