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Amended
Restated
@ 10/6/09

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: University Medical Service Association, Inc.

DOCUMENT NUMBER: 727147

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

Please return all correspondence concerning this matter to the following:

Bryan S. Burgess

Name of Contact Person

University of South Florida

Firm/ Company

12901 Bruce B. Downs Blvd., MDC 02

Address

Tampa, Florida 33612

City/ State and Zip Code

bburgess@health.usf.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bryan S. Burgess

Name of Contact Person

at (813)

974-2734

Area Code & Daytime Telephone Number

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

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TALLAHASSEE, FL
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.
(A Non-Profit Corporation)**

University Medical Service Association, Inc. was originally incorporated on August 9, 1973, pursuant to the Florida Not-for-Profit Corporation Act, and filed amended and restated articles incorporated on April 15, 2003.

Pursuant to Sections 617.1002 and 617.1007 of the Florida Not-for-Profit Corporation Act, the undersigned corporation, pursuant to a resolution duly adopted by its Board of Directors on May 4, 2009, hereby adopts these amended and restated articles of incorporation (Articles II, IV, VIII and IX are amended hereby). The corporation's Board of Directors by an affirmative vote of two-thirds (2/3) of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

ARTICLE I
Name and Address

The name of this corporation is University Medical Service Association, Inc. The principal office and mailing address of the corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

ARTICLE II
Purposes and Powers

SECTION 1. Purposes and Powers.

The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes (2008). The corporation shall be operated exclusively for scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University"). The corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not-

for-profit under the laws of the State of Florida. The specific purposes for which the corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of the University's College of Medicine (the "College"), the University's Health Sciences Center, and the University in accordance with the College Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, or any other private individual, and no member, director, or officer of the corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.
- B. No substantial part of the activities of the corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida. The corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the corporation.

- D. The corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the corporation.
- E. The corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").
- F. Persons employed by the corporation shall not be considered employees of the State of Florida by virtue of such employment.
- G. The University President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the corporation; assure that the corporation's activities are consistent with and supportive of the mission of the University and the College; monitor compliance of the corporation with federal and state laws and applicable rules and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the corporation, consistent with applicable policies; and otherwise supervise the corporation as provided by Florida Board of Governors Regulation 9.017, University of South Florida Regulation 9.017, the University of South Florida College of Medicine Faculty Practice Plan, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

ARTICLE III

Membership

The sole member of the corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.

ARTICLE IV
Management

SECTION 1. Board of Directors.

The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Directors shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The Vice President for Health Sciences and Dean of the College of Medicine, University of South Florida (the “Vice President for Health Sciences”).
- B. One (1) Director shall be a person who is selected and appointed to the Board by the University’s President as the President’s representative (provided, the President may elect to appoint the Vice President for Health Sciences to serve as the President’s representative for this purpose).
- C. The chairpersons of the College’s clinical departments which are designated by the Vice President for Health Sciences.
- D. The Director of the University’s School of Physical Therapy.
- E. The Elected Directors who are elected to the Board in the manner set forth in the Bylaws.
- F. The individual who is the College of Medicine Vice Dean for Clinical Affairs and serves as the Vice-Chairperson/Chief Executive Officer.

- G. Not more than six (6) Directors may be community members who are selected and recommended by the Vice President for Health Sciences and appointed to the Board by the University's President.
- H. Any individual who is selected and appointed to the Executive Committee by the University's Vice President for Health Sciences in accordance with Article IV, Section 2. D. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.

Except as may be otherwise provided in these Articles and the Bylaws, Directors shall serve a term of one (1) year and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws.

SECTION 2. Executive Management Committee.

The corporation shall have an Executive Management Committee of the Board of Directors consisting of the following Directors:

- A. The University's Vice President for Health Sciences and Dean of the College of Medicine.
- B. The individual who is the College of Medicine Vice Dean for Clinical Affairs and serves as the Vice-Chairperson/Chief Executive Officer.
- C. The individual who is elected to serve as the Secretary-Treasurer.
- D. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the University's Vice President for Health Sciences, at least one of whom shall be an Elected Director as described in Article IV, Section 1.E. and at least one of whom shall be a chairperson of a College clinical department as described in Article IV, Section 1.C. The

University's Vice President for Health Sciences may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.

- E. The Director who is selected and appointed to the Board of Directors by the University's President as designated in Article IV, Section 1.B. above.

The Executive Management Committee shall have and may exercise all of the authority and powers of the Board of Directors except that the Executive Management Committee shall not have the authority to:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;
- (ii) fill vacancies on the Board of Directors or any committee thereof;
- (iii) adopt, amend, or repeal these Articles of Incorporation or the corporation's Bylaws; and
- (iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board of Directors.

The Executive Management Committee shall meet, take action, and report its actions to the Board of Directors in the manner provided in the Bylaws.

SECTION 3. Additional Committees.

The Board of Directors, by resolution adopted by the Board, may designate other committees of the Board with such membership and authority as are provided in such resolution, except that a delegation of power to such committee shall not include any of the powers that may not be exercised by the Executive Management Committee pursuant to Article IV., Section 2. above.

ARTICLE V

Officers

SECTION 1. Officers.

The officers of this corporation shall consist of a Chairperson, a Vice-Chairperson/Chief Executive Officer, a Secretary-Treasurer, and such other officers as may be provided in the Bylaws.

The individual who serves as the University's Vice President for Health Sciences and Dean of the College of Medicine shall be the Chairperson. The individual who serves as the College of Medicine Vice Dean for Clinical Affairs shall serve as the Vice-Chairperson/Chief Executive Officer. The Secretary/Treasurer shall be elected by the Board of Directors in the manner provided in the Bylaws.

SECTION 2. Qualification, Duties, Term.

The qualifications, time and manner of election or appointment, duties, term of office, and manner of removal of officers shall be set forth in the Bylaws.

ARTICLE VI

Amendments to Bylaws and Articles of Incorporation

The Bylaws of the corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board of Directors at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon;

provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President and such other approvals as may be required by law or regulation.

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board of Directors at least seven (7) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President and such other approvals as may be required by law or regulation.

ARTICLE VII **Term of Existence**

This corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE VIII **Registered Office and Registered Agent**

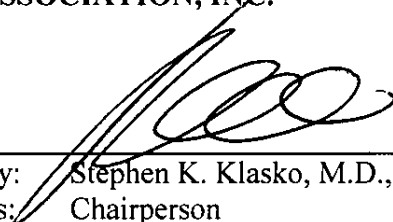
The corporation hereby designates the corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, ADM 250, Tampa, Florida 33620, and hereby designates and appoints the University's General Counsel as Registered Agent of the corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE IX
Dissolution

Upon dissolution of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of South Florida Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code, and is an organization contributions to which are deductible under Section 170(c)(2) of the Code, for use only by the University of South Florida College of Medicine, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of Directors, subject to the approval of the University's President and such other approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the corporation.

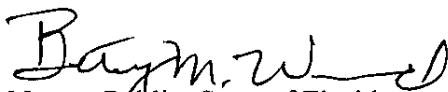
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 10th day of September, 2009.

**UNIVERSITY MEDICAL SERVICE
ASSOCIATION, INC.**


By: Stephen K. Klasko, M.D., M.B.A.
Its: Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Stephen K; Klasko, M.D., M.B.A., to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.


Notary Public, State of Florida
at Large

My Commission Expires: _____



(NOTARIAL SEAL)