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R. WHITE

**ARTICLES OF MERGER**  
of  
**UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC.**  
A Florida Not for Profit Corporation  
into  
**UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**  
A Florida Not for Profit Corporation

FILED  
16 JUN 29 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

University of Florida Jacksonville Healthcare, Inc. ("UFJH") and University of Florida Jacksonville Physicians, Inc. ("UFJP"), after approval by their Boards of Directors, execute and file these Articles of Merger pursuant to, and in accordance with, Section 617.1105, Florida Statutes, as follows:

1. **The Surviving Corporation.** The name of the surviving corporation shall be University of Florida Jacksonville Physicians, Inc.
2. **The Merging Corporations.** UFJH, a Florida Not for Profit Corporation, is merging with UFJP, a Florida Not for Profit Corporation.
3. The Plan of Merger is attached.
4. **Effective Date.** The merger shall be effective on June 30, 2016.
5. **Adoption of the Merger by the Surviving Corporation.** There are no members of UFJP entitled to vote on the Plan of Merger. The Board of Directors of UFJP approved these Articles of Merger and the Plan of Merger at a regular meeting of the Board of Directors held on Wednesday, March 30, 2016.

The number of Directors in office was nine (9). The number of votes cast by the UFJP Board of Directors was sufficient for approval of the Plan of Merger and these Articles of Merger, and the vote for the Plan of Merger was as follows:

\_\_\_\_\_ 6 \_\_\_\_\_ FOR and \_\_\_\_\_ 0 \_\_\_\_\_ AGAINST.

6. **Adoption of the Merger by the Merging Corporation.** There are no members of UFJH entitled to vote on the Plan of Merger. The Board of Directors of UFJH approved these Articles of Merger and the Plan of Merger at a regular meeting of the Board of Directors held on Wednesday, March 30, 2016.

The number of Directors in office was twenty-five (25). The number of votes cast by the UFJH Board of Directors was sufficient for approval of the Plan of Merger and these Articles of Merger, and the vote for the Plan of Merger was as follows:

\_\_\_\_\_ 20 \_\_\_\_\_ FOR and \_\_\_\_\_ 0 \_\_\_\_\_ AGAINST.

For UFJH:



David S. Guzick, M.D., Ph.D.  
Director  
Senior Vice President, Health  
Affairs, University of Florida

For UFJP:



David S. Guzick, M.D., Ph.D.  
Director  
Senior Vice President, Health  
Affairs, University of Florida

DATE:

\_\_\_\_\_ 6/24/16 \_\_\_\_\_

DATE:

\_\_\_\_\_ 6/24/16 \_\_\_\_\_

**PLAN OF MERGER**  
**of**  
**UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC.**  
**into**  
**UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

The following plan of merger is submitted in compliance with Section 617.1101, Florida Statutes.

1. **The Surviving Corporation.** The name of the surviving corporation shall be University of Florida Jacksonville Physicians, Inc., which is, and shall remain, a Florida Not for Profit Corporation.
2. **The Merging Corporations.** University of Florida Jacksonville Healthcare, Inc. ("UFJH"), a Florida Not for Profit Corporation, shall merge into University of Florida Jacksonville Physicians, Inc. ("UFJP"), a Florida Not for Profit Corporation.
3. **The Terms and Conditions of the Merger.** UFJH shall merge into UFJP, which shall be the "Survivor" and shall assume and be liable for all of UFJH's assets and liabilities. After filing and recording of the Articles of Merger and this Plan of Merger, any and all assets of UFJH shall be titled in the name of the Survivor.

UFJH is a health services support organization established by the University of Florida under Section 1004.29, Florida Statutes. Recognizing the value that UFJH, as a health services support organization, has provided to the University of Florida, the University of Florida Board of Trustees at its regular meeting April 1, 2016, will be asked to approve the transfer of the health services support organization status from UFJH to UFJP, effective upon the merger of the two corporations on June 30, 2016.

4. **Articles of Incorporation.** The Articles of Incorporation of the Survivor have been amended, and such amendment will be effective upon the merger of the two corporations on June 30, 2016. The changes to the Articles of Incorporation are reflected in the copy of the Amended and Restated Articles of Incorporation of University of Florida Jacksonville Physicians, Inc., attached as **Exhibit A**.
5. **Bylaws.** The Bylaws of the Survivor have been amended, and such amendment will be effective upon the merger of the two corporations on June 30, 2016. The changes to the Bylaws are reflected in the copy of the Fifth Amended and Restated Bylaws of University of Florida Jacksonville Physicians, Inc., attached as **Exhibit B**.
6. **Membership.** The Members of UFJH are all Members of UFJP. No change to the membership of the Survivor, or the rights of those Members, will occur as a result of this merger.
7. **Effective Date.** The merger shall be effective on June 30, 2016.
8. **Approval.** There are no members of UFJH entitled to vote on the Plan of Merger. There are no members of UFJP entitled to vote on the Plan of Merger. This Plan of Merger was adopted, as required by Section 617.1103, Florida Statutes, by a majority vote of the directors then in office of the Boards of Directors of UFJH and UFJP at regular meetings of those boards held on Wednesday, March 30, 2016.

