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CORPORATION NOT FOR PROFIT

Word Processing: October 18, 1978 By: sl

Updating: 19-78 By:

A notification letter was mailed to: Mr. Fred H. Steffey, Esq.

P.O. Box 4099

Jacksonville, FL 32202

Money acknowledged: \$38.00 Processor File # 221

Corporation Name: UNIVERSITY HOSPITAL ACADEMIC FUND, INC.

Filing Date: October 17, 1978

Charter Number: 744617



MAHONEY HADLOW & ADAMS

Oct 17 9 31 PH 1978

FLORIDA CON STATE COMPANY CONTROL STATE TALLAHATISEE, FLORIDA

ATTORNEYS AND COUNSELLORS JACHBONVILLE - MIAMI - TALLAHASSEE BARNETT BANK BUILDING

IOO LAUPA STACET POST OFFICE BOX 4099 JACKSONVILLE, FLORIDA 32202 19041-354-1100

October 10, 1978

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Department of State Division of Corporations Capitol Building Tallahassee, Plorida 32304

Incorporation of University Hospital Academic Fund, Inc. (A Nonprofit Corporation)

Gentlemen:

Enclosed for filing is the duly executed original of the articles of incorporation of the above referenced corporation, together with a duplicate original to be certified and returned to me, including a designation of registered agent.

Also enclosed is our firm's check in the amount of \$38 to cover the following filing fees:

> Filing Fee Certified copy \$30.00 of charter 5.00 Designation of Registered Agent 3.00

> > \$38.00

If you have any questions concerning this proposed incorporation, please let me know.

PRIVILEGE TAX Gincerely, C. TAX FILING ed H. Steffey C. COPY. PHS/ds R. A. FEE Enclosures P. COPY SEARCH MANCE DUE

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ARTICLES OF INCORPORATION

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OF

744617

LASH IVERSITY HOSPITAL ACADEMIC FUND, INC.

(A Nonprofit Corporation)

The undersigned hereby associate themselves to form a corporation for charitable, scientific, literary and educational purposes under the provisions of Part I of Chapter 617 of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be: UNIVERSITY HOSPITAL ACADEMIC FUND, INC. (A Nonprofit Corporation). The principal office and place of business of the corporation shall be 1833 Boulevard, Jacksonville, Duval County, Florida.

ARTICL

PURPOSES, LIMITATIO.

DISSOLUTION

Section 1. <u>Purposes</u>. The corporation is organized and shall be operated exclusively for charitable, scientific, literary and educational purposes in the city of Jacksonville, Florida, and for furthering the University Hospital of Jacksonville's relationships with the University of Florida Health Center and the Jacksonville Health Educational Program, and not for pecuniary profit, including, promoting medical

and dental research and education; encouraging capable physicians, dentists, educators and scientists to conduct research; developing new techniques in medical and dental research, teaching and treatment; applying for, receiving and disbursing funds and grants which are available for medical and dental research and education; discovering and developing medical and dental research projects and providing the proper staffing and financing for these projects; publishing and otherwise disseminating the results of medical and dental research undertaken either by the corporation or under its direction; making financial and other types of contributions and assistance to and for the benefit of medical, dental, scientific and educational organizations, including loans, scholarships, fellowships and other grants and aids.

Section 2. Limitations on Actions. All of 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 and all of the powers of the corporation shall be exercised exclusively for such purposes. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The corporation shall not carry on any activities not permitted to be carried by an organization exempt from federal income taxation under Section 501(, (3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or any organization, contributions to which are

deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws).

Section 3. 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 University Hospital of Jacksonville Attending Staff Poundation provided that such foundation is then exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). In the event that such foundation is not in existence or is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Trustees and approved by the Duval County Hospital Authority, and none of the assets shall be distributed to any members, officers or directors of this corporation.

ARTICLE III

POWERS

Subject to the restrictions and limitations set forth in Article II, the corporation shall have all the powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the state of Plorida, 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 the public welfare and for charitable, scientific and educational purposes.

ARTICLE IV

MEMBERSHIP

Section 1. Qualification. The Medical Director, each full-time chairman of a medical or dental department of University Hospital of Jacksonville and each full-time member of the Medical Staff of University Hospital of Jacksonville shall be eligible for membership in the corporation in accordance with the terms a. provisions of the bylaws of the corporation. The original subscribers to these Articles of Incorporation shall be the initial members of the corporation.

Section 2. <u>Termination</u>. The membership of any member may be terminated as shall be provided in the bylaws of the corporation.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the state of Florida.

ARTICLE VI

SUBSCRIBERS

The name and residence of each subscriber to these Articles of Incorporation are as follows:

Ronald M. Rhatigan, M.D.

2415 Castellon Drive

Jacksonville, Florida 32217

Marshall Horowitz, M.D.

3667 Rustic Lane

Jacksonville, Florida 32217

Sidney Levin, M.D.

4994 Empire Avenue Jacksonville, Florida 32207

ARTICLE VII

OPFICERS

Section 1. Number. The affairs of the corporation are to be managed by a Chairman of the Board of Trustees, one or more Vice Chairman of the Board of Trustees, a Secretary, a Treasurer, an Administrative Director and such other officers as may be provided in the bylaws. The offices of Secretary and Treasurer may be consolidated and held by one person. It shall not be necessary for officers of the corporation to be members of the corporation.

Section 2. Manner of Election. The officers of the corporation shall be elected or appointed as provided in the bylaws.

Section 3. Names of Pirst Officers. The names of the persons who are to serve as officers of the corporation initially and until their successors are duly elected or appointed are:

Chairman of the Board

of Trustees

Ronald M. Rhatigan, M.D.

Vice Chairman of the Board of Trustees

A. Walter Hirshberg

Secretary and Treasurer

Barry S. Sinoff

Administrative Director

Stewart Goldberg

ARTICLE VIII

BOARD OF TRUSTEES

Section 1. Number. The Board of Trustees of the corporation shall consist of not less than seven (7) nor more than eleven (11) persons who shall be elected or appointed as provided in the bylaws. It shall not be necessary for members of the Board of Trustees to be members of the corporation.

Section 2. Names and Addresses of First Members of the Board of Trustees. The names and addresses of the persons who are to serve as trustees of the corporation until the election or appointment of their successors are as follows:

Name	Address
Ronald M. Rhatigan, M.D.	2415 Castellon Drive Jacksonville, Florida 32217
Marshall Horowitz, M.D.	3667 Rustic Lane Jacksonville, Florida 32217
Sidney Levin, M.D.	4994 Empire Avenue Jacksonville, Florida 32207
Barry S. Sinoff	9435 Ponder Road Jacksonville, Florida 32217
A. Walter Hirshberg	8444 San Jose Boulevard Jacksonville, Florida 32217
John I. Bishop	3100 University Boulevard, S. Jacksonville, Florida 32216
Julian E. Pant, Jr.	4619 Algonquin Avenue Jacksonville, Florida 32210
Hobart H. Joost	3601 River Hall Drive Jacksonville, Florida 32217

Section 3. Executive Committee. The Board of Trustees may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members

to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Trustees.

