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BASIC AMENDMENT

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATION

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05 JUN 15 AM 9:58
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Amended
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Florida Dept of State
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

June 16, 2005

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATIONS,
123 ADAMS ST.
TALLAHASSEE, FL 32301

SUBJECT: PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATIONS, INC.
REF: N04000004034

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ The form needs to be titled AMENDED AND RESTATED ARTICLES OF INCORPORATION. Also please refax the last two pages.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATIONS, INC.
(A Florida Not-For-Profit Corporation)

FILED
05 JUN 15 AM 9:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Corporation executes and sets forth the following Certificate of Amendment and Restatement of the Articles of Incorporation of such corporation in accordance with Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act"):

FIRST: The name of the corporation is Physicians' Foundation for Health Systems Innovations, Inc. (the "Corporation").

SECOND: The Amended and Restated Articles of Incorporation of the Corporation are attached to this Certificate as Exhibit A.

THIRD: The Members of the Corporation are not entitled to vote on proposed amendments to the Articles of Incorporation of the Corporation.

FOURTH: The Board of Directors adopted the Amended and Restated Articles of Incorporation of the Corporation in accordance with Section 617.1006 of the Act on April 8, 2005.

{Signature on next page.}

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NO. 642 P003/009
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IN WITNESS WHEREOF, the Corporation has caused the execution of this Certificate of Amendment and Restatement of the Articles of Incorporation of Physicians' Foundation for Health Systems Innovations, Inc. on April 8, 2005.

PHYSICIANS' FOUNDATION FOR HEALTH
SYSTEMS INNOVATIONS, INC.

By: Timothy B. Norwalk
Name:
Title: President

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EXHIBIT A

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
PHYSICIANS' FOUNDATION FOR HEALTH SYSTEMS INNOVATIONS, INC.
(A Florida Not-For-Profit Corporation)

Article I
NAME

The name of this corporation shall be Physicians' Foundation for Health Systems Innovations, Inc. (hereinafter called the "Corporation").

Article II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The address of the principal office and/or the mailing address of the Corporation is c/o the Florida Medical Association, 123 Adams Street, Tallahassee, Florida 32301.

Article III
PURPOSE

A. This Corporation is a not-for-profit corporation, organized and shall be operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit, and is created to effectuate purposes of the Settlement Agreement among CIGNA Healthcare and Physicians dated September 4, 2003, among the Class Representative Plaintiffs (on behalf of themselves and each of the Class A Members, certain medical societies as described therein (the "Members") and CIGNA Corporation, individually and on behalf of certain subsidiaries, relating to the settlement of that certain litigation captioned In Re: Managed Care Litigation (Provider Track Cases), Charles B. Shane, M.D., et al. v. Humana, Inc., Aetna, Inc., Aetna-USHC, Inc., CIGNA, et al. and Timothy N. Kaiser, MD., and Suzanne LeBel Corrigan, M.D., et al. v. CIGNA Corporation, CIGNA Healthcare of ST. Louis, Inc. and CIGNA Healthcare of Texas, Inc., in the United States District Court for the Southern District of Florida, MDL No. 1334, and the activities of the Corporation shall be subject to the supervision of such Court.

B. Further, the Corporation shall be organized exclusively for purposes described in section 509(a)(3)(A) of the Code. More specifically, the Corporation shall be organized and operated exclusively to support, benefit or carry out the charitable purposes of publicly supported organizations the purposes of which include promoting high quality health care.

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including, without limitation, initiatives that assist physicians to improve and enhance the quality of care received by patients and to enhance the delivery of medical care to the disadvantaged members of the public and such related and ancillary activities. The Corporation shall not engage in any activities or exercise any powers that are not in furtherance of the charitable purposes set forth in this paragraph B of Article III. Notwithstanding the foregoing, the Corporation's activities shall not promote or support (i) medical research or animal research; (ii) research and/or development of drugs or medical devices; or (iii) activities related to litigation, arbitration or other dispute resolution (other than such as arises by or against the Corporation relating directly to the business and operations of the Corporation).

