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LIMITED LIABILITY COMPANY

University of Florida Health Services Institute, LLC

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UNIVERSITY OF FLORIDA HEALTH SERVICES INSTITUTE, LLC
ARTICLES OF ORGANIZATION

The undersigned, being a member or duly authorized representative of a member, desiring to form a limited liability company under the Florida Limited Liability Company Act, Chapter 608, Florida Statutes, does hereby adopt the following Articles of Organization:

ARTICLE I — Name:

The name of the limited liability company is UNIVERSITY OF FLORIDA HEALTH SERVICES INSTITUTE, LLC (the "Company").

ARTICLE II — Address:

The mailing address and street address of the principal office of the Company is:

J. Hillis Miller Health Center
Room M-110, P.O. Box 100215
Gainesville, Florida 32610-001

ARTICLE III — Commencement of Existence:

The Company's existence begins on the date and at the time when these Articles of Organization are filed with the Florida Secretary of State.

ARTICLE V — Exempt Purposes:

1. The Company is organized as a limited liability company exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. Notwithstanding any other provision of these Articles, the Company shall not carry on any activities not permitted to be carried on by an organization qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. The Company shall be operated exclusively to further the charitable, religious, educational, and scientific purposes of its members.

3. Each of the members of the Company shall be required to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or a governmental unit or wholly owned instrumentality of a state or a political subdivision thereof.

4. No member of the Company may transfer its membership interest in the Company to a transferee other than an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or a governmental unit or wholly owned instrumentality of a state or a political subdivision thereof.

Prepared by:

Robert H. Fritchard
Florida Bar Number 0890367
Holland & Knight LLP
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5. The Company, interests in the Company other than a membership interests, and the assets of the Company, may only be availed of or transferred to, whether directly or indirectly, any nonmember other than an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or a governmental unit or wholly owned instrumentality of a state or a political subdivision thereof, in exchange for the fair market value of the interest or assets.

6. Upon the dissolution of the Company, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Company is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

7. Any and all amendments to these Articles of Organization, and any operating agreement of the Company and any amendments thereto, must at all times be consistent with the organizational documents for an organization qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

8. The Company shall be prohibited from merging with, or converting into, any form of for profit business organization for the purpose of carrying on any activities not permitted to be carried on by an organization qualifying for exemption from federal income tax as an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

9. No part of the assets or net earnings of the Company shall inure to the benefit of, or be distributable to its managers, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article IV. No part of the assets or net earnings of the Company shall inure to the benefit of, or be distributable to any of member of the Company that ceases to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or a governmental unit or wholly owned instrumentality of a state or a political subdivision thereof.

10. In the event a member of the Company ceases to be an organization described in Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or a governmental unit or wholly owned instrumentality of a state or a political subdivision thereof, then such member's interest in the Company shall automatically be forfeited as of the date such member's exempt status is revoked.

11. Each member of the Company shall be required as a condition of membership to agree to expeditiously and vigorously enforce all of its rights in the Company and to pursue all legal and equitable remedies to protect its interests in the Company.

12. These Articles of Organization are, and any operating agreement of the Company shall be, consistent with the laws of the State of Florida and are enforceable at law and in equity. Section 608.403, Florida Statutes, provides that a limited liability company may be organized for any lawful purpose. The Florida Limited Liability Company Act does not require that a limited liability company be formed for a business purpose and therefore, the formation of a limited liability company for charitable, religious, educational, and scientific purposes is permitted by Florida law.

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ARTICLE VI -- Continuation of Limited Liability Company:

So long as the Company continues to have at least one remaining member, the death, retirement, resignation, expulsion, bankruptcy, or dissolution of any member or the occurrence of any other event that terminates the continued membership of any member shall not cause the Company to be dissolved, and upon the occurrence of any such event, the Company shall be continued without dissolution. At any time there are no members, the Company is not dissolved and is not required to be wound up if, within one (1) year after the occurrence of the event that terminated the continued membership of the last remaining member, the personal representative or other legal representative of the last remaining member agrees in writing to continue the Company and agrees to the admission of the personal representative of such member or its nominee or designee to the Company as a member, effective as of the occurrence of the event that terminated the continued membership of the last remaining member.

ARTICLE VI -- Registered Agent and Office:

The name and street address of the Company's initial registered agent for service of process in the state is:

William W. Sharp
1328 S.W. 16th Street, Suite 4250
Gainesville, Florida 32608

ARTICLE VII -- Management and Authority:

The Company shall be a manager-managed company. Pursuant to Section 608.4235, Florida Statutes, no member of the Company shall be an agent of the Company solely by virtue of being a member, and no member shall have authority to incur debt or contractual liability on behalf of the Company solely by virtue of being a member.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 15th day of July, 2002.

SOUTHEASTERN HEALTHCARE FOUNDATION, INC.,
Initial Member

By: [Signature]

Print Name: Jeffrey F. Jones

Title: Treasurer

ACCEPTANCE OF REGISTERED AGENT

The undersigned agrees to act as registered agent for the Company named above, to accept service of process at the place designated in these Articles of Organization, and to comply with the provisions of Chapter 608, Florida Statutes, and acknowledges that the undersigned is familiar with, and accepts, the obligations of such position.

William W. Sharp 7/15/02
William W. Sharp, Asst. Secy & CFO

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