ARTICLE IX

STOCK AND DIVIDENDS PROHIBITED

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

ARTICLE X

BYLAWS

The bylaws of the corporation shall be made, altered or rescinded by a vote of two-thirds (2/3) of all the members of the Board of Trustees.

ARTICLE XI

AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Trustees.

ARTICLE XII

OFFICE AND REGISTERED AGENT

Stewart Goldberg, whose office is located at 1833 Boulevard, Jacksonville, Duval County, Florida 32206, is designated as the Registered Agent to accept service of process for the corporation within this state, and said Agent's acceptance is endorsed hereon.

Ronald M. Rhatigan, M.D.

Ain in

STATE OF FLORIDA)

COUNTY OF DUVAL

Personally appeared before me, the undersigned authority, RONALD M. RHATIGAN, M.D., MARSHALL HOROWITZ, M.D., and SIDNEY LEVIN, M.D., to me well known and who acknowledged before me that they are parties to the above and foregoing Articles of Incorporation, and further acknowledged the said Articles of Incorporation to be their act and deed as the signers thereof, and that the facts therein contained are true.

Burks Charles of the Comment of the

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, this 29 day of Locate, 1978.

My commission expires: Lestente 15, 1982

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for University Hospital Academic Fund, Inc. (A Nonprofit Corporation), at the place designated in the foregoing Articles of Incorporation, I hereby accept 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.

> Stewart Goldberg Registered Agent

THE FILING FEE FOR THE 1979 ANNUAL REPORT IS \$10.

CORPORATION ANNUAL REPORT



STATE OF FLORIDA DEPARTMENT OF STATE DIVISION OF COPPORATIONS

THIS REPORT MUST BE ACCOMPANIED BY A \$10 FEE

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1550 Riverside Ave.

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Goldberg, Stewart Administrator 1833 Boulevard, \$500 Jacksonville, FL

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Filing Fee of \$20 Required - Make Checks Psyable To: Secretary of Siles And Additional Actions 1, Name and Address of Corporation Principal Office 744611 100 Enter Change of Address of Corporation Principal Office, P.O. Box Number Alams is NOT Sufficient University Hospital Academic Pund Street Address 1833 Boulevard, Suite 500 PO Bot No Jacksonville, Plorida 32206 City If acove address is incorrect in any way, anter the correct address in Stem 2, include 20 Code In Corte 3 Date Incorporated or Quantited To Do Business in Florida Federal Employer Identification Number (FEIN) 8. Names and Street Addresses of Each Officer and Director, as of December 31, 1963 Names of Officers and Overclors Street Address of Each Titte Officer and Director
(Do NOT Use Poel Office Box Humbers) City and State SEE ATTACHED OC5 6761 1/2 / 25 GC5 6765 172 7 85 5. - <u>-</u> Registered Agent Information 3. Marke and Address of Current Registered Agent 5 Name and Address of New Registered Agent Mr. Stewart Goldberg University Hospital Academic Pund 1833 Boulevard, Suite 500 Street Address (Do NOT Use P.O. Box Number) Jacksonville, Plorida 32206 City, State and Zip Code

g. Pursuant to the provisions of Sections 607,034 and 607.037. Florids Statutes, the above-named corporation, organized under the laws of the State of Florida, authoritis this statement for the purpose of changing statement of floor or registered agric, or both, in the state of Florida.

Such change 136 authoritied by resolution duty adopted by 116 board of directors on:

[hereby accept the appointment of registered agent, I am families with, and accept the obligations of, Section 607,325 F.S.

(Registered Agent Accepting Appointment)

\$3.00 additional fee required for Registered Agent changes.

See signature restrictions under instructions on reverse side of this form Officer of the Carsonston, the Receiver or Trestive Emperating to Execute This Report as Required by Chapter 807 F.S. Understand My Signature On This Report Shall Have the Same Legal Effects As II Made Under Optin.

1/9/85

Date Stewart Goldberg Ammintant Secretary 11. Should you desire a certificate of statut check the box bi

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Dr. Ronald Rhatigan Chairma. Department of Pathology University Hospital Jacksonville, Plorida 32206

Mr. Walter Hirshberg Vice-Chairman 6012 San Jose Boulevard Jacksonville, Plorida 32217

Mr. Stewart Goldberg
Secretary/Treasurer
University Hospital Academic Pund
1833 Boulevard, Suite 500
Jacksonville, Plorida 32206

Mr. John Bishop 3100 University Blvd., South Jacksonville, Plorida 32216

Mr. T. O'Neal Douglas One Independent Drive Jacksonville, Florida 32202 Mr. Michael Pisher One Independent Square, #2600 Jacksonville, Plorida 32202

Dr. Rayword Kaplan 836 Prudential Drive, Suite 149 Jacksonville, Plorida ^~207

Mr. Roland Kennedy Barnett Bank P. O. Box 990 Jacksonville, Plorida 32231

Or. Robert Nuss Department of OB/GYN University Hospital Jacksonville, Plurida 32206

Dr. Andrew Robinson University of North Florida 4567 St. Johns Bluff Road Jacksonville, Florida 32216

Dr. Robert Scheffer Department of Oral Surgery University Hospital Jacksonville, Florida 32206 DUE DATE ON OR AFTER JANUARY I DELINQUENT AFTER JULY I OF EACH YEAR.

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COLORES STELLART (MR) S/T 1833 PLVO., SUITE 500 JAOSOWILLE, FL 0 3100 UNIVERIETY BLVD. S. 519-09, (9H) (MP) JACKSONVILLE, 71

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REGISTERED AGENT INFORMATION

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\$3.00 additional fee required for Registered Agent changes.

