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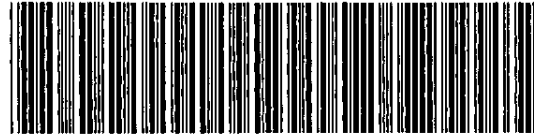
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3/20/17

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 Burgess

(Name of Contact Person)

USF Health

(Firm/ Company)

12901 Bruce B. Downs Blvd., MDC02

(Address)

Tampa, FL 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 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:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.
(A Corporation Not For Profit)**

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 of incorporation on December 12, 2014.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on February 15, 2017, University Medical Service Association, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, III, IV, V and VI 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 "Corporation"). 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 (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida

Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF") and the University's Health Sciences Center ("USF Health") including without limitation the USF Morsani College of Medicine ("MCOM"). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit, faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, 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 USF Health and the component colleges, schools and units thereof, in accordance with the USF Health 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 not participate in, or 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 or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation in accordance with Florida law.
- 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 University or State of Florida by virtue of such employment.
- G. The University's 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 USF Health; monitor compliance of the Corporation with federal and state laws and applicable regulations, 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 Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

ARTICLE III

Membership

The Corporation's sole member shall be the USF Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University (the "Member"). The Member of the Corporation shall have no voting rights as member of the Corporation.

ARTICLE IV

Management

SECTION 1. Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the "Board"), subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the University's President and the USF Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and

the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The University's Senior Vice President for Health Sciences (the "USF Health Senior Vice President").
- B. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes.
- C. 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 University's President may elect to appoint the USF Health Senior Vice President to serve as the President's representative for this purpose).
- D. The MCOM Dean (the "MCOM Dean"), if the person who is the MCOM Dean is not also the USF Health Senior Vice President.
- E. The USF Health Chief Operating Officer (the "USF Health COO").
- F. The MCOM Vice Dean for Clinical Affairs (the "MCOM Vice Dean").
- G. Four (4) Chairpersons of MCOM clinical departments who are each elected to serve on the Board for a term of three (3) years in accordance with an election and term staggering process prescribed by the MCOM Dean, as follows:
 - (i) One (1) Chairperson of a Procedural clinical department who is elected by vote of the Chairpersons of all Procedural clinical departments. As used in the preceding sentence, the term "Procedural clinical department" means the following MCOM clinical departments and units: Cardiovascular; Dermatology; Ophthalmology; Pathology; Physical Therapy; Radiology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

- (ii) One (1) Chairperson of a Surgical clinical department who is elected by vote of the Chairpersons of all Surgical clinical departments. As used in the preceding sentence, the term "Surgical clinical department" means the following MCOM clinical departments and units: Obstetrics/Gynecology; Orthopaedic Surgery; Otolaryngology/ENT; Neurosurgery; Surgery; Urology; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.
- (iii) One (1) Chairperson of a Cognitive clinical department who is elected by vote of the Chairpersons of all Cognitive clinical departments. As used in the preceding sentence, the term "Cognitive clinical department" means the following MCOM clinical departments and units: Internal Medicine; Neurology; Pediatrics; Psychiatry; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.
- (iv) One (1) Chairperson of a Primary Care clinical department who is elected by vote of the Chairpersons of all Primary Care clinical departments. As used in the preceding sentence, the term "Primary Care clinical department" means the following MCOM clinical departments and units: Family Medicine; and other MCOM clinical departments and units as may be designated by the MCOM Dean from time to time.

H. Up to three (3) additional persons who are each selected and appointed to the Board by the USF Health Senior Vice President.

I. The Chairperson of the Corporation's Audit Committee.

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; provided, the Director who is appointed to the Board

by the Chairperson of the USF Board of Trustees may be removed only by action of the Chairperson of the USF Board of Trustees.

SECTION 2. Additional Committees.

The Board, 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 following powers:

- (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 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.

ARTICLE V Officers

SECTION 1. Officers.

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

The individual who serves as the USF Health Senior Vice President shall be the Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Vice-Chairperson. The USF Health Senior Vice President shall appoint an individual who is a member of the Board to serve as Secretary/Treasurer.

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 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 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, the USF Board of Trustees, 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 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 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, the USF Board of Trustees, 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, CGS 309, Tampa, Florida 33620-6250, 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, 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.

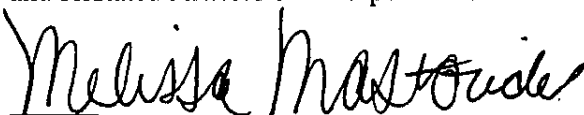
IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 9th day of March, 2017.

UNIVERSITY MEDICAL SERVICE
ASSOCIATION, INC.


By: Charles J. Lockwood, M.D., MHCM
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 Charles J. Lockwood, M.D., MHCM, 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

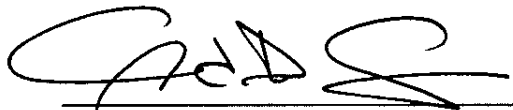
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My Commission Expires: Feb. 12, 2019



(NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Name: Gerard Solis

Title: General Counsel

University of South Florida

Date

03 / 10 / 17