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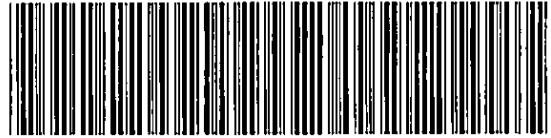
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S. YOUNG

CT Corp.

3458 Lakeshore Drive, Tallahassee, FL 32312
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Name:	The Physicians Foundation
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Thank you!

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE PHYSICIANS FOUNDATION, INC.
(A Florida Corporation Not For Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I. Name

The name of this Corporation is The Physicians Foundation, 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") (all references to sections of the Code include the corresponding provision of any subsequent federal tax law). Further, the Corporation shall be organized exclusively for purposes described in section 509(a)(3) of the Code; and
2. More specifically, the Corporation shall be organized and operated to support, benefit or carry out the charitable purposes of the following publicly supported organizations: 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 Society, South Carolina

Medical Association, Tennessee Medical Association, Texas Medical Association, Vermont Medical Society, and Washington State Medical Association. Those charitable purposes include promoting high quality medical health care, including, without limitation, assisting physicians and the public to improve the quality of health care received by patients in an evolving health care environment and to enhance the delivery of medical care to disadvantaged members of the public in a manner that constitutes charitable, scientific or educational purposes within the meaning of sections 501(c)(3) and 170(c)(2)(B) of the Code.

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, consistent with maintaining its tax-exempt status under section 501(c)(3), its status as a public charity under section 509(a)(3), and its qualification to receive contributions deductible under section 170(c)(2) of the Code.

ARTICLE VII. Prohibited Activities

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:

- A. Lobbying any legislative or executive branch of the federal, state or local governments;
- B. Litigation, arbitration or other dispute resolution, other than to the extent such activities are directly related to the other activities of the Corporation;
- C. Laboratory research or animal research;
- D. Research and/or development of drugs or medical devices; or
- E. Any activity that is inconsistent with the purposes of the Corporation as described in Article V of these Articles of Incorporation.

ARTICLE VIII. Board of Directors

The manner of election or appointment of the Board of Directors of the Corporation shall be as provided in the Bylaws of the Corporation.

ARTICLE IX. 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 Code.

ARTICLE X. 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.

B. 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 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; or (b) by a corporation, contributions to which are deductible under sections 170(c)(2), 2055, and 2522 of the Code.

ARTICLE XI. Private Foundation Rules

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a)(3) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

A. 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.

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

ARTICLE XII. Limitation of Liability

To the fullest extent permitted by Florida law, a director or officer of the Corporation shall not be personally liable to the Corporation or any other person for monetary damages for breach of duty of care or other duty as a director or officer, or for any statement, vote, decision, or failure to act, regarding corporate management or policy, regardless of when such breach, statement, vote, decision, or failure to act may have occurred, except for liability under the provisions of section 607.0831 of the Florida Statutes.

ARTICLE XIII. Registered Office; Registered Agent

The street address of the registered office of the Corporation in the State of Florida is 13302 Winding Oak Court, Suite A, Tampa, Florida 33612; and the name of its registered agent at such office is United States Corporation Agents, Inc.

ARTICLE XIV. Amendments to Articles of Incorporation

The foregoing Amended and Restated Articles of Incorporation contain amendments to the corporation's Articles of Incorporation requiring approval only by the Board of Directors of the corporation. The corporation has no members.

**ARTICLE XV. Adoption of Amended and Restated
Articles of Incorporation by Board of Directors**

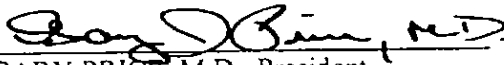
As of April 21, 2018, the date of submission of the foregoing Amended and Restated Articles of Incorporation to the Board of Directors of the corporation, there were twenty-two (22) directors of the corporation entitled to vote thereon. The foregoing Amended and Restated Articles of Incorporation were adopted by the affirmative vote of all twenty-two (22) members of the Board of Directors. The affirmative vote of at least twelve (12) directors was required to adopt the Amended and Restated Articles of Incorporation.

ARTICLE XVI. Supersedure of Articles of Incorporation

These Amended and Restated Articles of Incorporation supersede the Articles of Incorporation, as previously amended.

IN WITNESS WHEREOF, The Physicians Foundation, Inc. has caused these Amended and Restated Articles of Incorporation to be executed by its President, as of the 21st day of April, 2018.

THE PHYSICIANS FOUNDATION, INC.

By: 
GARY PRICE, M.D., President