4/17/86

Executive Administrator (904) 350-6740

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OFFICERS AND DIRECTORS AS OF DECEMBER 31, 1985

Mr. Walter Hirshberg Mr. Walter Hirshberg

Vice Chairman

1454 Prodential Drive

Jacksonville, PL 32207

Dr. Sidney Levin
Department of Pediatrics
University Hospital
Jacksonville, FL 32206

Dr. Andrew Robinson
Uniersity of Morth Plorid

Uniersity of Borth Plorida
Jacksonville, FL 32216

Mr. T. O'Meal Douglas 5

11 Rast Porsyth St.

Il Rast Porsyth St.
Jacksonville, PL 32202

Mr. Stewart Goldberg
Secretary/Tressurer
1833 Blvd. Suite 500
Jacksonville, PL 32206

Mr. William O. Birchfield 3000 Independent Square Jacksonville, PL 32202

Mr. Roland Kennedy 100 Laura Street Jacksonville, PL 32231

Dr. Louis Russo Department o. Beurology University Bospital Jacksonville, PL 32206

Dr. Robert Nuss Department of OB/GYN University Bospital Jacksonville, PL 32206

FILE NOW! ANNUAL REPORT DELINQUENT AFTER JULY 1, 1987

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REGISTERED AGENT INFORMATION

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FRED H. SEFFEY #617

PROPESSIONAL ASSOCIATION
ATTORNEY AND COUNSELLON
SUITE 300 SOUTHMONT BUILDING
SASO SOUTHMONT DRIVE SOUTH

JACASONVILLE, FLC TIDA 32216

FRED H. STEFFET

August 25, 1987

(304) 731

Bureau of Corporate Records Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Amendment to Articles of Incorporation of Incorporation of Incorporation of Incorporation of Incorporation of Incorporation (A Non-Profit Corporation)

Gentlemen:

Enclosed for filing is the executed original of the amendment to articles of incorporation of the above referenced corporation, together with a copy to be certified and returned to me.

Also enclosed is a check in the amount of \$20 to cover the applicable fees.

Sincerely,

Fred H. Steffey

PHS/pab22U Enclosures

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SECRETARY OF STATE OF STATE OF STATE

AMENDMENT TO ARTICLES OF INCORPORATION

UNIVERSITY HOSPITAL ACADEMIC FUND, INC.
(A Non-Profit Corporation)

The undersigned Chairman of the Board of Trustees and Secretary of University Hospital Academic Pund, Inc. certify that the Articles of Incorporation of the corporation were amended pursuant to Article XI thereof by a two-thirds majority of its Board of Trustees on the https://doi.org/10.1006/jhispitalian.com/linearing/news/ and follows:

Article I was amended in whole to read as follows:

ARTICLE I NAME AND PRINCIPAL OPPICE

The name of the corporation shall be: JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC. (A Non-profit Corporation). The principal office and place of business of the corporation shall be 1833 Boulevard, Jacksonville, Duval County, Plorida.

IN WITNESS WHEREOF, the undersigned have executed this Amendment the $\frac{11 \mathrm{th}}{}$ day of $\frac{}{}$ June $\frac{}{}$, 1987.

Monald M. Rhatigan, H.D. Chairman of the Board of Trustees

Charles W. Smithers

Secretary

STATE OF PLORIDA)
COUNTY OF PUYAL

Before we personally appeared ROHALD M. RHATIGAN, to me well known and known to me to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same for the uses and purposes therein met forth.

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Hotary Public, State of Florida at Large

My commission expires: NOTARY PUBLIC, STATE OF FLORIDA Mg COMMISSION SQUEEN (E.L. & 1988)

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Names of Officers and Omestics		Showl Address of Each Chiese and Descip- "All" Line Frait Office Bits 12	
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SCHEFFER ROBERT	į į	West 8th Str	ENCROONVILLE,
NORTHUP, H. MARTIN	T : 655	West 8th Str	CACKSONVILLE, PL
	;		FACKSONVILLE, PL
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JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC.

BOARD OF TRUSTEES

OFFICERS

Robert Buse, M.D., Co-Chairman

Robert Buse, M.D., Co-Chairman

H. Marrin Borthup, M.D., Treasurer

Robert Scheffer, M.D., Secretary

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DIRECTORS

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Of St Stices

Jocksonville, --

Irena Skora, M.D. James HcLaub, M.D. Joseph Honigmen, M.D. David Wukich, M.D. Malcolm Foster, M.D. Louis Russo, H.D. Tai Mguyen, M.D. Robert Thompson, M.D. Geoffrey Broocker, H.D. Marshall Borowitz, M.D. -Shahla Masood, M.D. Sidney Levin, M.D. Donald Garrison, M.D. Ernest Hiller, M.D. Thong Prespree, M.D. Frederick Vines, M.G. Raymond Alexander, H.D.

(LAY) Community Members

Mr. Melvin Ridgway

STAFF MEMBERS

Charles W. Smithers, Jr.
James Akers
Nancy Frashuer
Jeff Goodrich
Gary N. Onofry

CHARLES MAN ANNUAL MERCRY DELINGUIST APTER JULY 157 TO NOT WHITE IN THIS SPACE CORPORATION FLORIDA DEPARTMENT OF STATE Jim Sm#h ADMILIAL REPORT Secretary of State DIVISION OF CORPORATIONS 1989 19 The Control of the Charles Ravadie Toe Secretary of State 2 Enter Change of Address of Carporation Primities Officer PO Bos Number Albert & NOT Sufficient 70017 2 SECRETARILLE PRODUCT PRACTICE ASSOCIATION, INC. 1833 Boulevard, Suite 500 P.O. Box 44008 32206 87/28/89 00066 001 Cer are PERSONAL REPORT ANNUAL REPORT In Con it if along property is incorporated uniquely prior the constitutions in semi-2 incorporate Code TOTAL 35.68 10/17/1978 (Feoral Emptyer | 59-1867557 | 5 Date of | 04/11/1988 nd or Oxedered # Sever Addressed of Earth Officer and Compton as of December 31: 1969

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Name and Address of Corporator Principal Orice

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ZIP + 4 PRESORT JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC.

1833 BOULEVARD SUITE 500 P.O. BOX 44008 JACKSONVILLE, PL. 32206-4369

If above address is incorrect in any way, immediate colores warring in femal in success Colores.

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SMITHERS, CHARLES W. UNIVERSITY HOSPITAL ACADEMIC FUND 1833 BOLLEVARD, SUITE 500 JACKSONVILLE, FL 32208

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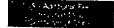
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Herschel Dongtas, MD

Chairman of Board

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STATEMENT OF CHANGE OF REGISTERED OPPICE OR REGISTERED AGENT, OR BOTE

TO: The Department of State Tallahassee, Plorida 32304

Pursuant to the provisions of Sections 607.034 and 607.037 of the Plorida General Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida.

The name of the corporation is Jacksonville Faculty Practice Association, Inc.

The address of its present registered agent is 1833 Boulevard, Jacksonville, Florida 32231.

The address to which its registered agent is to be changed is 653 West Eight Street, Jacksonville, Florida 32209.

