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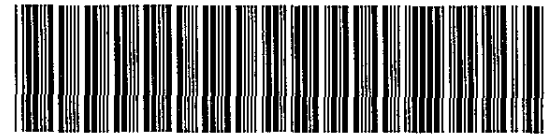
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

1:00pm OCT 27 2005

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UNIVERSITY OF FLORIDA



Office of the Vice President and General Counsel

Jacksonville Office:

653-1 West 8th Street, LRC-4th Floor
Jacksonville, FL 32209-6511
Telephone: 904-244-3146
Fax: 904-244-3190

Main Office:

123 Tigert Hall
Gainesville, FL 32611-2073
Telephone: 352-392-1358
Fax: 352-392-4387

October 21, 2005

Reply to Jacksonville Office

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

Re: University of Florida Jacksonville Healthcare, Inc.
Document #760888

Enclosed herewith for filing are an original and a copy of the Amended and Restated Articles of Incorporation for the University of Florida Jacksonville Healthcare, Inc.

A check in the amount of \$43.75 for the filing fee and certified copy is also enclosed. Please return all correspondence concerning this matter to the following:

Lavetta Jones, Executive Assistant
Office of the General Counsel
University of Florida
653-1 West 8th Street, LRC 4th Floor
Jacksonville, FL 32209-6511

For further information concerning this matter, please call Lavetta Jones at (904) 244-2079. Thank you.

Sincerely,

Lavetta Jones

Enclosures

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC.**
(formerly known as University of Florida Health Science Center/
Jacksonville Satellite Clinics, Inc.)

FILED
05 OCT 25 PM 1:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA

TO: Department of State
Tallahassee, FL 32304

The undersigned, as Chairperson and Secretary of the Board of Directors of University of Florida Jacksonville Healthcare, 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 Physicians Family Clinic, Inc. and that the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on December 3, 1981; and

That Amended and Restated Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on March 1, 1991; and

That an amendment to the Amended and Restated Articles of Incorporation of the Corporation was filed with the Florida Secretary of State on April 9, 1993; and

That an amendment to the Articles of Incorporation changing the name of the corporation to University of Florida Satellite Clinics, Inc. was filed with the Florida Secretary of State on May 25, 1994; and

That an amendment to the Articles of Incorporation changing the name of the corporation to University of Florida Health Science Center/Jacksonville Satellite Clinics, Inc. was filed with the Florida Secretary of State on July 13, 1994; and

That Amended and Restated Articles of Incorporation were filed with the Florida Secretary of State on August 23, 1994; and

That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on January 25, 1996; and

That an amendment to the Amended and Restated Articles of Incorporation was filed with the Florida Secretary of State on October 9, 1996 for the Corporation to obtain certification as a University Health Services Support Organization; and

That on August 31, 2005 the Board of Directors of the Corporation voted to amend and restate in its entirety the current Amended and Restated Articles of Incorporation of the Corporation as provided for in Article 8 of the current Articles of Incorporation of the Corporation to obtain compliance with The University of Florida Board of Trustees Internal Operating Memorandum #04-11; and

That any amendments included in these Amended and Restated Articles of Incorporation have been adopted pursuant to §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 Amended and Restated Articles of

Incorporation, other than the inclusion of these amendments and the omissions of matters of historical interest.

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

ARTICLE 1

NAME

The name of the Corporation is **UNIVERSITY OF FLORIDA JACKSONVILLE HEALTHCARE, INC.**

ARTICLE 2

PURPOSES AND POWERS

A. The Corporation is organized as a Corporation not for profit pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes (1993), including subsequent amendments or restatements.

