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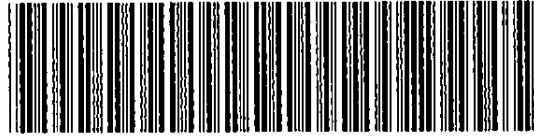
(Business Entity Name)

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DIVISION OF CORPORATIONS  
2014 JUL 14 PM 3:52  
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APPROVED  
AND  
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14 JUL 14 PM 4:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VFH

# Paul Watson Lambert

ATTORNEY AT LAW  
263 Rosehill Drive North  
TALLAHASSEE, FL 32312-9022

PHONE: (850) 597-2696

Email: [plambert@paul Lambertlaw.com](mailto:plambert@paul Lambertlaw.com)

July 14, 2014

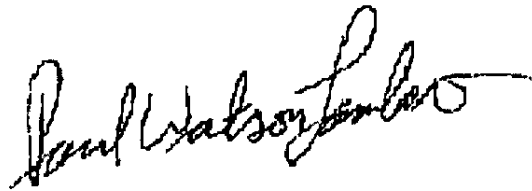
Department of State  
New Filing Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: SunCare Health IPA, Inc. a wholly owned subsidiary of the  
Florida Chiropractic Association, Inc.

Dear Mr. Secretary:

Enclosed are an original and one (1) copy of the articles of  
incorporation and a check in the amount of \$87.50 representing the filing  
fee, a certified copy and a certificate of status.

Sincerely,



---

Paul Watson Lambert  
General Counsel, Florida Chiropractic Assn., Inc.

Copies to:

Debra Brown, CEO  
Kim Driggers, Assistant General Counsel

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION** 14 JUL 14 PM 4:19  
**OF**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SunCare Health IPA, Inc.**  
**In Compliance with Chapter 607, Florida Statutes**

The undersigned Incorporator of SunCare Health IPA, Inc., a for profit corporation, a wholly owned subsidiary of the Florida Chiropractic Association, Inc., 30 Remington Road, Oakland, FL 34787, a not-for-profit corporation incorporated pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is SunCare Health IPA, Inc.

**ARTICLE II**  
**Principle Place of Business and Mailing Address**

The principle place of business and mailing address of SunCare Health IPA, Inc., is 30 Remington Road, Oakland, FL 34787.

**ARTICLE III**  
**Purpose**

The purpose for which the corporation is organized is to conduct any and all lawful business for which corporations can be organized pursuant to Chapter 607, Florida Statutes, including but not limited to: operation of a chiropractic independent physician association and matters related thereto.

**ARTICLE IV**  
**Authorized shares**

**4.01** The number of shares of stock the corporation has the authority to issue is: ten.

**4.02** The class of stock issued shall be preferred stock.

**4.03** Each share shall have a par value of \$100.00.

**ARTICLE V**  
**Directors, Officers and Chief Executive Officer**

**5.01 Initial Directors:** The Corporations' initial Board of Directors and Officers shall be comprised of five persons appointed and approved by the Board of Directors of the Florida Chiropractic Association, Inc., the names and addresses of whom are:

<b>Name</b>	<b>Title</b>	<b>Address</b>
Joe W. Johnson, D.C.	Director	PO Box 486, Paxton, Fl, 32538-0486
Debra Hoffman, D.C.	Director	11802 N. 56 <sup>th</sup> St., Tampa, Fl 33617
April Dodd, D.C.	Director	2025 Park St., Jacksonville, FL 32204
Jeremy Gordon, D.C.	Director	905 N. Stone St., DeLand, FL 32720
Arthur LeVine, D.C.	Director	5880 SW 7 <sup>th</sup> Street Plantation, FL, 33317

**5.02 Future Directors:** Future members of the Board of Directors shall be appointed and approved by the Board of Directors of the Florida Chiropractic Association, Inc.

**5.03 Chief Executive Officer:** The Chief Executive Officer of the corporation shall be the Chief Executive Officer of the Florida Chiropractic Association, Inc.