For UFJH:



David S. Guzick, M.D., Ph.D.  
Senior Vice President, Health  
Affairs, University of Florida  
President, UF Health

For UFJP:



David S. Guzick, M.D., Ph.D.  
Senior Vice President, Health  
Affairs, University of Florida  
President, UF Health

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.  
A Not -For-Profit Corporation  
(Formerly Jacksonville Faculty Practice Association, Inc.)**

The undersigned, as the Secretary/Treasurer of **UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, does hereby certify:

That the original name of the Corporation was University Hospital Academic Fund, Inc. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on October 17, 1978; and,

That an Amendment to the Articles of Incorporation of the Corporation were filed with the Florida Secretary of State on August 27, 1987 to change the name of the Corporation to Jacksonville Faculty Practice Association, Inc.; and,

That on October 28, 1992, the Board of Trustees of the Corporation voted to amend and restate in their entirety the then-current Articles of Incorporation by a two-thirds (2/3) vote of its members, as provided for in Article XI of the then-current Articles of Incorporation of the Corporation, and, on December 15, 1992, the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and,

That on September 28, 1994, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the members, as provided in Article XI of the then-current Articles of Incorporation of the Corporation, and, on February 23, 1995, the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and

That on March 29, 1995, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of its members, as provided in Article XI of the then-current Articles of Incorporation; and,

That the Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State on October 9, 1996 to change the name of the Corporation to the University of Florida Jacksonville Physicians, Inc.; and,

That on August 31, 2005, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation of the Corporation, as provided for in Article IX of the then-current Articles of Incorporation, to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #04-10; and,

That on March 24, 2010, the Board of Directors of the Corporation voted to amend and restate in their entirety the then-current Amended and Restated Articles of Incorporation, as provided for in Article IX of the then-current Articles of Incorporation, to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #07-21; and,

That on March 30, 2016, the Board of Directors of the Corporation voted, effective on June 30, 2016, to amend and restate in their entirety the Amended and Restated Articles of Incorporation of the Corporation, as provided for in Article 9 of the then-current Articles of Incorporation, to incorporate provisions necessary for the merger of the Corporation with University of Florida Jacksonville Healthcare, Inc., a corporation organized under Chapter 617, Florida Statutes, that is a Health Services Support Organization, and the Corporation's subsequent recognition on April 1, 2016, by The University of Florida Board of Trustees as a Health Services Support Organization, including compliance with Sections 1004.29 and 1004.30, Florida Statutes, and The University of Florida Board of Trustees Internal Operating Memorandum #07-22; and,

That any amendments included in this restatement have been adopted pursuant to Section 617.1007(4), Florida Statutes, and there are no discrepancies between the Corporation's Articles of Incorporation as previously amended and the provisions of the Restated Articles of Incorporation, other than the inclusion of these amendments and the omission of matters of historical interest.

**NOW, THEREFORE**, Based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

## **ARTICLE 1**

### **NAME**

The name of the corporation shall be: **UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

## **ARTICLE 2**

### **PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 1. Purposes. The Corporation is organized as a corporation not for profit pursuant to Chapter 617, Florida Statutes, and the purposes for which the Corporation is formed are all purposes permitted by Section 617.0301, Florida Statutes. The President of the University of Florida, or his or her designee, confirms that the Corporation's mission is to support one or more of the purposes of the University of Florida. The Corporation shall be operated exclusively for charitable, scientific and educational purposes in support of the missions of the University of Florida College of Medicine – Jacksonville and its supporting organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Such corporate purposes include, but shall not be limited to, promotion of education, research and community service through the care of the sick and injured, including the furthering by clinical study, laboratory research, publication and teaching of the knowledge of diseases and the application of such knowledge to the prevention and treatment of diseases through clinical practice. The Corporation shall carry on only activities permitted to be carried on by (i) an organization exempt under Section 501(c)(3) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended or (ii) any organization, contributions to which are deductible under Section 170(c)(2) of the Code and pertinent Treasury Regulations as they now exist or as they may be amended.

Section 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 of the Corporation shall inure to the benefit of, or be distributable to, its Members, Officers, Directors 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 the purposes set forth herein. No substantial part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) a Corporation exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue code) or (b) an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or corresponding provisions of any subsequent revenue code).

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 Section 1004.29, Florida Statutes, and the University of Florida Faculty Practice Plan, as approved by The University of Florida Board of Trustees and as amended from time to time.

**Section 3. Dissolution** Upon dissolution of the Corporation, 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 1954 (or corresponding provision of any subsequent revenue laws), as may be identified by the President of the University of Florida in a plan for disposition or, absent such a plan, to the University of Florida or its successor public educational institution, or, if none, as may be identified 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 3** **POWERS**

Subject to the limitations set forth in Article 2, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under Chapter 617, Florida Statutes, and other 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 4** **MEMBERSHIP**

The membership of the Corporation shall consist of those individuals designated in the Bylaws.

### **ARTICLE 5** **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 and policies of The University of Florida Board of Trustees.

**ARTICLE 6**  
**OFFICERS**

The officers of the Corporation and the manner of election or appointment thereof is as described in the Bylaws.

**ARTICLE 7**  
**BOARD OF DIRECTORS**

The powers of the Corporation will be exercised, its property controlled, and its affairs governed by the Board of Directors of the Corporation with such ratification or approval certain actions as is required by the Bylaws. Members of the Board of Directors will be elected or appointed as provided in the Bylaws.

**ARTICLE 8**  
**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 9**  
**AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by a majority vote of all members of the Board of Directors present at any regular or at any special meetings called for that purpose, subject to ratification by the Dean of the University of Florida College of Medicine – Jacksonville, the University of Florida Senior Vice President for Health Affairs and the President of the University of Florida as the designee of the University of Florida Board of Trustees. Amendment of the Bylaws are as provided therein.

**ARTICLE 10**  
**PRINCIPAL OFFICE AND REGISTERED AGENT**

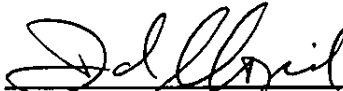
The principal office of the Corporation is located at 653 West 8th Street, Jacksonville, Florida, 32209. Nancy D. Frashuer, whose office is the principal office, is designated as the Registered Agent to accept service of process for the Corporation within this state, and the Agent's acceptance is endorsed hereon.