The name of its present registered agent is Charles $\mbox{W}.$ Smithers, $\mbox{Jr}.$

There is no change in the name of its registered agent.

The address of its registered office and the address of the business office of its registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of trustees.

DATED this 1st day of March, 1991.

JACKSONVILLE PACULTY PRACTICE ASSOCIATION, INC.

By: 11 Jackson President

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University of Florida

OFFICE OF THE GENERAL CHONNEL

November 24, 1992

Florida Department of State Division of Corporations Post Office Box 6327 Tailahassee, FL 32314

Re: Amended and Restated Articles of Incorporation for Jacksonville Faculty Practice Association, Inc.

Dear Sirs:

I enclose for filing the following:

- Amended and Restated Articles of Incorporation of Jacksonville Faculty Practice Association, Inc., a non-profit corporation.
- A check in the amount of \$35.00 made payable to the Secretary of State for the filing fee.

Please note on pages 16 and 18 of the Amended Articles that a new registered agent has been designated and the registered agent has signed the required acceptance.

Please return the form acknowledging of the receipt and filing of this document in this office.

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

Very truly yours,

W. Scott Cole

Associate General Counsel

Enclosures

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FLORIDA DEPARTMENT OF STATE Jim Smith Secretary of State

December 8, 1992

W. SCOTT COLE UNIVERSITY OF FLORIDA 207 TIGERT HALL GAINESVILLE, FL 32611

SUBJECT: JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC. Ref. Number: 744617

AGE TO THE STATE OF THE STATE O

We have received your document for JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s).

Amended and Restated Articles of Incorporation must include a statement to the effect - that any amendments included in the restatement have been adopted pursuant to section 617.1007(4), Florida Statutes, and there is no discrepancy between the corporation's articles of incorporation as therefore 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.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6909.

Velma Shepard Corporate Specialist

Letter Number: 792A00007780



Office of the General Counsel

207 Tigert Hall Gainesville FL 32611-2073 (904) 392-1358

December 11, 1992

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Attention: Ms. Velma Shepard

RE: Jacksonville Faculty Practice Association, Inc.; Reference Number 744617

Dear Ms. Shepard:

I am returning the Amended and Restated Articles of Incorporation of Jacksonville Faculty Practice Association, Inc. with the correction you requested. I have also enclosed a copy of your letter dated December 8, 1992 for your reference.

Thank you for your assistance. Should you have any questions, feel free to call.

Sincerely,

V. Scott Cole
Associate General Counsel

Enclosures

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC.

(A Non-Profit Corporation)

TO: Department of State
Tallahassee, Florida 32304
The undersigned, as Chairperson of the Board of Trustees and
Secretary of Jacksonville Faculty Practice Association, Inc.
("Corporation"), a not-for-profit corporation organized for scientific educational and charitable purposes under the provisions of Chapter 617,

Florida Statutes, do 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 current Articles of Incorporation by a two-thirds (2/3) vote of its members as provided for in Article XI of the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1007(4), Florida Statues, 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 omnission 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 I.

NAME

The name of the corporation shall be: JACKSONVILLE FACULTY
PRACTICE ASSOCIATION, INC. (A Non-Profit Corporation). The
principal office and place of business of the Corporation shall be 653 West
8th Street, Jacksonville, Duval County, Florida 32209.

ARTICLE II.

PURPOSES, LIMITATIONS AND DISSOLUTION

Section I. <u>Purposes</u>. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center in the city of Jacksonville, Florida and its associated programs and not for pecuniary profit. The purposes of the Corporation include, but are not limited to: promoting medical research and education: encouraging capable medical doctors, medical educators and scientists to conduct research and develop

new techniques in medical and dental research, teaching and treatment; applying for, receiving and disbursing funds and grants which are available for medical and dental research and education; discovering and developing medical and dental research projects and providing the proper staffing and financing for these projects; publishing and otherwise disseminating the results of medical and dental research undertaken either by the Corporation or under its direction; and making financial and other types of contributions and assistance to and for the benefit of medical, scientific and educational organizations, including, but not limited to, loans, scholarships, fellowships or other grants and aids to such individuals or organizations for medical research, education, and study as the directors of the Corporation may determine.

Section 2. <u>Limitations on Actions</u>. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private

property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Florida State Board of Regents of the State of Florida, as amended from time to time.

Section 3. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to Jacksonville Health Foundation, Inc. or the University of Florida Foundation, Incorporated, provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Medicine, preferrably for its medical programs in Jacksonville, Florida, or in the event that such organization is not in existence or the University of Florida Foundation, Incorporated is not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III.

POWERS

Subject to the limitations set forth in Article 11, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, scientific and educational purposes.

ARTICLE IV.

MEMBERSHIP

Section 1. Qualification. The individuals identified in Article VI are the current members of the Corporation and each member shall retain this status as a member only so long as he or she is a member of the clinical Faculty of the University of Florida College of Medicine at the University of Florida College of Medicine at the University of Florida's Dean of the College of Medicine or his designee, the Vice-President for Health Affairs at the University of Florida or his designee, the Associate Dean for Jacksonville Programs, the Associate Chairperson of the Department of Oral Surgery, and the Executive Vice President of the Corporation, if one has been selected by the Board of Directors, shall also be members of the Corporation. All members shall be full time members of the clinical faculty of the University of Florida College of Medicine, except the Executive Vice

President who shall be eligible for membership in the Corporation in accordance with the terms and provisions of the By-Laws of the Corporation.

Section 2. <u>Admission</u>. New members shall be elected as provided in the By-Laws.

Section 3. <u>Termination</u>. The membership of any member other than the Dean of the College of Medicine or his designee, the Vice President for Health Affairs or his designee, the Associate Dean of Jacksonville Programs, or any associate chairperson for Jacksonville of a clinical department (including oral surgery) may be terminated as provided in the By-Laws.

ARTICLE V.

TERM OF EXISTENCE

This Corporation shall have propertial existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE VI.

MEMBERS

The name and residence of each current member of the Corporation is as follows:

Name

Address

Louis Russo, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Neurology
653-2 West 8th Street
Jacksonville, Florida 32209

Robert C. Nuss, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of OB/GYN 653-1 West 8th Street Jacksonville, Florida 32209

Frederick Vines, M.D.

University Medical Center Department of Radiology 655 West 8th Street Jacksonville, Florida 32209

Joseph Tepas, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Surgery
653-2 West 8th Street
Jacksonville, Florida 32209

R. Donald Garrison, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Pediatrics
6.:-1 West 8th Street
Jacksonville, Florida 32209

James Perry, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Orthopaedics
653-2 West 8th Street
'acksonville, Florida 32209-6511

Jerome H. Modell, M.D.

