

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Amendment, filed on September 15, 2004, to Articles of Incorporation for MANAGED ACCESS TO CHILD HEALTH, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N93000003297.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fifteenth day of September, 2004



CR2EO22 (2-03)

Glenda E. Hood
Glenda E. Hood
Secretary of State

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

Managed Access To Child Health

(Present Name)

N93000003297

(Document Number of Corporation (If known))

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: (Indicate Article Number (s) being amended, added or deleted).

In the Articles the following changes were made:

- Incorporated the 3/9/94 amendments into Art.III-purpose, and took out references in purpose to HRS and primary care.
- Article I – new address
- Art. V - “insure” to “inure”
- VIII – changed address and listed Dr. Olin B. Mauldin as Registered Agent.

SECOND: The date of adoption of the amendment(s) was: October 16, 2003

THIRD: Adoption of Amendment (check one)

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the Board of Directors.

Signature of Chairman, Vice Chairman, President or Officer

Typed or Printed Name

Title

Date

AMENDED ARTICLES OF INCORPORATION
OF
MANAGED ACCESS TO CHLD HEALTH, INC.

The undersigned, being of legal age and competent to contract for the purpose of organizing a non-for-profit corporation of non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation and does hereby agree and certify as follows:

ARTICLE I
NAME

The name of this Corporation shall be Managed Access to Child Health (MATCH), Inc., whose principle office shall be located at 910 North Jefferson St., Jacksonville, Florida 32209.

ARTICLE II
COMMENCEMENT OF CORPORATE EXISTENCE

This Corporation shall commence corporate existence immediately upon the execution of these Articles and shall have perpetual existence unless sooner dissolved according to law.

ARTICLE III
PURPOSE

The purpose of this Corporation shall include; but shall not be limited to, the organization, operation, and maintenance of a case management program in Northeast Florida; to coordinate and contract with the State of Florida, Department of Health for the purpose of ensuring that children have available to them and receive medical care. The rules governing the organization, operation and maintenance of the case management program shall be as set forth in this Corporation's Bylaws.

Notwithstanding any other provisions of these Articles, the purposes for which the Corporation is exclusively religious, charitable, scientific, literary, educational with in the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on any activities not permitted to be carried on by an organization exempt from Federal Income tax under section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United State Internal Revenue law.

ARTICLE IV GENERAL POWERS

Except as may be restricted in Articles III and V herein, this Corporation shall have all the powers enumerated for corporations in the Florida Not-for-Profit Corporation Act, as it now exists and as hereafter amended, and all such other powers as are permitted by applicable law, including, without limitation and only by illustration, the following powers unless later restricted by applicable law.

- (a) To have succession by its corporate name for the duration of its existence.
- (b) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.
- (c) To purchase, take, receive, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any other interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, create security interests in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (e) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds to loaned or invested.
- (f) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purpose.
- (g) To increase, by a vote of its members, cast as the bylaws may direct, the number of its directors, so that the number shall not be less than three but may be any number in excess thereof.
- (h) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sell and deal in and with , shares or other interests in; or obligations of, other domestic or foreign corporations, whether for profit associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, governmental district, or municipality, or any other instrumentality thereof.
- (i) To make contracts and guarantees and incur liabilities, borrow money at such rates or interests as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property franchises, and income.
- (j) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by the Florida-Not-For Profit Corporation Act in any state, territory, district, or possession of the United States or any foreign country.

- (k) To elect or appoint officers and agents and define their duties and allow them reasonable compensation.
- (l) To adopt, change, amend and repeal bylaws, not inconsistent with these Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs and the exercise of its powers.
- (m) To make donations for the public welfare or for religious, charitable, scientific, educational, or other similar purposes.
- (n) To have and exercise all powers necessary or convenient to affect its purpose.
- (o) To merge and consolidate with other corporations both for profit and not-for-profit, domestic and foreign, provided that the surviving corporation is a corporation not for profit.

