



UNIVERSITY OF FLORIDA

Office of the General Counsel

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N98000002711
May 7, 1998

Florida Secretary of State
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Attention: Bobbie Cox

RE: Articles of Incorporation for the Colleges of Dentistry, Health Professions,
Nursing and Pharmacy

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****122.50 ****122.50

Dear Sirs:

I have enclosed an original and a copy of the Articles of Incorporation of each of the Corporations of the Colleges of Dentistry, Health Professions, Nursing and Pharmacy along with three checks in the amount of \$122.50 made payable to the Secretary of State. I understand the check from the College of Nursing has already been sent separately and is being held by you.

Please file the original Articles of Incorporation and return a certified copy for each of the Corporations at the address shown above.

Thank you for your assistance. If you have any questions, please let me know.

Sincerely,

W. Scott Cole
Associate General Counsel

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 3:28

Enclosure

by
5/12

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 3:28

**ARTICLES OF INCORPORATION OF
FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.**

The undersigned, as Incorporator of **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I.
NAME**

The name of the Corporation is **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite N1-2, Gainesville, Florida 32610.

**ARTICLE II.
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 2.1. - Purposes: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center and its associated programs and not for pecuniary profit.

Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice

Plan as approved by the Chancellor of the Board of Regents of the State of Florida or the rules of the Board of Regents, as amended from time to time.

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Health Professions provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Health Professions, preferably for its health related programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III.
POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

ARTICLE IV.
MEMBERSHIP

Section 4.1 - Qualification: The Dean of the University of Florida's College of Health Professions, University of Florida's Vice President for Health Affairs, a College Administrator appointed by the Dean and each full-time faculty member of the College will be members. Each member must be a full-time member of the faculty of the College with the exception of University of Florida's Vice President for Health Affairs.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

ARTICLE V.
TERM OF EXISTENCE

This Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida and the rules of the Board of Regents.

ARTICLE VI.
INCORPORATOR

The name and post office addresses of the incorporator is:

<u>Name</u>	<u>Address</u>
Robert G. Frank, Ph.D.	P. O. Box 100185 College of Health Professions Gainesville, FL 32610

ARTICLE VII.
OFFICERS

Section 7.1 - Number: The officers of the Corporation will include a President, Vice President, and a Secretary/Treasurer.

Section 7.2 - Manner of Election: The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The Secretary/Treasurer and Vice President of the Corporation will be elected as provided in the Bylaws.

ARTICLE VIII.
BOARD OF DIRECTORS

Section 8.1 - Number: The Board of Directors will consist of the Dean of the College, the University of Florida's Vice President for Health Affairs, the Vice President for Administrative Affairs or his designee, a College Administrator appointed by the Dean, and two members of the Corporation elected at large in the manner provided in the bylaws.

Section 8.2 - Executive Committee: Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: the Dean of the College and the Corporation's Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination

is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have the authority to exercise the powers of the Board, except that the Executive Committee will not have the authority to:

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the members.
2. Designate candidates for the office of director.
3. Fill vacancies on the Board or any committee thereof.
4. Amend the Articles of Incorporation or Bylaws.

ARTICLE IX.
STOCK AND DIVIDENDS PROHIBITED

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any obligations of the Corporation.

ARTICLE X.
AMENDMENT

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and then the Chancellor of the Board of Regents.

ARTICLE XI.
OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite N1-2, Gainesville, Florida 32610. The mailing address of the registered office is P. O. Box 100185, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Linda Stallings.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation for the purposes therein set forth, all as of this 9th day of March, 1998.



Incorporator

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAY 12 PM 3:28

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me this 9 day of March, 1998 by Robert G. Frank, who is personally known to me or who has produced _____ as identification and who did/did not take an oath.



CRYSTAL A. LEE
MY COMMISSION # CC428533 EXPIRES
March 4, 1999
BONDED THRU TROY FAIN INSURANCE, INC.

Crystal A. Lee
Notary Public, State of Florida
Name: Crystal A. Lee
Comm No. CC 428533 Expires: 3-4-99

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for University of Florida Health Professions Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

/s/ Linda W. Stallings
Linda Stallings
Registered Agent