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TALLAHASSEE, FLORIDA

**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
(Printed/Typed Name of Notary)

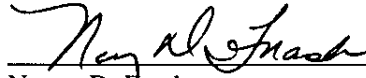
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REGISTERED AGENT'S ACCEPTANCE

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", is written over a horizontal line.

Nancy D. Prashuer
Registered Agent

SECRETARY'S CERTIFICATE

RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC.

MARCH 30, 2016

**CORPORATE RESOLUTION APPROVING THE MERGER WITH
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC., THE ARTICLES
OF MERGER AND THE PLAN OF MERGER**

The undersigned Secretary of the University of Florida Jacksonville Healthcare, Inc. hereby certifies that the following Resolutions were duly adopted by the Board of Directors of the University of Florida Jacksonville Healthcare, Inc. at a meeting duly noticed, convened and at which quorum was present on March 30, 2016:

WHEREAS, University of Florida Jacksonville Healthcare, Inc. ("UFJH") is a Florida not for profit corporation organized under the provisions of Chapter 617, Florida Statutes and established as a Health Services Support Organization in support of the University of Florida College of Medicine – Jacksonville pursuant to Florida Statutes §1004.29 and University of Florida Board of Trustees Internal Operating Memorandum #07-22.

WHEREAS, The University of Florida Jacksonville Physicians, Inc. ("UFJP") is a Florida not for profit corporation organized under the provisions of Chapter 617, Florida Statutes as a Faculty Practice Plan in support of the University of Florida College of Medicine – Jacksonville pursuant to Florida Board of Governors Regulation §9.017 and University of Florida Board of Trustees Internal Operating Memorandum #07-21.

WHEREAS, UFJH and UFJP are both not for profit corporations that share a common mission of providing practice management services in support of the University of Florida College of Medicine – Jacksonville.

WHEREAS, UFJH and UFJP also share a common goal to provide the best services in the most efficient manner possible and to practice careful stewardship of their resources.

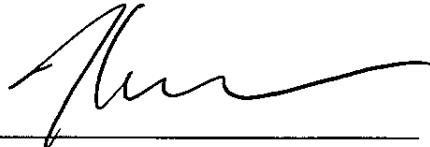
WHEREAS, UFJH and UFJP, as closely-aligned not for profit corporations that provide similar or overlapping services, often face problems of service duplication and confusion of identities.

WHEREAS, the merger of UFJH and UFJP will strengthen the ability of the combined entity to serve the University of Florida College of Medicine – Jacksonville by streamlining service delivery, eliminating any potential for duplication and waste, and solving any confusion of identities.

NOW THEREFORE, it is hereby RESOLVED:

1. The Board of Directors of UFJH has determined that it is advisable and in UFJH's best interests for UFJH to be merged into UFJP, and that after the merger is effected, UFJP shall be the surviving corporation and shall assume all of the debts and liabilities of UFJH and shall receive all right and title to all assets of UFJH and shall be recognized by the University of Florida Board of Trustees as an HSSO;
2. The Board of Directors of UFJH has adopted the Articles of Merger;
3. The Board of Directors of UFJH has adopted the Plan of Merger;
4. The merger shall be effective on June 30, 2016; and
5. That Chairperson and Secretary of UFJH, each acting singly, shall be, and hereby are, authorized to execute, deliver and perform such agreements, and other documents and take such additional actions as may be appropriate and in the interests of UFJH in connection with conducting the foregoing merger.

The undersigned, Theodore Bass, M.D, certifies that he is the duly appointed Secretary of UFJH and that the above is a true and correct copy of a Resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and bylaws of UFJH on March 30, 2016, and that such resolution is now in full force and effect.