University of Florida College of Medicine P.O. 100215 Gainesville, Florida 32610-0215

Franlin H. Smith

University of Florida College of Medicine P.O. 100215 Gainesville, Florida 32610-0215

Irena Skora, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Anesthesiology
653-2 West 8th Street
Jacksonville, Fiorida 32209-6511

James McLamb, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Community Health &
Family Medicine
653-1 West 8th Street
Jacksonville, Florida 32209

Page 7 of 18

John Isaacs, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Otolaryngology 653-2 West 8th Street Jacksonville, Florida 32209-6511

Malcolm Foster, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Internal Medicine
653-1 West 8th Street
Jacksonville, Florida 32209

Tai Nguyen, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Neurosurgery
653-2 West 8th Street
Jacksonville, Florida 32209

Robert Thompson, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of OB/GYN 653-1 West 8th Street Jacksonville, Florida 32209

Janet Betchkal, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Ophthalmology
653-2 West 8th Street
Jacksonville, Florida 32209

Robert Scheffer, D.D.S.

University of Florida
Health Science Center of Jacksonville
College of Dentistry
Department of Oral Surgery & Dentistry
653-1 West 8th Street
Jacksonville, Florida 32209

Shahla Masood, M.D.

University Medical Center Department of Pathology College of Medicine 655 West 8th Street Jacksonville, Florida 32209

Thomas Chiu, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Pediatrics
653-1 West 8th Street
Jacksonville, Florida 32209



FLORIDA DEPARTMENT OF STATE

THE ATTACHED COPIES ARE THE BEST AVAILABLE.

SOME OR ALL OF THE ORIGINAL DOCUMENTS SUBMITTED FOR FILING WERE NOT SUITABLE FOR MICROFILMING.

Ermest Miller, M.D.

University of Florida
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College of Medicine
Department of Psychienry
455-2 West Ster Screet
Jacksonville, Florida FIRM

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Entwersity of Florida College of Medicine, the Dean of the College of Medicine or his designee, the Vice President for Health Affairs or his designee, the Associate Dean for Jacksnoville Programs, or a duly elected number of the Board at-large and is a member of the Corporation's Board of Directors may serve as an officer of the Corporation.

Section 2. <u>Manner of Election</u>. The officers of the Corporation shall be closted or appainted as provided in the By-Laws.

Section 3. <u>Names of Officers</u>. The names of the persons who are to serve as afficers of the Corporation until their successors are elected and qualified are:

	Name	<u>Address</u>
िराक्तांबीकार	Nobert C. Noss, M.D.	University of Florida Health Science Center of Jacksonville Department of OB/GYN 653-1 West 8th Street Jacksonville, FL 32209
र्वे जिल्ला १ ००		
Nam President	Frederick Vines, M.D.	University Medical Center Department of Radiology 655 West 8th Street Jacksonville, Ft. 32209
South Vine President	Joseph Tepus, M.D.	University of Florida Health Science Center of Jacksonville Department of Surgery 657 West 8th Street Jacksonville, FL 32209
केवागणाव्यक्ताव -	Robert Garrison, W.D	University of Florida Health Science Center of Jacksonville 653-1 West 8th Street Jacksonville, F2, 32200

Treasurer

James Perry, M.D.

University of Florida
Health Science Center
of Jacksonville
Department of
Orthopaedics
653 West 8th Street
Jacksonville, FL 32209

A THE SECTION STREET

ARTICLE VIII.

BOARD OF DIRECTORS

Section I. Number. The Board of Directors of the Corporation shall consist of the Dean of the University of Florida College of Medicine or his designee, the University of Florida's Vice President for Health Affairs or his designee, the Associate Dean for Jacksonville Programs, the associate chairperson for Jacksonville of each of the clinical departments of the University of Florida College of Medicine, the Associate chairperson of the Department of Oral Surgery, and three members of the Corporation elected at large in the manner provided in the By-Laws. The number of members of the Board of Directors shall increase or decrease as the number of associate chairpersons of such clinical departments increases or decreases. In all events, however, the number of members of the Board of Directors may not be less than five. The Associate Dean for Jacksonville Programs shall be the chairperson and the President the vice-chairperson of the Board. The chairperson shall preside at all meetings of the Board. The vice-chairperson shall perform the duties of the chairperson upon the chairperson's absence.

Section 2. <u>Names and Addresses of Members of Board of Directors.</u>

The names and addresses of the persons who are to serve as directors of the Corporation until the election of their successors are as follows:

Name

Address

Louis Russo, M.D. Chairperson

University of Florida Health Science Center of Jacksonville College of Medicine Department of Neurology

Department of Neurology 653-2 West 8th Street Jacksonville, FL 32209

Robert C. Nuss, M.D. Vice-Chairperson

University of Florida Health Science Center of Jacksonville

College of Medicine Department of OB/GYN 653-1 West 8th Street Jacksonville, FL 32209

Frederick Vines, M.D.

University Medical Center Department of Radiology 655 West 8th Street Jacksonville, Florida 32209

Joseph Tepas, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Surgery 653-2 West 8th Street Jacksonville, Florida 32209

R. Donald Garrison, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Pediatrics 653-1 West 8th Street Jacksonville, Florida 32209

James Perry, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Orthopaedics 653-2 West 8th Street

Jacksonville, Florida 32209-6511

Jerome H. Modell, M.D.

University of Florida College of Medicine

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Gainesville, Florida 32610-0215

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Robert Scheffer, D.D.S.

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College of Dentistry
Department of Oral Surgery & Dentistry
653-1 West 8th Street
Jacksonville, Florida 32200

Page 13 of 18

Shahla Masood, M.D.

University Medical: Center Department of Pathology College of Medicine 655 West 8th Street Jacksonville, Florida 32209

Thomas Chiu, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Pediatrics 653-1 West 8th Street Jacksonville, Florida 32209

Ernest Miller, M.D.

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Thong Prempree, M.D.

University Medical Center Department of Radiation Oncology 655 West 8th Street Jacksonville, Florida 32209

William Fallon, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Surgery 653-2 West 8th Street Jacksonville, Florida 32209

Section 3. Executive Committee. The Board of Directors shall create an Executive Committee which may exercise the powers of the Board, except as hereinafter provided. Upon the creation of an Executive Committee, the following shall be deemed the members of the Committee: The Corporation's President, First Vice President, Second Vice President, Secretary, and Treasurer. The Dean of the University of Florida College of Medicine or his designee, and the Associate Dean for Jacksunville Programs, shall also be voting members of the Executive Committee. The Executive Committee shall remain in existence until a contrary determination is made by the Board of Directors pursuant to a resolution adopted by the majority of the full Board. Notwithstanding anything

contained herein to the contrary, the Executive Committee will have no authority to:

- Approve or recommend to members of the Cosporation, action or proposals required by any Florida Statutes to be approved by the members.
- (2) Designate candidates for the office of Director.
- (3) Fill vacancies on the Board of Directors or any committee thereof.
- (4) Amend the By-Laws.