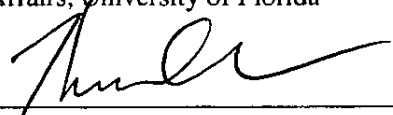
**ARTICLE 11**  
**USE OF UNIVERSITY NAME OR RESOURCES**

The President of the University of Florida shall at all times retain control over the use of the University of Florida name and resources to ensure that the Corporation's activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.

\* \* \*

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 27 day of June, 2016.

By:   
David S. Guzik, M.D., Ph.D.  
Director  
Senior Vice President, Health  
Affairs, University of Florida

Attest:   
Theodore Bass, M.D.  
Secretary/Treasurer

(Corporate Seal)

STATE OF FLORIDA )  
 )  
COUNTY OF DUVAL )

Sworn to and subscribed by Daniel R. Wilson, as Chairperson of the Board of Directors and Theodore Bass, M.D., as Secretary/Treasurer, who personally appeared before me this 27 day of June, 2016 and who acknowledged before me that they are parties to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged these Amended and Restated Articles of Incorporation to be their act and deed as the signers thereof, respectively, and that the facts therein contained are true.

Notary Helen Renee Boyle  
Helen Renee Boyle  
(Printed/Typed Name of Notary)

Comm No 77059876 Expires: 10/3/17


Personally Known ☒ /ID Produced





**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for University of Florida Jacksonville Physicians, Inc., at the place designated in the foregoing Amended and Restated 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.

A handwritten signature in cursive script, appearing to read "Nancy D. Prashuer", written over a horizontal line.

Nancy D. Prashuer  
Registered Agent

**FIFTH AMENDED AND RESTATED BYLAWS OF  
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

**ARTICLE 1  
NAME**

The name of this Corporation shall be the University of Florida Jacksonville Physicians, Inc., (A Not for Profit Corporation).

**ARTICLE 2  
PURPOSE**

The objects and purposes for which this Corporation is organized and the nature of its business and activities are as set forth in the Articles of Incorporation, Florida Statutes §§ 1004.29, 1004.30, 617.0302 and the University of Florida Board of Trustees Internal Operating Memorandum No. 07-21 and No. 07-22, all as may be amended from time to time.

**ARTICLE 3  
MEMBERSHIP**

The membership of the Corporation shall consist of all clinical faculty who serve at least 0.50 full time equivalent (FTE) on the faculty of the University of Florida College of Medicine – Jacksonville and each Member shall retain his or her status only so long as he or she remains at least a 0.50 FTE member of the clinical faculty of the University of Florida College of Medicine – Jacksonville.

**ARTICLE 4  
FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of July and end on the last day of June in each year.

**ARTICLE 5  
MEMBERSHIP MEETINGS**

**Section 1. Special Membership Meetings.** There are no required regular meetings of the Members. Special meetings of the Members may be called by the Board of Directors, or the Chairperson of the Board of Directors, at its or his or her discretion. Upon the written request of twenty percent (20%) of the corporate membership, the Board of Directors shall call a special meeting of the Members to consider a specific subject. The announcement of a special membership meeting shall be transmitted to Members by electronic mail, except as otherwise provided by statute, at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Members of the Corporation.

**Section 2. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Members of the Corporation may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Member having the right to vote and attending the meeting, or (b) attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/Treasurer in advance of the meeting.

**Section 3. Quorum.** A majority of the Members of the Corporation shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to a date not more than ten (10) days later following five (5) days' notice to non-attending Members.

**Section 4. Voting/Proxies.** If the manner of deciding any matter before the membership of the Corporation has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority of the votes cast. However, Members entitled to vote shall not be permitted to vote or act by proxy.

**Section 5. Presiding Officer.** The Chairperson, or in his or her absence the President/CEO, will preside at meetings of the Members of the Corporation. In the absence of the Chairperson and President/CEO of the Board, the Chairperson shall designate an individual to chair the meeting, or if this does not occur, the quorum present may choose a chairperson for the meeting.

## **ARTICLE 6**

### **BOARD OF DIRECTORS**

**Section 1. Powers and Duties.** Except as set forth in the following paragraphs or as required by law or The University of Florida Board of Trustees' policy, the property, affairs, activities and concerns of this Corporation shall be managed by the Board of Directors and by officers, agents and employees of the Corporation acting under authority of said Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to the officers.

(a) **Priority Actions.** Notwithstanding any other provision, the following actions of the Board of Directors, the authority for which may not be delegated, shall be taken by it as Priority Actions, as defined in Article 16, (and this shall be deemed a substantive requirement of these Bylaws):

- (1) approval of thresholds for transaction of Corporation business under Article 6, Sections 1(c) and (d);
- (2) approval of the annual operating budget;
- (3) approval of the capital budget;
- (4) approval of the use of University resources by the Corporation;
- (5) approval of spending policies, asset allocation and investment policies for long- and short-term needs of the Corporation and the University of Florida College of Medicine - Jacksonville, and real estate and other capital asset acquisition and disposition policies, all of which shall be established and acted on by the Board of Directors (and shall designate which actions require the President's ratification under said policies);
- (6) approval of the Corporation's conflict of interest policies;
- (7) approval of the charter of the audit committee (which is established under Article 9, Section 4);
- (8) amendment of the Articles of Incorporation and these Bylaws; and
- (9) Any voluntary dissolution, merger or consolidation of the Corporation or the sale or transfer of all or substantially all of the Corporation's assets, or the creation of any subsidiary or of any auxiliary organization.

Written affirmative ratification by the President, sent to the Chairperson, is required in order for the Priority Action to become effective. If written ratification is not received by the Chairperson within ninety days after notice to the President of the need for ratification, then the Priority Action shall be deemed not ratified and shall not take effect.