Theodore Bass, M.D., Secretary

(SEAL)

Date: March 30, 2016

SECRETARY'S CERTIFICATE

**RESOLUTIONS OF THE BOARD OF DIRECTORS
OF
UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC.**

MARCH 30, 2016

**CORPORATE RESOLUTION APPROVING THE MERGER WITH
UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC., THE ARTICLES
OF MERGER AND THE PLAN OF MERGER**

The undersigned Secretary of the University of Florida Jacksonville Physicians, Inc. hereby certifies that the following Resolutions were duly adopted by the Board of Directors of the University of Florida Jacksonville Physicians, Inc. at a meeting duly noticed, convened and at which quorum was present on March 30, 2016:

WHEREAS, The University of Florida Jacksonville Physicians, Inc. ("UFJP") is a Florida not for profit corporation organized under the provisions of Chapter 617, Florida Statutes, as a Faculty Practice Plan in support of the University of Florida College of Medicine – Jacksonville pursuant to Florida Board of Governors Regulation §9.017 and University of Florida Board of Trustees Internal Operating Memorandum #07-21.

WHEREAS, University of Florida Jacksonville Healthcare, Inc. ("UFJH") is a Florida not for profit corporation organized under the provisions of Chapter 617, Florida Statutes, and established as a Health Services Support Organization ("HSSO") in support of the University of Florida College of Medicine – Jacksonville pursuant to Florida Statutes §1004.29 and University of Florida Board of Trustees Internal Operating Memorandum #07-22.

WHEREAS, UFJH and UFJP are both not for profit corporations that share a common mission of providing practice management services in support of the University of Florida College of Medicine – Jacksonville.

WHEREAS, UFJH and UFJP also share a common goal to provide the best services in the most efficient manner possible and to practice careful stewardship of their resources.

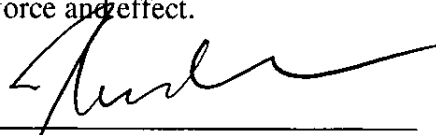
WHEREAS, UFJH and UFJP, as closely-aligned not for profit corporations that provide similar or overlapping services, often face problems of service duplication and confusion of identities.

WHEREAS, the merger of UFJH and UFJP will strengthen the ability of the combined entity to serve the University of Florida College of Medicine – Jacksonville by streamlining service delivery, eliminating any potential for duplication and waste, and solving any confusion of identities.

NOW THEREFORE, it is hereby RESOLVED:

1. The Board of Directors of UFJP has determined that it is advisable and in UFJP's best interests for UFJP to be merged with UFJH, and that, after the merger is effected, UFJP shall be the surviving corporation and shall assume all of the debts and liabilities of UFJH and shall receive all right and title to all assets of UFJH;
2. The Articles of Merger are approved and adopted;
3. The Plan of Merger is approved and adopted;
4. The merger shall be effective on June 30, 2016;
5. The Board of Directors of UFJP has determined that it is advisable and in UFJP's best interests for UFJP, after the merger is effected, to be recognized by the University of Florida Board of Trustees as an HSSO because UFJH, as an HSSO, has a mission to perform services and activities under its statute that a faculty practice plan, such as UFJP, as does not, and that UFJP seek such recognition from the University of Florida Board of Trustees on April 1, 2016;
6. The Amended and Restated Articles of Incorporation of UFJP are approved and adopted, effective June 30, 2016;
7. The Fifth Amended and Restated Bylaws of UFJP are approved and adopted, effective June 30, 2016; and
8. The Chairperson and Secretary of UFJP, each acting singly, shall be, and hereby are, authorized to execute, deliver and perform such agreements, and other documents and take such additional actions as may be appropriate and in the interests of UFJP in connection with conducting the foregoing merger.

The undersigned, Theodore Bass, M.D, certifies that he is the duly appointed Secretary of UFJP and that the above is a true and correct copy of a Resolution duly adopted at a meeting of the directors thereof, convened and held in accordance with law and bylaws of UFJP on March 30, 2016, and that such resolution is now in full force and effect.



Theodore Bass, M.D., Secretary

(SEAL)

Date: March 30, 2016