N04000002700

Florida Department of State
Division of Corporations
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To:
        Division of Corporations
        Fax Number        : (850)617-6380

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        Account Number    : FCA000000023
        Phone             : (614)280-3338
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TALLAHASSEE, FLORIDA

COR AMND/RESTATE/CORRECT OR O/D RESIGN
THE PHYSICIANS FOUNDATION, INC.

Certificate of Status	0
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JAN 18 2017
D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE PHYSICIANS FOUNDATION, INC.

DOCUMENT NUMBER: N04000002700

The enclosed ***Articles of Amendment*** and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

SHARON P. WANT
(Name of Contact Person)

CAPLIN & DRYSDALE, CHTD.
(Firm/ Company)

1 THOMAS CIRCLE, NW, SUITE 1100
(Address)

WASHINGTON, DC 20005
(City/ State and Zip Code)

SWANT@CAPDALE.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

SHARON P. WANT at 202 862-7849
(Name of Contact Person) (Area Code) (Daytime Telephone Number)

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Enclosed is a check for the following amount made payable to the Florida Department of State:

- ☐ $35 Filing Fee
- ☐ $43.75 Filing Fee & Certificate of Status
- ☒ $43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- ☐ $52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is Enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

THE PHYSICIANS FOUNDATION, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N04000002700

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or "Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable: N/A
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: N/A
(Mailing address MAY BE A POST OFFICE BOX)

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D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent: N/A

(Florida street address)

New Registered Office Address:

________________, Florida ________
(City) *(Zip Code)*

New Registered Agent's Signature, if changing Registered Agent:
I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

____
Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)
Please note the officer/director title by the first letter of the office title:
P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change	PT	John Doe	N/A
X Remove	V	Mike Jones	
X Add	SV	Sally Smith	

Type of Action (Check One)	Title	Name	Address
1) ☐ Change			
☐ Add			
☐ Remove			
2) ☐ Change			
☐ Add			
☐ Remove			
3) ☐ Change			
☐ Add			
☐ Remove			
4) ☐ Change			
☐ Add			
☐ Remove			
5) ☐ Change			
☐ Add			
☐ Remove			
6) ☐ Change			
☐ Add			
☐ Remove			

E. <u>If amending or adding additional Articles, enter change(s) here</u>:
(attach additional sheets, if necessary). (Be specific)

See attached.

The date of each amendment(s) adoption: October 21, 2016, if other than the date this document was signed.

Effective date if applicable: ______________________________

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) **(CHECK ONE)**

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 1-13-2017

Signature ______________________________

(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

LAWRENCE DOWNS

(Typed or printed name of person signing)

SECRETARY

(Title of person signing)

Article VIII is hereby amended to read in its entirety as follows:

Article VIII
Board of Directors

A. Except as provided in paragraph B of this article VIII, the affairs of the Corporations shall be managed by a Board of Directors, comprised of not more than 23 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 Association, 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 Society, 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 one 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 provide in the Bylaws. There shall be no limit of the number of successive terms they may serve.

E. There may be two Directors selected by the Board and designated as the "At-Large Directors." The At-Large Directors category shall expire at the 2021 annual meeting of the Board. The At-Large Directors must have the same qualifications for Directors as prescribed in the Bylaws. The election for the At-Large Directors will occur at the annual meeting until the expiration of the At-Large Directors category. The individuals receiving the first and second highest number of total votes shall be elected to the Board. Each Director will be given two votes to cast during the election and may only cast one vote per candidate. The At-Large directors shall not vote at this election.

F. 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 Articles. In the event a Director is removed as described or is 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 the Director. If the removed Director is an At-Large Director, the Board will vote on a replacement at the next meeting of the Board until the expiration of the At-Large Directors category. In addition, the society or association which designated a Director may remove such Director and designate a new Director.

G. 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.

H. The following Unanimous Consent Maters may be approved only upon the consent of all 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 by the bylaws of the Corporation.