ARTICLE IX.

STOCK AND DIVIDENDS PROHIBITED

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

ARTICLS X.

BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by a vote of two-thirds (2/3) of all the members of the Board of Directors.

ARTICLE XI.

AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

ARTICLE XII.

OFFICE AND RESIDENT AGENT

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

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 28th day of 0ctober , 1992.

STATE OF FLORIDA)

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COUNTY OF DUVAL)

foregoing Amended and Restated Articles of Incorporation, and further acknowledged these Amended and Pestated Articles of Incorporation to be their act and deed as the signers thereof, respectively, and that the facts therein contained are true.

Notary Public

Cuethia C. ID. Ikinson

(Printed/Typed Name of Notary Public)

Commission Number (CC 037974)

My Commission Expires My commission expires Aug. 8, 1994

Personally known //Produced Identification ______
Type of Identification Produced ______

RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for Jacksonville. Fac .ity Practice Association, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept 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.

Namey D. Frashuer Resident Agent

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FLORIDA DEPARTMENT OF STATE

THE ATTACHED COPIES ARE THE BEST AVAILABLE.

SOME OR ALL OF THE ORIGINAL DOCUMENTS SUBMITTED FOR FILING WERE NOT SUITABLE FOR MICROFILMING.

... File Now. Filing Fee after May 1 is \$225.00 and the second s 7. 1 100 miles A 19 1993 DOCUMENT # 744617 (2) S JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC. 653 W. 8TH ST. i P.O. BOX 44008 JACKSONVILLE FL 32209-6511 05/06/1992 10/17/1978 ANNIAN HERORIS 61-25 / STALES COMPONENT, HISTORIS EMERICAL FLE MARE CHECK HAYARET TO ENPAREMENT OF STATE 591867557 A 100 ME 5.7.00 , 2. 7.6 \$5 00 % ٠, \$138.75 22 Ξŕ 19 12 Name and Address of New Megistered Age a ranne and Antiess of Current Regretored A. FRASHUER, NANCY D. 653 WEST 8TH ST. JACKSONVILLE FL 32209 ş t FL V D VINES, FREDERICK 655 W. BIH STREET JACKSONVILLE FL

TEPAS, JOSEPH
653 AFST BIH STREET
JACKSONVILLE FL

C/D

Louis S. PHSSO, M.D.
653 W. Bih Street
Jacksonville, FL 32200

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GARRISON ROBERT 653 I MEST PTH STREET JAERSONVILLE FE

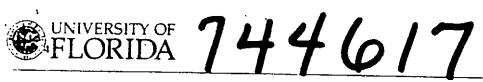
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Office of the General Counsel

207 Tigert Hall Gamesville FL 32611-2073 (904) 392-1358

February 21, 1995

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Secretary of State Division of Corporations P. O. Box 6327 Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation of Jacksonville Faculty Practice Association, Inc.

TO WHOM IT MAY CONCERN:

Enclosed please find an original and one copy of the above-referenced document and a check in the amount of \$122.50 to cover the cost of filing, registered agent's acceptance and the certified copy.

Please send the certified copy to my attention.

Sincerely,

Priscilla L. Hunter Secretary to

W. Scott Cole

Associate General Counsel

:plh

Enclosures

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Equal Opportunity Artifematise Action Institution

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

JACKSONVILLE FACULTY PRACTICE ASSOCIATION, INC. (A Non-Profit Corporation)

TO: Department of State Tallahassee, Florida 32304

The undersigned, as Chairperson of the Board of Trustees and Secretary of Jacksonville Faculty Practice Association, Inc.

("Corporation"), a not-for-; rofit corporation organized for scientific educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, do 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 current Articles of

Incorporation by a two-thirds (2/3) vote of its members as provided for in Article XI of the current Articles of Incorporation of the Corporation and on December 15, 1992 Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State; and

That on Sept. 28, 1994 the Board of Directors of the Corporation voted to amend and restate in their entirety the current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the members as provided in Article XI of the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1007(4). Florida Statutes, and there are not 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: JACKSONVILLE FACULTY
PRACTICE ASSOCIATION, INC. (A Non-Profit Corporation). The
principal office and place of business of the Corporation shall be 653 West
8th Street, Jacksonville, Duval County, Florida 32209.

ARTICLE II.

PURPOSES, LIMITATIONS AND DISSOLUTION

Section I. Purposes. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center in the city of Jacksonville, Florida and its associated programs and not for pecuniary profit. The purposes of the Corporation include, but are not limited to: promoting medical research and education: encouraging capable medical doctors, medical educators and scientists to conduct research and develop new techniques in medical and dental research, teaching and treatment; applying for, receiving and disbursing funds and grants which are available for medical and dental research and education; discovering and developing medical and dental research projects and providing the proper staffing and financing for these projects; publishing and otherwise disseminating the results of medical and dental research undertaken either by the Corporation or under its direction; and making financial and other types of contributions and assistance to and for the benefit of medical, scientific and educational organizations, including, but not limited to, loans, scholarships, fellowships or other grants and aids to such individuals or organizations for medical research, education, and study as the directors of the Corporation may determine.

Section 2. <u>Limitations on Actions</u>. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political

campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 50l(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Florida State Board of Regents of the State of Florida, as amended from time to time.

Section 3. Dissolution. Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to Jacksonville Health Foundation, Inc. or the University of Florida Foundation, Incorputated, provided that it is exempt under Section 50l(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Medicine, preferably for its medical programs in Jacksonville. Florida, or in the event that such organization is not in existence or the University of Florida Foundation, Incorporated is not exempt under Section 50l(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the

remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III.

POWERS

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

ARTICLE IV.

