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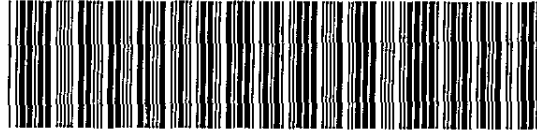
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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 499543 7193709

AUTHORIZATION :

Patricia Pajaro

COST LIMIT : \$ 78.75

ORDER DATE : March 16, 2004

ORDER TIME : 1:49 PM

ORDER NO. : 499543-005

CUSTOMER NO: 7193709

CUSTOMER: Ms. Kristy Hair
Greenberg Traurig, P.a.

Suite 700
2375 E. Camelback Road
Phoenix, AZ 85016

DOMESTIC FILING

NAME: PHYSICIANS' FOUNDATION FOR
HEALTH SYSTEMS EXCELLENCE,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP
____ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - EXT. 2955

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS EXCELLENCE, INC.
(A Florida Corporation Not For Profit)**

**ARTICLE I.
NAME**

The name of this Corporation is **PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS EXCELLENCE, INC.**, (hereinafter called the "Corporation").

**ARTICLE II.
CORPORATE NATURE**

The Corporation is a corporation not for profit organized pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III.
ADDRESS**

The address of the principal office and the mailing address of the Corporation shall be: c/o Florida Medical Association, 123 Adams Street, Tallahassee, FL 32301.

**ARTICLE IV.
DURATION**

The period of the duration of the Corporation is perpetual unless dissolved according to law.

**ARTICLE V.
PURPOSES**

The Corporation is organized exclusively for the purpose of promoting high quality medical care, including, without limitation, assisting physicians and the public to improve the quality of care received by patients in the evolving healthcare environment, in a manner that constitutes charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code"). The Corporation shall expend during each twelve month period commencing on the initial funding of the Corporation by Aetna Inc., or the anniversary date of such funding, as the case may be, for such purposes in accordance with the provisions of these Articles of Incorporation, (i) not less than twenty-five percent (25%) of the aggregate amount contributed to the Corporation in connection with the settlement of In re Managed Care Litigation, MDL Docket No. 1334 (the "Settlement") by Aetna, Inc., provided, however, that such expenditure requirement may be waived upon the consent of the Aetna Director, as hereinafter defined, and (ii) not less than ten percent (10%) of any additional amounts contributed by other persons to the Corporation in connection with the Settlement

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ARTICLE VI. POWERS

The Corporation shall have all of the powers, privileges, rights, and immunities necessary or convenient for carrying out the purposes set forth in Article V hereof, and all the benefits, privileges, rights and powers created, given, extended or conferred now or hereafter, by the provisions of all applicable laws of the State of Florida pertaining to corporations not for profit, including any additions or amendments thereto, provided, however:

A. The Corporation shall expressly have no power to engage in, or to make contributions or grants or to provide support to any person or entity for the purpose of engaging in, any of the following activities:

- i. Lobbying any legislative or executive branch of the federal, state or local governments;
- ii. Litigation, arbitration or other dispute resolution, other than to the extent such activities are directly related to the other activities of the Corporation;
- iii. Laboratory research or animal research;
- iv. Research and/or development of drugs or medical devices;
- v. Any activity in which an organization described in Sections 501(c)(3) of the Code or a private foundation subject to Chapter 42 of the Code is not permitted to engage under Section 501(c)(3) and Chapter 42, as in effect on the date hereof; or
- vi. Any activity that is inconsistent with the purposes of the Corporation as described in Article V of these Articles of Incorporation.

ARTICLE VII. MEMBERS

The Corporation shall have two (2) classes of members (the "Members," or individually each a "Member"): the Signatory Societies Members (the "Signatory Societies") and the Aetna Member. The Signatory Societies shall consist of the following entities: Alaska State Medical Association, California Medical Association, Connecticut State Medical Society, Denton County Medical Society (Texas), El Paso County Medical Society (Colorado), Florida Medical Association, Hawaii Medical Association, Louisiana State Medical Society, Medical Association of Georgia, Medical Society of New Jersey, Medical Society of the State of New York, Nebraska Medical Association, New Hampshire Medical Society, North Carolina Medical Society, Northern Virginia Medical Societies, South Carolina Medical Association, Tennessee Medical Association, Texas Medical Association, and Washington State Medical Association. Aetna Inc., shall be the sole Aetna Member. The rights and powers of the Members of the Corporation shall be as provided in these Articles of Incorporation and the Bylaws of the

Corporation. The Board of Directors may create additional classes of Members in accordance with the provisions of these Articles of Incorporation and the Corporation's Bylaws.