(b) **Non-delegable Duties.** Except as otherwise provided herein or through means of duly adopted policies and guidelines, the Board of Directors shall have the authority to exercise the following powers, which may not be delegated:

- (1) The adoption of any strategic plan developed for the Corporation;
- (2) Major financing, refinancing and debt prepayments;
- (3) Asset sales equal to or greater than \$50,000;
- (4) Transfer of any assets worth more than \$25,000 to other entities or individuals;
- (5) Execution of any contract for the provision of unbudgeted obligations equal to or greater than \$250,000;
- (6) Any unbudgeted expenditures equal to or greater than \$250,000; and
- (7) Any other transaction which can reasonably be expected to have a material impact on the financial position or operations of the Corporation.

(c) **Execution of Corporation Documents.** The Chairperson, President/CEO, and Vice President are authorized to execute in the name of the Corporation, with the Secretary/Treasurer attesting if necessary, all certificates, contracts, deeds, notes, and other documents or legal instruments authorized or issued by the Board of Directors or these Bylaws and complying with all applicable Corporation and University policies, or necessary to effectuate the purposes of the Corporation, provided that any authority involving the Corporation's contracting, debts, financial obligations, or any regulated activities, shall be within thresholds established by the Board of Directors. The President/CEO may delegate in writing his or her duties under this section to other Officers or Corporation employees in the areas of their responsibility and expertise.

(d) **Bonds and Debt.** Subject to Article 6, Section 1(a), but notwithstanding any other provision of these Bylaws, the Board of Directors shall be required to approve and the University of Florida Board of Trustees' ratification is required for (a) any action by the Corporation that would have a reasonable likelihood of adversely affecting the bond credit rating of the Corporation and (b) the issuance of all bonds, the incurrence of all debt, and the guarantee of any debt by the Corporation above thresholds to be established by the Corporation's Board of Directors.

**Section 2. Directors.** The Directors of the Corporation shall be full voting members of the Board of Directors and shall include:

- (a) The Dean of the University of Florida College of Medicine – Jacksonville;
- (b) The Senior Associate Dean for Clinical Affairs of the University of Florida College of Medicine – Jacksonville;
- (c) The Senior Associate Dean for Faculty Affairs of UF College of Medicine – Jacksonville, unless such individual is a chairperson of a clinical department of the University of Florida College of Medicine – Jacksonville;
- (d) A representative of the University of Florida Board of Trustees, who may or may not be a Trustee, appointed by the Chairperson of the University of Florida Board of Trustees or by his or her designee;
- (e) The President of the University of Florida, or his or her designee;
- (f) The Senior Vice President for Health Affairs, or his or her designee;
- (g) The University of Florida Chief Operating Officer, Chief Financial Officer, or Vice President for Business Affairs, or a designee for any of them, as determined by the University President;
- (h) The Chairperson of each of the clinical departments of the University of Florida College of Medicine – Jacksonville;
- (i) Director of the UF Health Cardiovascular Center – Jacksonville;
- (j) The President of the Faculty Council of the University of Florida College of Medicine – Jacksonville; and

- (k) The Vice President of the Faculty Council of the University of Florida College of Medicine – Jacksonville.

**Section 3. Terms of Office.** Each Director will serve so long as he or she holds the office or the position that resulted in placement on the Board of Directors, except that any person who is serving as the designee of an official shall serve until a successor is appointed by his or her designator. The Board of Trustees representative appointed by the Chairperson of the University of Florida Board of Trustees, or his or her designee, and the President's designee appointed by the President shall serve at the discretion of the Board of Trustees Chairperson or his or her designee or the President, respectively.

**Section 4. Additional Advisors.** The Board or the Chairperson may invite additional individuals with expertise in a pertinent area to meet with and assist the Board. Such advisors shall not vote or be counted in determining the existence of a quorum.

**Section 5. Vacancies.** Whenever a vacancy occurs in the Board of Directors by death, resignation or otherwise, it shall be filled without undue delay in the same manner and by the same appointing or designating authority specified for the position or by the hiring authority for the position at the University of Florida.

**Section 6. Compensation.** Members of the Board of Directors shall receive no compensation for serving on the Board. Directors may, however, be reimbursed for reasonable expenses they incur in the course of carrying out their duties. Directors shall exercise good judgement and act prudently when incurring expenses for the account of the Corporation.

**Section 7. No Favoritism.** The members of the Board of Directors shall not be favored in applying for or receiving the services of the Corporation.

**Section 8. Disclosure.** The Board of Directors shall adopt a Conflict of Interest Policy. The Policy may only be amended upon approval by seventy-five percent (75%) of the Directors and ratification by the Senior Vice President for Health Affairs and the President of the University. Any Director for whom there may exist a Conflict of Interest, as defined in the Policy, shall disclose such possible Conflict of Interest to the Board at the time it arises. Any Director for whom there is or may exist a Conflict of Interest shall refrain from discussion (except to provide factual information if asked by the Board during discussion) or, to the extent permitted by laws, any vote on any such matter and shall not be physically present in the room at the time any vote is taken thereon.

**Section 9. Removal.** Notwithstanding any other provision, a Director may be removed "for cause" by the President of the University after consultation with the Corporation's Board of Directors or the Chairperson of the Board, or other designated officer, as the Corporation's authorized executive for this purpose.

## **ARTICLE 7**

### **BOARD OF DIRECTORS MEETINGS**

**Section 1. Regular/Special Board Meetings.** Regular meetings of the Board of Directors shall be held at times scheduled by the Secretary/Treasurer and at such other times as shall be determined by the Board at its regular meetings or at any special meeting duly called for that purpose. The Board shall have at least six (6) meetings annually. Special meetings of the Board may be called by the Chairperson of the Board or upon the written request of five (5) members of the Board. The Secretary/Treasurer shall give five (5) days prior notice of any special meeting to all Directors. All meetings of the Board shall

comply with applicable law, as such law may allow these Bylaws, or action by the Board, to make changes in otherwise required procedure or actions.

