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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS EXCELLENCE

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

OF

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS EXCELLENCE, INC.
(Florida not for profit corporation)

AND

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATIONS, INC.
(Florida not for profit corporation)

The undersigned corporations hereby submit these Articles of Merger pursuant to Sections 617.1101 and 617.1105, Florida Statutes, and certify that:

1. Physicians' Foundation For Health Systems Innovations, Inc., a Florida not for profit corporation ("Physicians' Innovations") shall be merged with and into Physicians' Foundation For Health Systems Excellence, Inc., a Florida not for profit corporation (Physicians' Excellence" and sometimes referred to collectively as the "Constituent Corporations"), and Physicians' Excellence shall be the surviving corporation (the "Surviving Corporation").

2. The Plan of Merger (as hereinafter defined) pursuant to which Physicians' Innovations shall be merged with and into the Surviving Corporation (the "Merger"), was adopted pursuant to Section 617.1103, Florida Statutes, by the Board of Directors of Physicians' Excellence at a meeting duly called and held on August 12, 2007, at which a quorum was present. The number of directors of Physicians' Excellence in office as of such date was eleven (11) and the vote was unanimous, including the Aetna Director. The Plan of Merger was adopted by the Board of Directors of Physicians' Innovations at a meeting duly called and held on August 12, 2007, at which a quorum was present. the vote was unanimous.

The members of each of Physicians' Excellence and Physicians' Innovations are not entitled to vote on the Amendments to the Articles of Incorporation and Plan of Merger.

3. The Merger shall become effective on October 1, 2007 (the "Effective Date").

4. The Merger shall be carried out in accordance with the following plan of merger (the "Plan of Merger"):

PLAN OF MERGER

Section I. The Parties.

(a) The names of the parties to the Merger are Physicians' Foundation For Health Systems Innovations, Inc., a Florida not for profit corporation ("Physicians' Innovations") and Physicians' Foundation for Health Systems Excellence, Inc., a Florida not for profit corporation (Physicians' Excellence" and sometimes referred to collectively as the "Constituent

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Corporations"). Physicians' Innovations shall be merged with and into Physicians' Excellence, and Physicians' Excellence shall be the surviving corporation (the "Surviving Corporation").

(b) Physicians' Excellence and Physicians' Innovations each represents and warrants to the other that it is a not for profit corporation duly organized, validly existing and in good standing under the laws of the State of Florida, that it has all requisite corporate power and authority to enter into this Plan of Merger.

Section 2. Terms and Conditions of Merger.

(a) The Merger (as hereinafter defined shall become effective on October 1, 2007 (the "Effective Date").

(b) As of the Effective Date, Physicians' Innovations will be merged with and into Physicians' Excellence which will be the Surviving Corporation and which will continue to exist under its present name pursuant to the provisions of the Florida Not For Profit Corporations Act (the "Merger"). The separate corporate existence of Physicians' Innovations shall cease in accordance with the provisions of the Florida Not For Profit Corporations Act. The Surviving Corporation shall continue to be organized and operated as a tax-exempt, non-profit corporation pursuant to Chapter 617, Florida Statutes, and Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. No part of the assets of the Surviving Corporation shall inure to the benefit of any private individual.

(c) From and after the Effective Date, the Articles of Incorporation of Physicians' Excellence, as amended and restated herein, shall remain and be the Articles of Incorporation of Physicians' Excellence.

(d) Attached hereto and included herein as Exhibit A is a copy of the Amended and Restated Articles of Incorporation of Physicians' Excellence, from and after the Effective Date. The amendments to the Articles of Incorporation are explained as follows:

The address of the principal office of the Surviving Corporation in ARTICLE III has been changed.

The purposes in ARTICLE V have been revised slightly and put in four separate paragraphs.

The former ARTICLE VII has been deleted.

A new ARTICLE VII provides for the activities of the Corporation to be subject to Federal Court supervision.

The former ARTICLE VIII has been deleted.

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In new ARTICLE VIII the size of the Board of Directors has been increased, the removal of a Director, except for the Aetna Director, now requires a seventy-five percent (75%) vote of the Directors, and the rights of the Aetna Director remain unchanged.

The former ARTICLE IX containing the names of the initial Directors has been deleted.

A new ARTICLE IX has been added to provide for two separate funds, one constituting the remaining assets of the Aetna settlement and the other the remaining assets of the Cigna settlement.

(e) From and after the Effective Date, the Bylaws of Physicians' Excellence, as amended to be effective on the Effective Date, shall remain and be the Bylaws of Physicians Excellence until further changed, altered, or amended as therein provided and in the manner prescribed by the provision of the Florida Not For Profit Corporations Act.

(f) From and after the Effective Date, the Board of Directors and officers of Physicians' Excellence immediately prior to the Effective Date of the Merger shall continue to be the members of the Board of Directors and officers of Physicians Excellence, and in addition, the members of the Board of Directors of Physicians' Innovations shall from and after the Effective Date be and become members of the Board of Directors of Physicians Excellence, all of whom shall hold their position as directors and officers until the election and qualification of their respective successors, if any, or terminated in accordance with the Articles of Incorporation of Physicians Excellence.

Section 3. Manner and Basis of Converting Membership.

(a) From and after the Effective Date, by virtue of the Merger, the membership categories of both Physicians' Excellence and Physicians' Innovations shall be deleted, and in lieu thereof the increased number of members of the Board of Directors of Physicians Excellence shall constitute the sole membership of the Surviving Corporation, Physicians Excellence.