**ARTICLE VI**  
**Initial Registered Agent**

**6.01** The name of the initial registered agent is:

Debra Brown, CEO, Florida Chiropractic Association, Inc., 30 Remington Road, Oakland, FL 34787.

**ARTICLE VII**  
**Incorporator and Initial Registered Agent**

**6.01. Incorporator:** I, Paul Watson Lambert, Attorney-at-Law., residing at 263 Rosehill Drive North, Tallahassee, FL, 32312-9022, execute these Articles of Incorporation dated this day of , 2014.

**6.02. Initial Registered Agent:** The initial registered agent is: Debra Brown, CEO,

**6.03** The street address of the registered agent is: Florida Chiropractic Association, Inc., 30 Remington Road, Oakland, FL 34787.

**6.04 Email Address of Initial Registered Agent:** The email address of the initial registered agent is: debbie@fcachiro.org.

## **ARTICLE VIII**


### **Powers**

The SunCare Health IPA, Inc., has the power to engage in any lawful activity under the corporation code of the State of Florida including opening and operating a bank a account.

## **ARTICLE IX**

### **Statement of Acceptance by Registered Agent**

I, Debra Brown, hereby acknowledge that the undersigned individual or corporation accepts the appointment as Initial Registered Agent of SunCare Health IPA, Inc., the corporation which is named in these Articles of Incorporation.



Debra Brown, Registered Agent

## **ARTICLE X**

### **Bylaws**

The Directors shall adopt the initial bylaws of the corporation. The stockholder may amend the bylaws at anytime by the provisions therein.

**ARTICLE XI**  
**Dissolution**

Upon dissolution, assets shall be distributed by the Board of Directors of the Florida Chiropractic Association, Inc., according to Chapter 407, Florida Statutes. Further provisions regarding distribution upon dissolution shall be stated in the Corporation's bylaws.

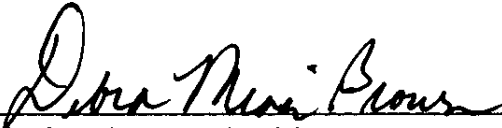
**ARTICLE XII**  
**Indemnification**

The corporation does indemnify any directors, officers, employees, incorporators, and shareholders of the corporation from any liability regarding the corporation and the business of the corporation, unless the person fraudulently and intentionally violated the law and/or maliciously conducted acts to damage and/or defraud the corporation, or as otherwise provided under Chapter 407, Florida Statutes.

**ARTICLE XIII**

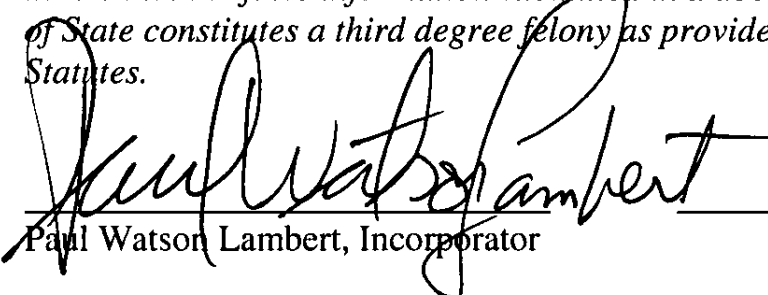
The effective date of the corporation shall be July 10, 2014.

*Having been named as registered agent to accept service of process for the above state corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

  
Debra Brown, Resident Agent

07/10/2014  
Date

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided in §817.155, Florida Statutes.*

  
Paul Watson Lambert, Incorporator

July 10, 2014  
Date

Prepared by:  
Paul Watson Lambert  
Attorney-at-Law  
263 Rosehill Drive North  
Tallahassee, FL 32312-9022  
850 597-2696  
[plambert@paul Lambertlaw.com](mailto:plambert@paul Lambertlaw.com)  
Fla. Bar #137794  
General Counsel, Florida Chiropractic Association, Inc.

SECRETARY OF STATE  
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