## **Section 2. Attendance at Board Meetings.**

- (a) **Minimum Attendance Required.** Members of the Board of Directors shall be expected to attend at least one-half (½) of the meetings per fiscal year of the Board and of Board committees of which they are members. Minutes of such meetings will indicate attendance.
- (b) **Attendance via Communications Equipment.** A Director may participate in any regular or special meeting of the Board by, or the Board may conduct the meeting through the use of, any means of communication by which all Directors participating in the meeting and any other attendees may simultaneously speak and hear each other during the meeting. A Director participating in a meeting by this means will be deemed to be present in person at the meeting for purposes of determining a quorum.

**Section 3. Waiver.** Notwithstanding the provisions of any of the foregoing sections, a meeting of the Board of Directors may be held at any time and at any place, and any action may be taken thereat, if (a) notice is waived in writing by every Director having the right to vote and attending the meeting, or (b) attending the meeting and not objecting to notice at its beginning, or (c) having actual notice of the meeting and not objecting in writing to the Secretary/Treasurer in advance of the meeting.

**Section 4. Quorum.** A majority of the Members of the Board of Directors at a duly noticed meeting shall constitute a quorum for the transaction of business. If a quorum is not present, a lesser number may adjourn the meeting to another date following five (5) days' notice to non-attending Directors.

**Section 5. Voting/Proxies.** If the manner of deciding any matter before the Board has not otherwise been prescribed in the Articles of Incorporation or these Bylaws, it shall be decided by a majority vote of those present and voting at a meeting at which a quorum is present. Directors shall not be permitted to vote or act by proxy.

**Section 6. Presiding Officer.** The Chairperson, or in his or her absence the President/CEO, will preside at meetings of the Board of Directors. In the absence of the Chairperson of the Board and the President/CEO of the Corporation, the meeting will be run by a Director designated by the Chairperson. If no such designation has occurred, the next highest ranking officer of the Corporation will designate a Director to serve as the chairperson for the meeting.

**Section 7. Order of Business.** The order of business shall be decided by the Chairperson. The order of business may be altered or suspended at any meeting by a majority vote of the Directors present.

## **ARTICLE 8** **OFFICERS**

**Section 1. Number.** The Officers of the Corporation shall be a Chairperson, President/Chief Executive Officer (CEO), Vice President, Secretary/Treasurer, and such other officers as may be designated by the Board of Directors. The Board may select a Vice President/Chief Financial Officer and Vice President/Chief Operating Officer of the Corporation and may delegate to those positions the responsibility for the day to day management and operation of the Corporation. Except for the persons so

selected to be the Corporation's Vice President/Chief Financial Officer and Vice President/Chief Operating Officer, only a person who is a member of the Corporation's Board of Directors, may serve as an officer of the Corporation.

**Section 2. Method of Election and Term.** The Board of Directors shall elect all officers other than the Chairperson, President/CEO, Vice President/Chief Financial Officer, and Vice President/Chief Operating Officer. A majority vote of those voting when a quorum is present shall be necessary for the election of an officer. Each elected officer shall serve for a term of one (1) year.

**Section 3. Duties of Officers.** The duties and powers of the officers of the Corporation shall be as follows:

- (a) **Chairperson.** The office of the Chairperson of the Board will be filled by the incumbent of the position of the Dean of the University of Florida College of Medicine – Jacksonville and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. The Chairperson of the Board shall preside at all meetings of the Board of Directors. In general, he or she shall perform all duties usually incident to the office of the Chairperson and such other duties as may be assigned to him or her by the Board of Directors or these Bylaws. The Chairperson shall appoint all committees and their chairpersons, other than the Executive Committee.
- (b) **President/Chief Executive Officer (CEO).** The office of the President/CEO will be filled by the incumbent of the position of the Senior Associate Dean for Clinical Affairs and he or she will be deemed appointed to serve for so long as he or she is serving in that University position. The President/CEO shall communicate to the Corporation or to the Board of Directors such matters and make such suggestions as may, in his or her opinion, tend to promote the prosperity and welfare and increase the usefulness of the Corporation and shall perform such other duties as are necessarily incident to the office of the President/CEO and such other duties as may be assigned to him or her by the Board of Directors, the Chairperson or these Bylaws. The President/CEO shall perform the duties of the Chairperson in the absence of the Chairperson.
- (c) **Vice President.** The Vice President shall perform such duties as delegated by the President /CEO of the Corporation. In case of the death or absence of the President/CEO, or of his or her inability from any cause to act, the Vice President shall perform the duties of the President/CEO.
- (d) **Secretary/Treasurer.** It shall be the duty of the Secretary/Treasurer, or his or her designee(s), to give notice of and attend all meetings of the Corporation and the Board of Directors and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the Corporation; to notify the officers and members of the Corporation of their appointment on committees; to furnish the chairperson of each committee with a copy of the vote under which the committee is appointed, and at his or her request give notice of the meetings of the committee; and generally devote his or her best efforts to forwarding the business and advancing the interests of the Corporation. In case of absence or disability of the Secretary/Treasurer, the Chairperson may appoint a Secretary/Treasurer pro tempore. The Secretary/Treasurer, or his or her designee(s), shall be the keeper of the Corporation's seal.

The Secretary/Treasurer, or his or her designee(s), shall maintain the Corporation's financial records and keep an account of all monies received and expended for the use of the Corporation, and shall make disbursements only upon vouchers submitted in accordance with the Corporation's Board-approved authorized levels or, subject to the thresholds established and ratified as required by Article 6, Section 1, otherwise approved in writing by any member of the Board of Directors and the Dean of the University of Florida College of Medicine – Jacksonville or his or her designee. The Secretary/Treasurer, or his or her designee, shall deposit all sums received in a bank, or trust company approved by the Board of Directors, and make a report at the regular meetings or when called upon by the President/CEO.