ARTICLE VIII. MANAGEMENT

A. All power and authority of the Corporation shall be vested in and exercised by its Board of Directors, which shall manage and direct the affairs of the Corporation in accordance with applicable law and as provided in the bylaws of the Corporation. The number of directors of the Corporation shall be eleven (11) persons. Ten (10) directors shall be designated "Societies Directors." The Societies Directors shall be eligible to vote on all matters considered by the Board of Directors. The eleventh director (the "Aetna Director") shall have the right to vote only in the case of matters requiring unanimous approval of all of the directors ("Unanimous Consent Matters"), as defined below. Other rights of the members of the Board of Directors, including without limitation, the terms of each of the directors, shall be as provided in the bylaws of the Corporation.

B. Each Societies Director shall appoint his or her own successor at the annual meeting. In the event a Societies Director is removed or is unable to continue to serve (because of death or disability), then a successor Societies Director to fill the open position shall be designated by the Signatory Society who originally designated that Societies Director. In addition, the Signatory Society who designated a Societies Director may remove such Societies Director and designate a new Societies Director.

C. The Aetna Director shall be designated by the Aetna Member. The Aetna Member may remove the designated Aetna Director and designate a new Aetna Director.

D. The following Unanimous Consent Matters may be approved only upon the consent of all of the directors of the Corporation, including, without limitation, the Aetna Director:

- i. An amendment, modification, revision or restatement of Articles V, VI, VII and VIII, except with respect to the number of Voting Directors, of the Articles of Incorporation or of the Bylaws of the Corporation to the extent provided in the Bylaws;
- ii. A change in the federal income tax status of the Corporation;
- iii. The admission of additional members to the Corporation;
- iv. The dissolution of the Corporation;
- v. The Corporation engaging in any activities for which it has no power to engage in accordance with these Articles of Incorporation or the bylaws of the Corporation; or

- vi. Waiver of the obligation to annually expend 25% of certain contributions as required by Article V of these Articles of Incorporation.

ARTICLE IX. INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who shall serve as the initial Board of Directors of the Corporation are as follows:

Societies Directors: John M. Knight; Louis J. Goodman, PhD; Lawrence Braud, M.D.; Alan Plummer, M.D.; Timothy B. Norbeck; Charles R. Handorf, M.D.; Paul D. Weber; Charles N. Aswad, M.D.; William F. Mahon; and John C. Lewin, M.D.

Aetna Director: Patricia P. Mueller, M.D.

The address for each of the above-named directors is: 123 Adams Street, Tallahassee, FL 32301

ARTICLE X. DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws.

ARTICLE XI. RESTRICTIONS REQUIRED BY THE CODE

A. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its directors, 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 V hereof.

B. No 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 or engage in political activities of any kind.

C. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, as amended, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2106(a)(2) and 2522 of the Code, or corresponding sections of any future federal tax code.

D. The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code, or corresponding section of any future federal tax code, unless the Corporation constitutes a private operating foundation, as defined in Section 4942(j)(3) of the Code.

E. The Corporation shall not (i) engage in any act of self-dealing as defined in Section 4941(d) of the Code, as amended, or corresponding section of any future federal tax code; (ii) retain any excess business holdings as defined in Section 4943(c) of the Code, or corresponding section of any future federal tax code; (iii) make any investments in such manner as to subject it to tax under Section 4944 of Code, or corresponding section of any future federal tax code; or (iv) make any taxable expenditures as defined in Section 4945(d) of the Code, or corresponding section of any future federal tax code.

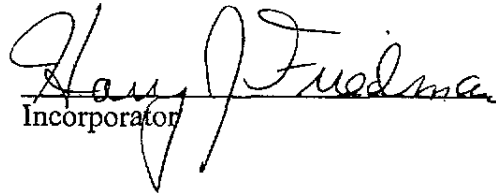
**ARTICLE XII.
REGISTERED OFFICE; REGISTERED AGENT**

The street address of the Corporation's registered office in the State of Florida is 1201 Hays Street, Tallahassee, FL 32301 and the name of its registered agent at such office is Corporation Service Company.

**ARTICLE XIII.
INCORPORATOR**

The name and address of the sole incorporator is Harry J. Friedman, 2375 East Camelback Road, Phoenix, Arizona 85016 (hereinafter called the "Incorporator").

IN WITNESS WHEREOF, the undersigned, has signed these Articles of Incorporation on this 15 day of March 2004.


Incorporator

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

WITNESSETH:

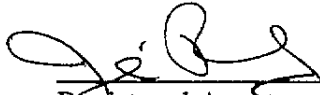
That Physicians' Foundation For Health Systems Excellence, Inc., desiring to organize under the laws of the State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, FL 32301, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0501, Florida Statutes.

Dated this 16th day of March, 2004.

Jeanine Reynolds
as its agent



Registered Agent

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