B. The purposes for which the Corporation is formed are all purposes permitted by Chapter 617, Florida Statutes, including but not limited to the following purposes:

- To promote education, research and community service related to 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.
- To create clinical practice opportunities for University of Florida students, residents and fellows that are essential to the training of such students and postgraduate health professionals.
- To provide support for the University of Florida and its affiliated entities, including but not limited to the University of Florida Jacksonville Physicians, Inc., a Florida corporation not for profit, as long as the respective organization is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").
- To develop or participate in a provider network of sufficient size to manage the medical care of individuals through contractual arrangements, affiliations and practice acquisitions.
- To participate in joint ventures or other legal entities and the formation of same, and to do any other act or thing incidental to or connected with the foregoing purposes or advancement thereof, but not any act or thing for the pecuniary profit or financial gain of any of its members, any member of its board of directors or any of its officers, except (i) as permitted under the Florida Not For Profit Corporation Act and (ii) as will not adversely impact the Corporation's status under section 501(c)(3) of the Code.
- To promote public health through investment and participation in a managed care health care provider network.

- To invest in, own, operate, construct and lease other medical and related support facilities.
- To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida.
- To hold any property, or any undivided interest therein, without limitation as to the amount or value. To dispose of any such property and invest, reinvest or deal with the principal or the income in such manner as, in the judgment of the Corporation's board of directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the Bylaws of the Corporation or any applicable laws.
- To provide management services for affiliated physicians including services designed to attain economies of scale and reduce practice costs.
- To transact any and all lawful business, subject to the limitations contained herein.

C. No part of the net earnings of the Corporation shall inure to the benefit of any member, director or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to the Corporation and reasonable amounts expended by reason of the Corporation's effecting one or more of the purposes), and no member, director or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, 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.

ARTICLE 3 MEMBERSHIP

Section 1. Qualification. The membership of the Corporation shall consist of those individuals designated in the Bylaws.

Section 2. Admission. New members shall be appointed as provided in the Bylaws.

Section 3. Termination. The membership of any member other than the Senior Associate Dean of Jacksonville Programs, the Associate Dean of Clinical Affairs of Jacksonville Programs or any Associate Chairperson or Chairperson for Jacksonville of a clinical department (including oral surgery) may be terminated as provided in the Bylaws.

ARTICLE 4
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 5
OFFICERS

Section 1. Officers. The officers of the Corporation and the manner of election or appointment thereof is as described in the Bylaws.

ARTICLE 6
BOARD OF DIRECTORS

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

ARTICLE 7
AMENDMENTS TO ARTICLES

The Articles of Incorporation may be amended only 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. All amendments to the Articles of Incorporation are subject to approval by the President of the University of Florida.

ARTICLE 8
AMENDMENTS TO BYLAWS

The Bylaws of this Corporation may be amended only 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. All amendments to the Bylaws are subject to approval by the President of the University of Florida.

ARTICLE 9
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.

ARTICLE 10
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 Foundation, Incorporation, provided that it is exempt under §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 the University of Florida Foundation, Incorporated is not exempt under §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 §501(c)(3) and §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.

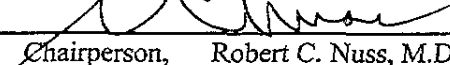
ARTICLE 11
OFFICE AND RESIDENT AGENT

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, these Amended and Restated Articles of Incorporation of University of Florida Jacksonville Healthcare, Inc., were executed by the Corporation by its Chairperson and attested by its Secretary under the corporate seal, this 31st day of August, 2005.

UNIVERSITY OF FLORIDA
JACKSONVILLE HEALTHCARE, INC.

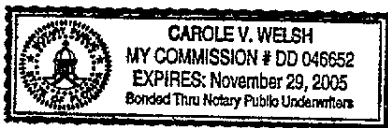
By: 
Chairperson, Robert C. Nuss, M.D.

Attest: 
Secretary, Martin Northup, M.D.

(Corporate Seal)

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 1 day of Sept., 2005, by ROBERT C. NUSS, M.D. and MARTIN NORTHUP, M.D., the Chairperson and Secretary, respectively, of University of Florida Jacksonville Healthcare, Inc., a Florida corporation not for profit, on behalf of the Corporation.



Carole V. Welsh
Notary

CAROLE V. WELSH
(Printed/Typed Name of Notary)

Commission No. _____ Expires: 11/29/05

Personally Known ✓ /ID Produced _____

RESIDENT AGENT'S ACCEPTANCE

Having been named to accept service of process for University of Florida Jacksonville Healthcare, 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
Nancy D. Frashuer
Resident Agent