The funds, books, and vouchers in his or her hands shall at all times be under the supervision of the Dean of the University of Florida College of Medicine – Jacksonville, or his or her designee, and subject to his or her inspection and control. At the expiration of his or her term of office, he or she shall deliver over to his or her successor all books, monies, and other property, or, in the absence of a Secretary/Treasurer-elect, to the President/CEO.

**Section 4. Vice President /Chief Financial Officer.** The Vice President/Chief Financial Officer shall be appointed by the Board of Directors, based upon the recommendation of the Dean of the University of Florida College of Medicine – Jacksonville and the prior approval of the President of the University of Florida, and shall serve at the pleasure of the Board. The Vice President/Chief Financial Officer shall oversee the day to day management and operation over his or her respective areas of responsibility. The Vice President/Chief Financial Officer shall be accountable directly to the President of the University, or his or her designee, and the Corporation's Board of Directors.

**Section 5. Vice President /Chief Operating Officer.** The Vice President/Chief Operating Officer shall be appointed by the Board of Directors, based upon the recommendation of the Dean of the University of Florida College of Medicine – Jacksonville and the prior approval of the President of the University of Florida, and shall serve at the pleasure of the Board. The Vice President/Chief Operating Officer shall oversee the day to day management and operation over his or her respective areas of responsibility. The Vice President/Chief Operating Officer shall be accountable directly to the President of the University, or his or her designee, and the Corporation's Board of Directors.

**Section 6. Vacancies.** All vacancies in any office, except those of the Chairperson and the President/CEO, shall be filled by the Board of Directors, without undue delay, at any regular meeting or at a meeting specifically called for that purpose. A vacancy in the position of the Chairperson shall be filled by appointment of the President of the University of Florida. In the case of the President/CEO, the vacancy shall be filled by appointment by the Dean of the University of Florida College of Medicine – Jacksonville upon prior consent of the President of the University of Florida.

**Section 7. Compensation of Officers.** Except for the Vice President/Chief Financial Officer and the Vice President/Chief Operating Officer of the Corporation, the officers shall receive no salary or compensation from the Corporation in their role as an officer.

**Section 8. Removal.** Any Officer, other than the Chairperson, President/CEO, Vice President/Chief Financial Officer and Vice President/Chief Operating Officer, may be removed by a two-thirds vote of the Directors present and voting whenever, in the Board's judgment, the interests of the Corporation would be best served. The Vice President/Chief Financial Officer and/or Vice President/Chief Operating Officer may be removed, with or without cause, by a vote of at least a majority of the Board of Directors whenever, in the Board's judgment, the interests of the Corporation would be best served. Any Officer may be removed for cause or unacceptable performance by the University



President after consultation with the Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose (however, consultation shall not be required for the University President to change the incumbent of any University position, even if that results in a change to the individual serving as an Officer of the Corporation).

## **ARTICLE 9** **COMMITTEES**

**Section 1. Standing Committees.** The committees named in these Bylaws shall be Standing Committees. In addition, the Chairperson may, subject to the Board's approval, appoint such Standing Committees as he or she may deem necessary and advisable to assist in the conduct of the Corporation's affairs. Unless disbanded by a majority vote of the Board, Standing Committees will be permanent. The Chairperson shall appoint all members of Standing Committees, except as otherwise provided by these Bylaws, and, subject to the Board's approval, appoint Standing Committee chairpersons. Each Standing Committee Chairperson must be a current member of the Board of Directors. Standing Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation provided that a majority of the Standing Committee members are Directors. Standing Committees shall report to the Board of Directors at each regular meeting of the Board.

**Section 2. Special Committees.** The Board by resolution, or the Chairperson or the President/CEO at any time, may create and appoint the chair and members of such other committees to act in an advisory capacity on any subject for which there are no Standing Committees. These committees will be referred to as Special Committees. Special Committee members may include Board members, Members of the Corporation, and members of the community served by the Corporation. In the case of a Special Committee created by Board resolution, such resolution shall prescribe the subject matter to be addressed by the Special Committee and the period of its existence. Special Committees shall report to the Board of Directors on a semi-annual basis unless otherwise instructed by the Board or the Chairperson or the President/CEO.

**Section 3. Executive Committee.** The Executive Committee will be a Standing Committee. The membership of the Executive Committee will include the representative of the University of Florida Board of Trustees, the President of the University or his or her designee, and the Corporation's Chairperson, President/CEO, Vice President, and Secretary/Treasurer. Notwithstanding any other provision of these Bylaws, the Chairperson may, at his or her discretion, appoint other members of the Executive Committee, but the Executive Committee's membership may be limited to those individuals named above. Subject to the limitations contained in the Amended and Restated Articles of Incorporation, the Executive Committee shall have such powers and authority as the Board of Directors of the Corporation may delegate to it.

Minutes of all Executive Committee meetings shall be recorded in their entirety and forwarded to the members of the Board of Directors within thirty (30) days. Notwithstanding any other provision of these Bylaws, the Dean of the University of Florida College of Medicine – Jacksonville shall serve as Chairperson of the Executive Committee. The Executive Committee shall meet at least semi-annually or at such other times as deemed necessary by its Chairperson.

