

BC&W
BROWN CLARK & WALTERS
PROFESSIONAL ASSOCIATION
ATTORNEYS & COUNSELORS AT LAW

Daryl J. Brown
John B. Brown*
William G. Christopher
Donald D. Clark
Blair E. Cohen
Donna L. Kerfoot
Jack Klingensmith
Conrad J. Lazo
Stuart Jay Levine
Carolyn R. McDevitt
Taso M. Milonas**
Shane T. Muñoz III
Douglas B. Polk
Geoffrey R. Rice
Peter Z. Skokos
James R. Thomson***
Joel W. Walters I

96 FEB 13 12 39 PM '96
P96000014647

February 9, 1996

Additional Jurisdictions:
John B. Brown - KY
William G. Christopher - MI, TX, VA,
Washington D.C.
Jack Klingensmith - CO, IL
Blair E. Cohen - IL
Geoffrey R. Rice - IL
Joel W. Walters - MO

* Board Certified Real Estate Attorney
** Board Certified Tax Attorney
*** Board Certified Health Law Attorney
I Certified Circuit Court Mediator
II Admitted to Connecticut only

REPLY TO:
Sarasota

CERTIFIED MAIL -
RETURN RECEIPT REQUESTED #P913804753

Secretary of State
Bureau of Corporate Records
Post Office Box 6327
Tallahassee, FL 32314

Re: Mayo Health Plan, Inc.

Dear Sir or Madam:


We are enclosing an original and one copy of Articles of Incorporation for filing on behalf of the subject corporation, and our check in the amount of \$122.50 to cover the filing fees.

Please file the Articles, certify the enclosed copy and return the certified copy to us in the enclosed stamped, self-addressed envelope.

Thank you for your attention to this matter.

Sincerely yours,

BROWN CLARK & WALTERS, P.A.


Taso M. Milonas

TMM/ea

Enclosures

cc: Joanne Martin, Esquire
Mr. Robert Brown
Daryl J. Brown, Esquire
James E. Thomson, Esquire

ARTICLES OF INCORPORATION
OF
MAYO HEALTH PLAN, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FEB 13 AM 9:56

The undersigned incorporators hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be:

MAYO HEALTH PLAN, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

4203 Belfort, Suite 220
Jacksonville, Florida 32216

ARTICLE III

Business and Purposes

The general purposes for which this corporation are organized are the operation of a health maintenance organization to be licensed in accordance with Florida Statutes, Chapter 641, and the transaction of any and all other lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$1.00 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 4500 San Pablo Road, Jacksonville, Florida 32224, and the initial registered agent of this corporation at such office shall be Joanne Martin. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of not less than four (4) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the

stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

ARTICLE VIII

Initial Board of Directors

The Initial Board of Directors of this corporation shall consist of four members, such members to hold office until their successors have been duly elected and qualify. The name and street address of each initial director are:

<u>Name</u>	<u>Address</u>
Leo F. Black, M.D.	4500 San Pablo Road Jacksonville, Florida 32224
David B. Bolling	4500 San Pablo Road Jacksonville, Florida 32224
Denis A. Cortese, M.D.	4500 San Pablo Road Jacksonville, Florida 32224
J. Larry Read	4500 San Pablo Road Jacksonville, Florida 32224

ARTICLE IX

Incorporators

The names and street addresses of the incorporators making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Leo F. Black, M.D.	4500 San Pablo Road Jacksonville, Florida 32224
Joanne Martin	4500 San Pablo Road Jacksonville, Florida 32224

ARTICLE X

Bylaws

(a) The power to adopt the bylaws of this corporation, to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any bylaw made by them that such bylaw shall not be altered, amended or repealed by the Board of Directors.

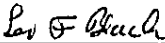
(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI


Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporators has executed these Articles for the uses and purposes therein stated.



 Leo F. Black, M.D.



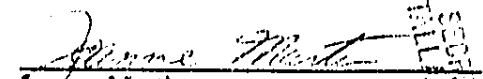
 Joanne Martin

MAYO HEALTH PLAN, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Joanne Martin, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 8th day of February, 1996.



Joanne Martin

FILED
SEP 13 AM 9:56
TALLAHASSEE, FLORIDA
STATE

P96000014647

HOLLAND & KNIGHT

Requestor's Name

315 SOUTH CALHOUN STREET

Address

Tallahassee, Florida 32301

City/State/Zip

Phone #

224-7000

900002166749--S

-05/06/97--01009--011

*****2.50 *****2.50

Office Use Only

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

1. Mayo Health Plan, Inc.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☒ Pick up time

5-5-97
4:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of State

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" 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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 MAY -5 PM 4:26

FILED

DIVISION OF CORPORATION

97 MAY -5 PM 2:28

RECEIVED

5/6

John Amend
C.O.

ARTICLES OF AMENDMENT
MAYO HEALTH PLAN, INC.

Pursuant to the provisions of the Florida Corporation Act, the following amendment to the Articles of Incorporation of Mayo Health Plan, Inc., a Florida Corporation, was duly adopted by the Board of Directors of the corporation on April 24, 1997 to be effective on January 1, 1997.

Article VII of the Articles of Incorporation of Mayo Health Plan, Inc. is hereby amended to provide in full as follows:

The Board of Directors of this corporation shall consist of not less than four (4) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the bylaws. Except as herein limited, the business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause. The stockholders shall have the following additional reserved powers:

- (a) to see the assets of the corporation;
- (b) to dissolve the corporation;
- (c) to merge the corporation with another entity;
- (d) to consolidate the corporation into a new entity;
- (e) to distribute assets of the corporation by way of dividend or otherwise;
- (f) to make capital expenditures in excess of Twenty Five Thousand Dollars (\$25,000.00) that are not part of a previously approved budget;
- (g) to amend or otherwise change the bylaws; and
- (h) to approve the operating and capital budget of the corporation.

This Amendment was adopted by the Board of Directors of Mayo Health Plan, Inc. on the 30th day of April, 1997.

In witness whereof, the undersigned, with certification of authority, executed this Articles of Amendment this 15 day of May, 1997.

MAYO HEALTH PLAN, INC.

By: Patrick Healy

Patrick Healy

Its: President/Executive Director