ARTICLE V

PROHIBITED ACTIVITIES

The Corporation shall not allow any expenditure or any part of the net earnings of the Corporation to inure to the benefit of any member, director, or officer of the Corporation. (except that reasonable compensation may be paid for the services rendered to or for the Corporation effecting one or more of its purposes), nor shall any member, director, or officer of the Corporation, or any private individual, be entitled to share in the distribution of the Corporation's assets on dissolution of the Corporation, or shall be a substantial part of the activities of the Corporation, or shall a substantial part of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the Corporation is deemed to be a Private Corporation as defined by Section 509 of the Code; then for so long as the Corporation is deemed a Private Corporation, the following provisions shall also be applicable.

1. The Corporation shall not engage in any act of "self dealing" as defined in Section 4941 (d) of the code.
2. The Corporation shall not retain any "excess business holdings" as defined in Section 4943 (c) of the Code, which would give rise to any liability for the tax imposed by Section 4943 (a) of the Code.
3. The Corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes or in such manner as to subject it to tax under section 4944 of the Code.
4. The Corporation shall not make any "taxable expenditures" as defined in Section 4945 (d) of the Code, which would give rise to any liability for the tax imposed by Section 4945 (a) of the Code.

ARTICLE VI
DISTRIBUTION UPON DISSOLUTION

Upon the liquidation, dissolution, or completion of the affairs of the Corporation, the assets of the Corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501 (c) (3) of the Internal Revenue Service Code.

ARTICLE VII
MEMBERSHIP

The members of this not-for-profit Corporation shall be qualified and admitted as set forth in the bylaws of the Corporation.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The registered office of the Corporation shall be located at 910 North Jefferson Street, Jacksonville, FL 32209, and the registered agent of the Corporation at that address shall be Olin B. Mauldin, M.D. The corporation may change its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE IX
INITIAL BOARD OF DIRECTORS

This Corporation shall have (3) directors initially. The number of directors may be either increased or diminished from time to time as provided in the Bylaws. The names and street address of the initial directors of this foundation are:

Olin B. Mauldin, Jr. J.D.
University of Florida Health Science Center - Jacksonville
Department of Pediatrics
653-1 West 8th Street
Jacksonville, FL 32209

Dale F. Zimmerman, M.D.
4131 University Boulevard South, Suite 4
Jacksonville, FL 32216

David W. Bailey, M.D.
Children's Medical Service
4080 Woodcock Drive, Suite 201
Jacksonville, FL 32207

A director may be removed at any time, with or without cause.

ARTICLE X
INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

Olin B. Mauldin, Jr., M.D.
University of Florida Health Science Center - Jacksonville
Department of Pediatrics
653-1 West 8th Street
Jacksonville, FL 32209

ARTICLE XI
BY LAWS

Except as otherwise provided by law, the power to adopt, alter, amend, or repeal the bylaws shall be vested in the Board of Directors.

ARTICLE XII
INDEMNIFICATION

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees, agents, and former directors, officers, employees, and agents from and against all, liabilities and obligations, including attorneys fees incurred in connection with any actions taken or dialed to be taken by said directors, officers, employees, and agents in their capacity, as such, except for willful misconduct or gross negligence.

ARTICLE XIII
AMENDMENT

These Articles of Incorporation may be amended at any time by a resolution adopted by a vote of two-thirds (2/3) of the members present, provided that due notice of the proposed amendment has been given to the members in accordance with the Bylaws.

ARTICLE XIV
HEADINGS AND CAPTIONS

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida to operate both within and without the State of Florida, hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereunto sets his hand and seal this _____ day of _____ 2004.

Olin B. Mauldin, Jr., M.D.

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, a notary public authorized to take acknowledgements in the state and county set forth above, personally appeared personally appeared Olin B. Mauldin, Jr., M.D., known to me to be the person executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS THEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this _____ day of _____ 2004.

(NOTARY SEAL)

Notary Public
My commission expires:

CERTIFICATE OF ADOPTION

I HEREBY CERTIFY that the foregoing Bylaws were duly adopted by an Organization Action taken by the Directors of Managed Access To Child Health, Inc., on the 16 day of October, 2003.

By: _____
Olin B. Mauldin, M.D.