

AMENDMENT TO THE ARTICLES OF INCORPORATION

OF

FLORIDA HEALTH CHOICES, INC.

(a Florida Corporation Not-For-Profit)

(Originally incorporated on November 6, 2008)

We, the undersigned, being desirous of forming a corporation, not-for-profit, for charitable, educational and philanthropic purposes, under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following Amended and Restated Articles of Incorporation:

ARTICLE 1. - NAME

The name of this organization is: FLORIDA HEALTH CHOICES, INC.

ARTICLE 2. - PURPOSES

The purposes for which the corporation is organized are:

- (a) To administer the Florida Health Choices Program as provided in Section 408.910, Florida Statutes, and to conduct such other business as may further the administration of the Florida Health Choices Program.
- (b) To do all things to expand opportunities for Floridians without adequate access to affordable, quality health care to purchase affordable health insurance and health services through the Florida Health Choices Program.
- (c) To do all things to preserve the benefits of employer-sponsored insurance while easing the administrative burden for employers who offer these benefits through the Florida Health Choices Program.

(d) To do all things to enable individual choice in both the manner and amount of health care purchased through the Florida Health Choices Program.

(e) To provide for the purchase of individual, portable health care coverage through the Florida Health Choices Program.

(f) Disseminate information to consumers on the price and quality of health services in the Florida Health Choices Program.

(g) To sponsor a competitive market that will stimulate product innovation, quality improvement, and efficiency in the production and delivery of health services to under or uninsured citizens in Florida through the Florida Health Choices Program.

(h) To acquire, purchase, lease, mortgage and deal in all types of property, real and personal, which may be necessary and convenient to accomplish the general objectives herein stated, including the leasing or purchase of facilities, equipment, machinery and any other related items as the corporation may deem necessary.

(i) To receive and accept grants, loans or advances of funds from any public or private agency or individual and to solicit and receive funds, gifts, endowments, donations, grants, devises and bequests of money, property, labor, or any other thing of value to be held, used and applied by the corporation in furtherance of its charitable, scientific or educational purposes, either directly or indirectly by contributions to organizations exempt under section 501(c)(3) of the Internal Revenue Code and the regulations thereunder.

(j) To exercise all the powers enumerated in Chapter 617, Florida Statutes, and to transact any other lawful business for which the corporation may engage.

This corporation is organized exclusively for public purposes as a not-for-profit corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code, 1986, as amended, and its activities shall be conducted for such purposes in such manner that no part of its net earnings shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article 3 hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. In addition, the corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

ARTICLE 3. – POWERS

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, scientific, or educational purposes for which the corporation is organized.

(b) This corporation shall issue no stock. No part of its net earnings shall inure to the benefit of or shall be distributed to its members, directors, officers or other private persons.

(c) Notwithstanding any other provisions of these Articles, this corporation shall not carry on any activities deemed impermissible for corporations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or a corresponding provision of any future United States Internal Revenue Code.

ARTICLE 4. - CORPORATE HEADQUARTERS

The street address of the corporation shall be ~~225 South Adams Street, Suite 250~~200 West College Avenue, Suite 203, Tallahassee, Florida 32301.

The corporate headquarters may be changed from time to time by approval of the Board of Directors.

ARTICLE 5. - REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent is: Kelly B. Plante, Esquire, Brewton Plante, P.A., 225 South Adams Street, Suite 250, Tallahassee, Florida 32301.

ARTICLE 6 - MEMBERSHIP

Section 1. In accordance with Section 408.910, Florida Statutes, there shall be 15 members of the corporation, which members shall constitute the Board of Directors to include: three (3) ex-officio, non voting members to include the Secretary of the Agency for Health Care Administration, or designee with expertise in health care services; the Secretary for the Department of Management Services or a designee with expertise in state employee benefits; the Commissioner of the Office of Insurance Regulation or a designee with expertise in insurance regulation; four (4) members appointed by and serving at the pleasure of the Governor; four (4) members appointed by and serving at the pleasure of the President of the Senate; and four (4) members appointed by and serving at the pleasure of the Speaker of the House. Members may

not include insurers, health insurance agents or brokers, health care providers, health maintenance organizations, prepaid service providers, or any other entity, affiliate or subsidiary of eligible vendors.