Section 4. Other Provisions.

(a) Authorization. The Boards of Directors and the proper officers of each of Physicians' Excellence and Physicians' Innovations are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or to put into effect any of the provisions of this Plan of Merger or of the Merger herein provided for.

(b) Amendment. This Plan of Merger may be amended by the Boards of Directors of the Constituent Corporations at any time prior to the filing of the Articles of Merger with the State of Florida.

(c) Termination. At any time prior to the filing of the Articles of Merger with the State of Florida, whether before or after approval of this Plan of Merger by the Boards of

Directors of the Constituent Corporations, the Plan of Merger may be terminated by mutual consent of the Boards of Directors of the Constituent Corporations.

(d) Governing Law. This Plan of Merger shall be governed by, and construed in accordance with, the laws of the State of Florida.

(e) Counterparts. This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of each of Physicians' Excellence and Physicians' Innovations by their authorized officers as of August 17, 2007.

PHYSICIANS' FOUNDATION FOR HEALTH
SYSTEMS INNOVATIONS, INC.

By: Louis J. Goodman
Name: Louis J. Goodman
Title: President

PHYSICIANS' FOUNDATION FOR HEALTH
SYSTEMS EXCELLENCE, INC.

By: Louis J. Goodman
Name: Louis J. Goodman
Title: President

Exhibit A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
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.

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 mailing address of the Corporation is 22451 Glenview Lane, Bonita Springs, Florida 34135, Attention: Timothy Norbeck.

ARTICLE IV
Duration

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

ARTICLE V
Purposes

The purposes of the Corporation are:

1. To operate exclusively for scientific, educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Code");
2. To promote high quality medical health care, including, without limitation assisting physicians and the public to improve the quality of health care received by patients and to enhance the delivery of medical care to disadvantaged members of the public.

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- 3 The source of initial funding of the Corporation was from settlements of litigation with defendants Aetna Inc. and Cigna entities in MDL Docket No. 1334 in the United States District Court for the southern District of Florida.
4. The Corporation shall expend during each twelve month period not less than twenty-five percent (25%) of the aggregate amount contributed to the Corporation by Aetna Inc. as a result of the settlement of certain litigation (provided, however, that such expenditure requirement may be waived upon the consent of the Aetna Director), and not less than ten percent (10%) of any additional amounts contributed in connection with the settlement of litigation.

ARTICLE VI Powers

The Corporation shall have 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 purposes 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 inconsistent with its status as a Section 501(c)(3) of the Code foundation; and
- vi. Any activity that is inconsistent with the purposes of the Corporation as described in Article V of these Articles of Incorporation.

ARTICLE VII Judicial Supervision

The activities of the Corporation shall be subject to the supervision of the United States District Court for the Southern District of Florida.

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ARTICLE VIII
Board of Directors

A. Except as provided in paragraph B of this article IX, the affairs of the Corporations shall be managed by a Board of Directors comprised of not more than 21 individuals. The following 20 medical societies or associations shall, unless they decline, each be entitled to one member on the Board of Directors:

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, Vermont Medical Society, and Washington State Medical Association.

B. There shall be two Directors from the Medical Association of Georgia and two from the Tennessee Medical Association each of whom shall be entitled to cast one-half vote on all corporate matters; provided, however, when one Director from Georgia and one from Tennessee leaves the Board, he or she shall not be replaced and the remaining Directors, as well as their successors, shall have one vote.

C. There shall be a 21st Director selected by Aetna Inc., and designated as the "Aetna Director." Aetna Inc. may remove the Aetna Director and designate another individual to serve in that capacity and shall provide written notice of the replacement.

D. Each medical society or association shall select its successor Director. The term of Directors shall be as provided in the Bylaws. There shall be no limit of the number of successive terms they may serve.

E. Except for the Aetna Director, a Director may be removed at any time by a vote of seventy-five (75) percent of the Directors in accordance with the Act. In the event a Director is removed as described or is unable or unwilling to continue to serve (because of death, disability or resignation), then a successor Director to fill the open position shall be designated by the society or association which originally designated that Director. In addition, the society or association which designated a Director may remove such Director and designate a new Director.

F. 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.

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

- i. An amendment, modification, revision or restatement of Articles V, VI, and IX, 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;

ARTICLE IX Separate Funds

A. The Corporation shall have two or more separate funds. One fund shall be designated as "the Excellence Fund" and shall constitute all remaining assets from the Aerna Inc., Settlement, including investment income earned thereon. The second fund shall be designated as "the Innovations Fund" and shall constitute all remaining assets of the former Physicians' Foundation for Health Systems Innovations, Inc., including investment income earned thereon.

B. The Excellence Fund and the Innovations Fund shall not be commingled in any manner, including procedures relating to the awarding of grants. In all respects the two funds shall be managed as separate assets of the Corporation. Expenses shall be allocated in the approximate proportion that the value of each fund bears to the total assets of the Corporation.

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 any of the purposes set forth in Article V hereof.

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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 distributing 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 the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055, 2016(a)(2) and 2522 of the Code, or the corresponding sections of any future federal tax code.

D. The Corporations 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 registered office of the Corporation in the State of Florida is 1201 Hays Street, Tallahassee, Florida 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").