MEMBERSHIP

Section 1. Qualification. The membership of the Corporation shall consist of all clinical faculty who serve full time on the faculty of the University of Florida College of Medicine at the urban campus in Jacksonville and each member shall retain his or her status as a member

only so long as he or she is a member of the Clinical Faculty of the University of Florida College of Medicine at the Urban Campus in Jacksonville. The University of Florida's Dean of the College of Medicine or his designee, the Vice-President for Health Affairs at the University of Florida or his designee, the Senior Associate Dean for Associate Dean for Associate Programs, the Senior Assistant Dean for Jacksonville Programs, the Senior Assistant Dean for Jacksonville Programs. The Associate Chairperson of the Department of Oral Surgery, and Executive Vice President of the Corporation, if one has been selected by the Board of Directors, shall also be members of the Corporation. All members shall be full time members of the clinical faculty of the University of Florida College of Medicine, except the Executive Vice President who shall be eligible for membership in the Corporation in accordance with the terms and provisions of the By-Laws of the Corporation.

Section 2. <u>Admission</u>. New members shall be elected as provided in the By-Laws.

Section 3. <u>Termination</u>. The membership of any member other than the Dean of the College of Medicine or his designee, the Vice President for Health Affairs or his designee, the Senior Associate Dean of Jacksonville Programs, or any associate chairperson for Jacksonville of a clinical department (including oral survey) may be terminated as provided in the By-Laws.

ARTICLE V.

TERM OF EXISTENCE

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

ARTICLE VI.

OFFICERS

Section 1. Number. Except as otherwise provided in these Articles, the affairs of the Corporation are to be managed by an executive committee consisting of a President, who is the Senior Assistant Dean of Jacksonville Programs, a First Vice President, a Second Vice President, a Secretary, a Treasurer, the Dean of the College of Medicine or his designee, and a Senior Associate Dean for Jacksonville Programs or by the individual officers when appropriate. Items of major importance are expected to be approved by the Board $e^{m{r}}$ Directors, with the Executive committee officers implementing Board decisions as appropriate. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Nominating Committee and approved by majority vote of the Board. The Board of Directors may select an Executive Vice President of the Corporation and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the Corporation. Except for the person so selected to be the Corporation's Exective Vice President, only a person who is either an associate chairperson for Jacksonville of a clinical department of the University of Florida College of Medicine, the Dean of the College of Medicine or his designee, the Vice President for Health Affairs or his designee, the Senior A sociate Down for Jacksonville Programs, the Senior Assistant Dean for Jacksonville Programs or a duly elected member of the Board at-large and is a member of the Corporation's Board of Directors may serve as an office of the Corporation.

Section 2. <u>Manner of Election</u>. The officers of the Corporation shall be elected or appointed as provided in the By-Laws.

Section 3. Names of Officers. The names of the persons who are to serve as officers of the Corporation until their successors are elected and qualified are:

	Name	Address
President	Robert C. Nuss, M.D.	University of Florida Health Science Center of Jacksonville Department of OB/GYN 653-1 West 8th Street Jacksonville, FL 32209
First Vice President	Frederick Vines, M.D.	University Medical Center Department of Radiology 655 West 8th Street Jacksonville, FL 32209
Second Vice President	Joseph Tepas, M.D.	University of Florida Health Science Center of Jacksonville Department of Surgery 653 West 8th Street Jacksonville, FL 32209
Secretary	Robert Garrison, M.D.	University of Florida Health Science Center of Jacksonville 653-1 West 8th Street Jacksonville, FL 32209
Treasurer	James Perry, M.D.	University of Florida Health Science Center of Jacksenville Department of Orthopaedics 653 West 8th Street Jacksonville, FL 32209

ARTICLE VII.

BOARD OF DIRECTORS

Section 1. <u>Number</u>. The Board of Directors of the Corporation shall consist of the Dean of the University of Florida College of Medicine or his designee, the University of Florida's Vice President for Health Affairs or his designee, the Senior Associate Dean for Jacksonville Programs, the

Senior Assistant Dean for Jacksonville Programs, the associate chairperson for Jacksonville of each of the clinical departments of the University of Florida College of Medicine, the Associate chairperson of the Department of Oral Surgery, and three members of the Corporation elected at large in the manner provided in the By-Laws. The number of members of the Board of Directors shall increase or decrease as the number of associate chairpersons of such clinical departments increases or decreases. In all events, however, the number of members of the Board of Directors may not be less than five. The Senior Associate Dean for Jacksonville Programs shall be the chairperson and the Senior Assistant Dean for Jacksonville Programs the President the vice-chairperson of the Board. The chairperson shall preside at all meetings of the Board. The vice-chairperson shall perform the duties of the chairperson upon the chairperson's absence.

Section 2. Names and Addresses of Members of Board of Directors.

The names and addresses of the persons who are to serve as directors of the Corporation until the election of their successors are as follows:

Name	Address			
Louis Russo, M.D. Chairperson	University of Florida Health Science Center of Jacksonville College of Medicine Department of Neurology 653-2 West 8th Street Jacksonville, FL 32209			
Robert C. Nuss. M.D. Vice-Chairperson	University of Florida Health Science Center of Jacksonville College of Medicine Department of OB/GYN 653-1 West 8th Street Jacksonville, FL 32209			
Frederick Vines, M.D.	University Medical Center Department of Radiology 655 West 8th Street Jacksonville, Florida 32209			

Joseph Tepas, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Surgery 653-2 West 8th Street Jacksonville, Florida 32209

R. Donald Garrison, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Pediatrics 653-1 West 8th Street Jacksonville, Florida 32209

James Perry, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medici, e Department of Orthopedics 653-2 West 8th Street Jacksonville, Florida 32209 6511

Jerome H. Modell, M.D.

University of Florida College of Medicine

P.O. 100215 Gainesville, Florida 32610-0215

Franklin L. Smith

University of Florida

College of Medicine

P.O. 100215

Gainesville, Florida 32610-0215

Irena Skora, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine Department of Anesthesiology 653-2 West 8th Street Jacksonville, Florida 32209-6511

James McLamb, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine

Department of Commun : Health &

Family Medicine 653-1 West 8th Street Jacksonville, Florida 32209

John Isaacs, M.D.

University of Florida

Health Science Center of Jacksonville

College of Medicine

Department of Otolaryngology 653-2 West 8th Street Jacksonville, Florida 32209-6511

Malcolm Foster, M.D.

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University of Florida

Health Science Center of Jacksonville College of Medicine Department of Internal Medicine 653-1 West 8th Street Jacksonville, Florida 32209

Tai Nguyen, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of Neurosurgery
653-2 West 8th Street
Jacksonville, Florida 32209

Robert Thompson, M.D.

University of Florida
Health Science Center of Jacksonville
College of Medicine
Department of OB/GYN
653-1 West 8th Street
Jacksonville, Florida 32209

Janet Betchkal, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Ophthalmology 653-2 West 8th Street Jacksonville, Florida 32209

Robert Scheffer, D.D.S.

