



ARTICLES OF AMENDMENT  
MAYO HEALTH PLAN, INC.

FILED

97 MAY -5 PM 4:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 stockholders 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 1<sup>st</sup> day of May, 1997.

MAYO HEALTH PLAN, INC.

By: Patrick Healy  
Patrick Healy  
Its: President/Executive Director