**Section 4. Audit Committee.** The Audit Committee will be a Standing Committee. The Board of Directors shall appoint the members of the Audit Committee and shall, in conjunction with the appointment of the Audit Committee members, adopt an Audit Committee Charter. The membership of the Audit Committee may include members of the Finance Committee and the Board of Directors, but such individuals shall not make up a majority of the Audit Committee's membership. The University President shall serve, or may designate the University's Chief Operating Officer or Chief Financial

Officer to serve, as an ex-officio voting member of the Audit Committee. The purpose of the Audit Committee shall be to assist the Board in fulfilling its fiduciary oversight responsibilities, including oversight of the Corporation's financial reporting process and systems of internal controls regarding finance, accounting, and legal compliance, as well as the independence and performance of internal and external auditors, by engaging the Corporation's external and internal auditors, setting the annual audit plans with the auditors, reviewing and approving the annual audits of the Corporation, reviewing and reporting significant financial risk exposures and mitigation plans, and reviewing and approving the IRS Form 990. The external auditor shall report directly to the Audit Committee. A copy of the annual audit report and management letter(s) shall be provided to all members of the Board of Directors and the University President, if he or she is not a member.

**Section 5. Finance Committee.** The Finance Committee will be a Standing Committee and will provide financial review and oversight to the Board for a broad range of fiscal, business development and management issues and policies, including the establishment and implementation of an investment policy to enhance and protect corporate funds.

- (a) **The Finance Committee Chair.** The Chair of the Finance Committee will be appointed by the President/CEO with the consent of the Chairperson of the Board. To be eligible for appointment as the Chair of the Finance Committee, the individual must have been a member of the Finance Committee for a minimum of three (3) years and have demonstrated knowledge of corporate healthcare financial issues. The Chair will be appointed for one term of five (5) years.
- (b) **Finance Committee Members.** The Finance Committee will have no fewer than eight (8) members and no more than twelve (12) members, excluding the Finance Committee Chair. The remaining membership of the Finance Committee will be comprised of, and maintained at, fifty percent (50%) Department Chairs and fifty percent (50%) faculty of the University of Florida College of Medicine - Jacksonville. To be eligible to serve as members of the Finance Committee, faculty must have a minimum of seven (7) years of experience in academic medicine. One of the members of the Finance Committee must be a faculty member from the Department of Community Health and Family Medicine. Except for the specified ex-officio member, all members will be appointed by the President/CEO, with the consent of the Chairperson of the Board, and the term of service will be as outlined in the Finance Committee charter, but will not exceed eight (8) years in the total of successive terms.

**Section 6. Committee Quorum.** A majority of the voting members of any committee of the Corporation shall constitute a quorum for the transaction of business, unless any such committee shall, by a majority of its entire membership, decide otherwise.

**Section 7. Committee Vacancies.** The authority which originally appointed a committee member shall have the power to fill any vacancy on the committee.

**Section 8. Committee Member Ratification by President.** Any committee member may be removed, with or without cause, by a vote of at least a majority of the Corporation's Board of Directors, and any committee member may be removed for cause by the President of the University after consultation with the conflict-free members of the Corporation's Board of Directors or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.

## **ARTICLE 10**

### **INDEMNIFICATION**

**Section 1. Indemnification.** Every Director and Officer of the Corporation and all members of Committees of the Corporation, whether or not Directors, shall be indemnified by the Corporation against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the Director, Officer or Committee Member in connection with any proceeding, including any appeal, or any settlement of any proceeding, or a threat thereof, to which the individual may be a party or in which he or she becomes involved as a result of or in the course of serving as a Director, Officer or Committee Member. The indemnified party does not have to be a Director, Officer or Committee Member at the time the expenses or liabilities are incurred or imposed. In the event, however, of a settlement before entry of judgment, or in the case of settlement of a threat of a proceeding, the indemnification shall apply only upon approval by the Board of Directors as being in the best interests of the Corporation. This indemnification is in addition to and not exclusive of all other rights to which the person may be entitled.

**Section 2. Exceptions and Limitations.** The indemnification set forth above does not apply in the case of an action by, or in the right of, the Corporation, if prohibited by law, or if a two-thirds vote of the members of the Board of Directors then serving determines the otherwise indemnified person acted in bad faith or with willful misconduct. A current or former Director, Officer or Committee Member is entitled to indemnification only if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation and (where applicable) had no reasonable cause to believe his or her conduct was unlawful. This indemnification shall be made in accordance with Section 607.0850, Florida Statutes, as amended from time to time. The Board of Directors may arrange and pay for appropriate insurance to cover all such losses and expenses. Nothing in these Bylaws shall waive or derogate from the application or protection of sovereign or other immunity under law or constitution. Any available insurance and immunity shall provide primary protection; however, the indemnification under this and the prior Section shall be provided to the indemnified person when he or she is not promptly or adequately protected by insurance or immunity on the following condition. The indemnified person shall first agree in writing to use best reasonable efforts to provide, to the extent possible, for the Corporation to obtain the benefit of the indemnified person's right to insurance coverage or other protection, whether by assignment, cooperation, subrogation, or other means.

## **ARTICLE 11**

### **DISTRIBUTION OF NET RECEIPTS**

**Section 1. Distribution of Net Receipts.** The accumulation, expenditure and distribution of the net receipts of the Corporation shall be exclusively for the improvement and support of medical education at the University of Florida College of Medicine – Jacksonville.

**Section 2. Dean's Fund.** A Dean's Fund shall be established for the exclusive use of the Dean of the University of Florida College of Medicine – Jacksonville, in providing administrative or operating funds for the coordination of department programs and for any other administrative or operational costs in furtherance of the activities and objectives of the University of Florida College of Medicine – Jacksonville. The amount to be distributed to this fund by the Corporation shall be determined by the Dean of the University of Florida College of Medicine – Jacksonville, with the approval of the Board of Directors as part of the annual Budget approval.

## **ARTICLE 12**

### **PARLIAMENTARY AUTHORITY**

The rules contained in *Robert's Rules of Order Newly Revised* shall govern the Corporation all cases to which they are applicable and in which they are not inconsistent with the Articles and Bylaws of the Corporation.