University of Florida Health Science Center of Jacksonville College of Dentistry Department of Oral Surgery & Dentistry 653-1 West 8th Street Jacksonville, Florida 322/9

Shahia Masood, M.D.

University Medical Center Department of Pathology College of Medicine 055 West 8th Street Jacksonville, Florida 32209

Thomas Chiu, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Pediatrics 653-1 West 8th Street Jacksonville, Florida 32209

Ernest Miller, M.D.

University of Florida Health Science Center of Jacksonville College of Medicine Department of Psychiatry 653-2 West 8th Street Jacksonville, Florida 32209 Thong Prempree, M.D.

University Medical Center Department of Radiation Oncology 655 West 8th Street Jacksonville, Florida 32209

Section 3. Executive Committee. The Board of Directors shall create an Executive Committee which may exercise the powers of the Board, except as hereinafter provided. Upon the creation of an Executive Committee, the following shall be deemed the members of the Committee: The Corporation's. First Vice President, Second Vice President, Secretary, and creasurer. The Dean of the University of Florida College of Medicine or his designee, and the Senior Associate Dean for Jacksonville Programs and the Senior Assistant Dean for the Jacksonville Programs shall also be voting members of the Executive Committee. The Executive Committee shall remain in existence until a contrary determination is made by the Board of Directors pursuant to a resolution adopted by the majority of the full Board. Notwithstanding anything contained herein to the contrary, the Executive Committee will have no authority to:

- (1) Approve or recommend to members of the Corporation, action or proposals required by any Horida Statutes to be approved by the members.
- (2) Designate candidates for the office of Director.
- (3) Fill vacancies on the Board of Directors or any committee thereof.
- (4) Amend the By-Laws

ARTICLE VIII,

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,

Page 12 of 15

and the private property of its members shall not be liable for any obligations of the Corporation.

ARTICLE IX.

BY-LAWS

The By-Laws of the Corporation shall be made, altered or rescinded by a vote of two-thirds (2/3) of all the members of the Board of Directors.

ARTICLE X.

AMENDMENT

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

ARTICLE XI.

OFFICE AND RESIDENT AGENT

Nancy D. Frashuer, whose office is located at 653 West Eighth Street, Jacksonville, Florida 32209, is designated as the Resident Agent to accept service of process for the Corporation within this state, and the Agent's acceptance is end, sed hereon.

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 <a href="https://example.com/set/forth/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/files/fi

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STATE OF FLORIDA)
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Sworn to and subscribed by Louis S. Rasso, Jr., MD, as Chairperson of the Board of Trustees and R. Donald Garrison, MD, as Secretary, who personally appeared before me this 28th day of September, 19 94 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 Public

(Printed/Typed Name of Notary Public)

Commission Number

C. G. WILKINSON

NOTARY PUBLIC, STATE OF FLORIDA

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RESIDENT AGENT'S ACCEPTANCE

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

/s/

Nancy D. Frashuer Resident Agent

05 100 LB /VSC



744617

October 8, 1996

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Secretary of State DIVISION OF CORPORATIONS P. O. Box 1300 Tallahassee, FL 32302-1300

RE: Filing of Amended and Restated Articles of Incorporation for:

Jacksonville Faculty Practice Association, Inc. Document #744617

Name Change: to University of Florida Jacksonville Physicians, Inc.

Enclosed please find our check #5338 in the amount of \$87.50 which represents the fee for filing Amended and Restated Articles of Incorporation and a certified copy same. Please note that the changes to these Articles includes a name change. Contact me at 904-549-3600 with any questions you may have.

Return the document to:

Peg Dasher, 653 West 8th Street, Jacksonville, FL 32209.

Sincerely yours,

Peg/Dasher Administration

mmd

Enclosure: Check 53097

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Post Office Box 44008 - Jacksonville, Florida 32231-4008 904/549-3500 - Fax 904/549-3528

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AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS , INC.

A Not -For-Profit Corporation

(Formerly Jacksonville Faculty Practice Association, Inc.)

TO: Department of State Tallahassee, FL 323 FILED

The undersigned, as Chairperson of the Board of Directors and Secretary of UNEXERSTY 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 current Articles of Incorporation by a two-thirds (2/3) vote of its members as provided for in Article XI of the current Articles of Incorporation of the Corporation and on December 15, 1992 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 current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of the members as provided in Articles XI of the current Articles of Incorporation of the Corporation and on February 23, 1995 the Amend-1 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 current Amended and Restated Articles of Incorporation by a two-thirds (2/3) vote of its members as provided in Article XI of the current Articles of Incorporation; 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 I. NAME

The name of the corporation shall be: UNIVERSITY OF FLORIDA JACKSONVILLE PHYSICIANS, INC. (a not-for-profit corporation). The principal office and place of business of the Corporation shall be 653 West 8th Street, Jacksonville, Duval County, Florida, 32209.

ARTICLE II. PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center in the City of Jacksonville, Florida and its associated programs and not for pecuniary profit.

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 shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan as approved by the Chancellor of the Board of Regents of the State of Florida or the rules of the Board of Regents, as amended from time to time.

Section 3. Dissolution Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Jacksonville Healthcare. Inc. provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Medicine, preferably for its medical programs in Jacksonville, Florida, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1954 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III POWERS

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

ARTICLE IV MEMBERSHIP

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

ARTICLE V TERM OF EXISTENCE

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

ARTICLE VI OFFICERS

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

ARTICLE VII BOARD OF DIRECTORS

The powers of the Corporation will be exercised, its property controlled and its affairs governed by the Board of Directors. Members of the Board of Directors will be elected or appointed as provided in the Byławs.

ARTICLE VIII 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 hable for any obligations of the Corporation.

ARTICLE IX AMENDMENT

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

ARTICLE X QFFICE AND RESIDENT AGENT

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

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 <u>24th</u> day of <u>July</u> 1996.

Louis S. Russo, Jr., M.B.
Chairperson, Board of Directors

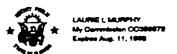
Mest: Damed Guinna

Secretary

(Corporate Seal)

STATE OF FLORIDA)
COUNTY OF DUVAL)

Sworm to and subscribed by Louis S. Russo, Jr., M.D., as Chairperson of the Board of Directors and R. Donald Garrison, M.D., as Secretary, who personally appeared before me this <u>a5th</u> day of <u>July</u>, 1996 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

Laurie L. Murphy

(Printed/Typed Name of Notary)

Comm No. CC397472 Expires: Aug. 11,1996

Personally Known__//ID Produced____

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RESIDENT AGENT'S ACCEPTANCE

SCOR TALLAMASTILL, FLORIDA

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.

Nancy D Frashuer Resident Agent