

P13000025157

(Requestor's Name)

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(Address)

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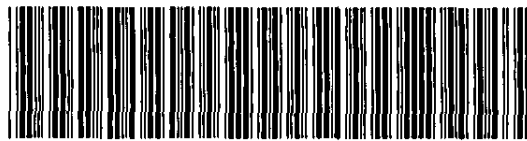
(Business Entity Name)

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TALLAHASSEE, FLORIDA
13 OCT - 1 PM 2:37

OCT - 1 2013

T. CARTER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 829584 7870805

AUTHORIZATION :

Susie Knight

COST LIMIT : \$ 52.50

ORDER DATE : October 1, 2013

ORDER TIME : 11:35 AM

ORDER NO. : 829584-005

CUSTOMER NO: 7870805

DOMESTIC AMENDMENT FILING

NAME: MCIC PHYSICIANS IPA GROUP,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: MCIC PHYSICIANS IPA GROUP, INC.

DOCUMENT NUMBER: P13000025157

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gina R. Dolan, Esq.

Name of Contact Person

The Greenberg, Dresevic, Hlnrichsen, Iwrey, Kalmowitz, Labow & Pendleton Law Group

Firm/ Company

1983 Marcus Avenue, Suite 106

Address

Lake Success, NY 11042

City/ State and Zip Code

GDOLAN@THEHLP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gina R. Dolan, Esq.

Name of Contact Person

at 516

492-3390

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 OCT -1 PM 2:37

Articles of Amendment
to
Articles of Incorporation
of

MCIC PHYSICIANS IPA GROUP, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

P13000025157

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

B. Enter new principal office address, if applicable:
(Principal office address MUST BE A STREET ADDRESS)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent N/A

(Florida street address)

New Registered Office Address: _____ Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V = Vice President; T = Treasurer; S = Secretary; D = Director; TR = Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

☒ Change PT John Doe

☐ Remove V Mike Jones

☐ Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add	_____	_____	_____
<input type="checkbox"/> Remove	_____	_____	_____

E. If amending or adding additional Articles, enter change(s) here:
(Attach additional sheets, if necessary). (Be specific)

Please see additional sheet attached.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:
(if not applicable, indicate N/A)

N/A

E. If amending or adding additional Articles, enter change(s) here:

Article III is amended to read in its entirety as follows:

The Corporation is formed and shall be limited to and operated exclusively for the following purposes:

(a) To provide services as an independent practice association (IPA) pursuant to the provisions of Article 44 of the Public Health Law of the State of New York and 10 NYCRR Part 98; and

(b) To arrange by contract for the delivery or provision of health services by individuals, entities and facilities licensed or certified to practice medicine and other health professions, and, as appropriate, ancillary medical services and equipment, by which arrangements such health care providers and suppliers will provide their services in accordance with and for such compensation as may be established by a contract between the Corporation and one or more health maintenance organizations which have been granted a certificate of authority pursuant to the provisions of Article 44 of the Public Health Law of the State of New York, as amended; and

(c) Any general powers and purposes contained in the Articles, as authorized by Section 202 of either the Business Corporation Law or the Not-for-Profit Corporation Law of the State of New York, are by express provision in the Articles to be exercised only as powers and purposes incidental to accomplishing the primary IPA powers and purposes of the Corporation; and

(d) Notwithstanding any other provision of this Certificate to the contrary, nothing contained herein shall authorize the Corporation to establish, operate, construct, lease or maintain a hospital or to provide hospital services or health-related services or to operate a certified home health agency, a hospice, or an MCO, or to provide a comprehensive health services plan as defined and covered by Articles 28, 36, 40 and 44, respectively, of the Public Health Law of the State of New York, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for the establishment or operation of any hospital or to establish, operate, construct, lease or maintain an adult care facility as provided by Article 7 of the Social Services Law of the State of New York, or to solicit, collect or otherwise raise or obtain any funds, contributions or grants from any source for any such purposes; and

(e) Except as authorized by the provisions of Public Health Law Article 44 of the State of New York and 10 NYCRR Part 98 (IPA), Title VIII of the Education Law of the State of New York, or other applicable statute, nothing herein shall authorize the corporation or limited liability company to engage in the practice of any profession in New York, engage in the training of any profession in New York or to use a professional title or term of any profession in New York in violation of Title VIII of the Education Law of the State of New York.

With respect to each purpose, the lawful public or quasi-public objective which each such purpose will achieve is the promotion of health services through the development of integrated, efficient, and effective service delivery models.

The Corporation may, as incidental to the purposes and powers stated in Paragraphs (a) through (e) above:

(f) enter into management contracts with MCOs to perform management functions permitted to be delegated by 10 NYCRR Subpart 98-1 or guidelines issued by the commissioner from time to time, subject to the prior written approval of any such contract by the commissioner pursuant to 10 NYCRR Subpart 98-1, provided, however, that the standards applied by the Corporation in performing such delegated functions shall be approved in writing by the delegating MCO as being substantially similar to those applied by the MCO directly and/or pursuant to delegation to the MCO's enrollee population as a whole. The Corporation, in performing management functions pursuant to management contracts with MCOs, as authorized by this paragraph, shall comply with all statutory and regulatory requirements, including registration as a utilization review agent, and timeframes applicable to the responsibilities delegated and activities being managed;

(g) contract with other individuals and entities to obtain technical and administrative services, provided, however, that the Corporation may not through contract or any other arrangement, delegate to any person authority to exercise the governing authority and responsibilities of the Corporation, nor may it delegate, through assignment or otherwise, any IPA authority or responsibility acquired pursuant to a management agreement with an MCO in accordance with 10 NYCRR Subpart 98-1 to any person unless the parties have received the prior approvals of the commissioner and the delegating MCO as required by statute or 10 NYCRR Subpart 98-1;

(h) contract with other IPAs in order that providers under contract with such other IPA may be made available to the MCOs and/or workers' compensation preferred provider organizations for which the contracting IPA arranges for the delivery of services; and

(i) have access to enrollee medical records to the extent necessary to perform management functions pursuant to a management contract with an MCO in accordance with 10 NYCRR Subpart 98-1 and pursuant to Article 44 of the Public Health Law of the State of New York and guidelines issued by the commissioner, subject to applicable state and federal requirements concerning the confidentiality of records, including those involving HIV and alcohol and substance abuse services.

The date of each amendment(s) adoption: September 24, 2013, if other than the date this document was signed.

Effective date (if applicable): September 24, 2013
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

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

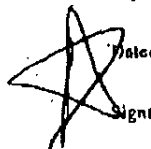
☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

 Dated 9-29-13
Signature _____

(By a director, president or other officer - If directors or officers have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Victor Behar

(Typed or printed name of person signing)

President

(Title of person signing)