## **ARTICLE 13**

### **AMENDMENTS**

**Section 1. Articles of Incorporation.** The Articles of Incorporation may be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to the Articles of Incorporation, including a copy of the proposed amendment, will be mailed to each member of the Board of Directors not fewer than seven (7) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Articles of Incorporation shall not become effective until ratified by the Dean of the University of Florida College of Medicine – Jacksonville, the Senior Vice President for Health Affairs, and the President of the University as the designee of the Board of Trustees.

**Section 2. Bylaws.** The Bylaws of this Corporation shall be amended only by a majority vote of all members of the Board of Directors. Written notice of any proposed amendment to these Bylaws, including a copy of the proposed amendment, will be mailed to each member of the Board of Directors not fewer than seven (7) calendar days prior to any meeting at which the proposed amendment is to be considered. Any amendments to the Bylaws shall not become effective until ratified by the Dean of the University of Florida College of Medicine – Jacksonville, the Senior Vice President for Health Affairs, and the President of the University as the designee of the Board of Trustees.

## **ARTICLE 14**

### **ADMINISTRATIVE POLICIES**

**Section 1. Affairs and Operations.** Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the Corporation shall be conducted in strict compliance with the University of Florida Board of Trustees Internal Operating Memorandum No. 07-21 and No. 07-22, as may be amended from time to time.

**Section 2. Financial Audits and Reports.** An annual financial audit of the Corporation's books and records, including a management letter, shall be conducted by an independent Certified Public Accountant. Upon completion, a copy of the annual audit report, management letters, and any supplemental data requested by the Board of Governors, the University Board of Trustees, and the Auditor General shall be considered public records pursuant to Section 119.07, Florida Statutes. The audit shall be completed and, together with management's responses, submitted to the President of the University or his or her designee not later than three (3) months after the close of the Corporation's fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report concerning material results of the Corporation's audits to the Board of Trustees. All financial records of the Corporation shall be available to the appropriate personnel of the University of Florida from time to time as designated by the President of the University of Florida or his or her designee in consultation with the Dean of the University of Florida College of Medicine – Jacksonville.

## **ARTICLE 15**

### **GENERAL PROVISIONS**

**Section 1. Annual Budget.** The Corporation shall adopt an annual operating/capital budget, which shall be recommended by the Dean of the University of Florida College of Medicine – Jacksonville and the Senior Vice President for Health Affairs and which shall be submitted to the President of the University or his or her designee for approval not later than sixty (60) days after the first day of the fiscal year. The University of Florida President, or his or her designee, shall periodically, but not less than annually, make a report concerning the Corporation's approved budgets and financial performance to the Board of Trustees.

**Section 2. Public Access to Records.** Public access to the Corporation's records and meetings shall be governed by Florida Statutes § 1004.30.

**Section 3. Use of University Name or Resources.** The President of the University of Florida shall, at all times, monitor and retain control over the use of the University of Florida name and resources to ensure that the Corporation's activities are consistent with and supportive of the missions of the University of Florida and applicable state and federal laws and rules.

**Section 4. Written Policies.** The Corporation shall maintain written policies on ethics, conflicts of interest, personnel, discrimination, and sexual harassment, and a code of business conduct, which shall be approved by the Board of Directors and shall be consistent with all University of Florida policies.

**Section 5. Conflicts of Interest.** Conflicts of interest shall be determined, disclosed, and managed by a Conflicts of Interest Policy adopted by the Board of Directors.

## **ARTICLE 16**

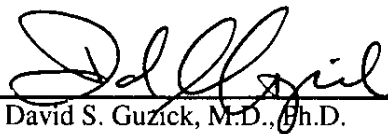
### **DEFINITIONS**

1. "Board of Trustees" means the University of Florida Board of Trustees.
2. "Directors" means the members of the Board of Directors of the Corporation.
3. "For cause" means actions or omissions that may adversely reflect on the interests or reputation of the Corporation or the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose. Any such determination may be made by the University President at any time and need not depend on the conclusion of any external determination or process.
4. "Corporation" means the University of Florida Jacksonville Physicians, Inc.
5. "Officers" means the Chairperson, President/CEO, Vice President, Secretary/Treasurer, Vice President/Chief Financial Officer, Vice President/Chief Operating Officer and such other officers as may be designated by the Board of Directors.
6. "Priority Action" means an action of the Board of Directors that affects critical interests, assets or the reputation of the University and, consequently, in order to be effective, requires written ratification by the University President; these are specified in Article 6, Section 1. Only the Board of Directors, however, can cause a Priority Action or any other action of the Board of

Directors to be taken, as that is the purview of the Board of Directors and requires a vote of a majority of the directors at a meeting at which quorum is present (or such other vote of the Directors as may be specified for the action by these Bylaws or applicable law).

7. "Unacceptable performance" means a persistent failure to fulfill duties of the position to high standards and in a manner that serves the best interests of the Corporation and the University, as determined by the University President after consulting with the Board of Directors, or the Chairperson or other Board-designated officer as the Corporation's authorized executive for this purpose.
8. "University" means the University of Florida.
9. "University President" or "President" means the President of the University of Florida.
10. In "writing" means on paper or via any electronic or digital means and "mailing" means by U.S. or another government's postal service or by a commercial courier service or by electronic mail or facsimile, with all postal or delivery charges paid and addressed to the address last on record with the Corporation's Secretary/Treasurer.

**I HEREBY CERTIFY THAT** the forgoing Fifth Amended and Restated Bylaws are the Bylaws of the University of Florida Jacksonville Physicians, Inc., and were adopted by the Board of Directors on March 30, 2016 and will be effective on June 30, 2016.

By:   
David S. Guzik, M.D., Ph.D.  
Director  
Senior Vice President, Health  
Affairs, University of Florida