Section 2. Each of the members of the Board of Directors shall serve a term of not more than three (3) years, the actual term being at the discretion of the appointing official, unless the appointment is to fill the remainder of a term left vacant by an appointed member of the Board resulting from resignation, death or otherwise. The number of terms shall be unlimited.

Section 3. In the event a vacancy shall occur on the Board by resignation, death or otherwise, such vacancy shall not be counted as a member of the corporation for the purpose of determining a quorum.

Section 4. No member of the Board of Directors shall vote on any matter which comes before the Board of Directors which would result in direct monetary gain to the Director of any firm, partnership, corporation, or other business enterprise in which the Director has any interest.

ARTICLE 7. - CHIEF EXECUTIVE OFFICER

The Board of Directors shall have the power to hire a Chief Executive Officer for the corporation who is responsible for the selection of other staff as may be authorized by the corporation's operating budget as approved by the Board of Directors.

ARTICLE 8. – MANAGEMENT OF CORPORATION

Section 1. The affairs of the corporation shall be managed by a Board of Directors which shall consist of all the members of the corporation as provided for in as may be prescribed by law, the Articles of Incorporation or the By-Laws. The Board of Directors shall be

responsible for establishing procedure and formulating policy for the corporation, and for determining the program activities of the corporation. The Board shall carry out the objectives of the corporation in compliance with Section 408.910, Florida Statutes, the Articles of Incorporation and By-Laws of the corporation.

Section 2. The Board of Directors may establish an Executive Committee to carry out the purposes of this corporation. The Executive Committee shall consist of a minimum of three (3) members of the Board of Directors of the corporation, which shall include the Chairman, Vice Chairman and the Secretary/Treasurer.

ARTICLE 9. - ANNUAL MEETINGS

There shall be at least one annual meeting of the Board of Directors. The actual number, times and locations thereof, shall be set by the Board of Directors.

ARTICLE 10. - INSURANCE

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who is or was serving at the request of the corporation, as a director, officer, employee, or agent of the corporation against any liability asserted against them and incurred by them in any such capacity, or arising out of their status as such, whether or not the corporation would have the authority to indemnify such person against such liability under the provisions of these articles, or under law.

ARTICLE 11. - AMENDMENTS

The corporation may amend, alter or repeal any provision of the articles of incorporation in the manner now or hereinafter prescribed by statute. Such amendments shall be adopted with

the approval of the Board of Directors at a meeting for which notice has been given that such amendments are to be considered.

ARTICLE 12. - BY-LAWS

The By-Laws of this corporation shall be altered, rescinded, or amended in the following manner:

The original By-Laws shall be adopted by a two-thirds vote of the Board of Directors herein named to manage the affairs of the corporation. Such By-Laws as are adopted in this manner may be altered, rescinded or amended by a majority of the Board of Directors provided, a copy of the proposed amendment shall have been submitted in writing to each director at least ten (10) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE 13. - DISSOLUTION

In the event it becomes necessary to dissolve this corporation, all of the corporation's assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to the State of Florida. None of these assets will be distributed by or to any member, officer or director of this corporation or any other entity.

IN WITNESS WHEREOF, we have subscribed our names on this ____ day of ~~June, 2009,~~ January, ~~2011~~ 2012 to the foregoing Amended and Restated Articles of Incorporation.

Chair

State of Florida

County of Leon

The foregoing instrument was acknowledged before me this ____ day of, January, 2012
by _____, as Chair of the Board of Directors of Florida Health Choices, Inc., who
is personally known to me or who produced _____ as identification.

Notary Public – State of Florida

Printed or Typed Name of Notary Public

Commission Number: _____

My Commission Expires: _____

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept services of process for Florida Health Choices, Inc., at Brewton Plante, P.A., 225 South Adams Street, Suite 250, Tallahassee, FL 32301, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.

Kelly B. Plante,
Designated Registered Agent

CORPORATE RESOLUTION

I, _____, Chairman of the Board of Directors of Florida Health Choices, Inc., do hereby certify that the foregoing Amended and Restated Articles of Incorporation consisting of nine (9) pages plus this page were duly adopted by vote of the Board of Directors at a duly called meeting at which a quorum was present on the 18th day of January, 2012. Any amendments hereto have been adopted pursuant to the provisions of Section 617.0201(4), Florida Statutes, and there is no discrepancy between the Articles as theretofore amended other than the inclusion of these amendments and the omission of historical interest.

FLORIDA HEALTH CHOICES, INC.

Chair