Article IV **MEMBERSHIP**

The Corporation shall have members, which are the following entities: Alaska State Medical Association, California Medical Association, Connecticut State Medical Society, Denton County Medical Association (Texas), El Paso County Medical Society (Colorado), Florida Medical Association, Hawaii Medical Association, Louisiana State Medical Society, Medical Association of Georgia, Medical Society of New Jersey, Medical Society of the State of New York, Nebraska Medical Association, New Hampshire Medical Society, North Carolina Medical Society, Northern Virginia Medical Societies, South Carolina Medical Association, Tennessee Medical Association, Texas Medical Association, Vermont Medical Society, and Washington State Medical Association. The designation of classes of members, the qualifications and rights of the members of each class, any quorum and voting requirements for meetings and activities of the members, and notice requirements sufficient to provide notice of meetings and activities of the members of the Corporation shall be as provided in these Articles of Incorporation and the Bylaws of the Corporation.

Article V **REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Company is Corporation Service Company. The street address of the Corporation's registered office in the State of Florida is 1201 Hays St., Tallahassee, Florida 32301.

Article VI **BOARD OF DIRECTORS; ADVISORY BOARD**

A. The affairs of this Corporation shall be managed by a Board of Directors. The Board of Directors shall comprise ten (10) individuals. The number of members of the Board of Directors shall not increased or decreased. The initial members of the Board of Directors are as follows: Timothy Norbeck; Charles Aswad, M.D.; Paul D. Weber; William Mahon; Subhi D.S. Ali, M.D.; John M. Knight; Louis J. Goodman, Ph.D.; Lawrence Braud, M.D.; Walker Ray, M.D.; and John C. Lewin, M.D. The Directors shall be of legal age and need

not be residents of the State of Florida. Each of the Directors shall be entitled to one (1) vote and have full voting rights on all matters. The Directors shall have a term of office of two (2) years. Each Director shall appoint his or her own successor at the second annual meeting following his or her appointment. Each such Director shall select that individual successor Director designated by the Member who originally designated such vacating Director. There shall be no limit on the number of terms each Director may serve on the Board of Directors and a Director may succeed him or herself. A Director may be removed at any time by a vote of eight (8) of the ten (10) Directors and in accordance with the Act. In the event a Director is removed as described or is unable or unwilling to continue to serve (because of death, disability or resignation), then a successor Director to fill the open position shall be designated by the Member who originally designated that Director. In addition, the Member who designated a Director may remove such Director and designate a new Director. The powers and duties of the members of the Board of Directors shall be as provided in the Bylaws.

B. The Corporation shall also have a Member Advisory Board consisting of one designee from each of the Members that are not represented on the Board of Directors. The Member Advisory Board shall provide advice and assistance to the Board of Directors of the Corporation. The Corporation shall also have member committees comprised of directors and designees of Members.

Article VII PRIVATE FOUNDATION RULES

The Corporation shall at all times be organized and operated so as to qualify as an organization that is not a private foundation, as defined in section 509(a)(3) of the Code. If, however, at any time, the Corporation shall be classified as a private foundation under federal tax laws, then at such time or times the Corporation shall be subject to the following restrictions:

1. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Code.
2. The Corporation shall make distributions for each taxable year at such time and in such manner so as not to become subject to the tax on undistributed income imposed by section 4942 of the Code.
3. The Corporation shall not retain any excess business holdings as defined in section 4943(c) of the Code.
4. The Corporation shall not make any investments in such manner as to subject it to tax under section 4944 of the Code.
5. The Corporation shall not make any taxable expenditures as defined in section 4945(d) of the Code.

Article VIII DISSOLUTION

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, or corporation which is organized and operated exclusively for educational, scientific, charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

Article IX LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers, 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (c) an organization described in section 509(a)(3) of the Code.

Article X INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation or member of the Member Advisory Board, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and

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such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

Article XI
AMENDMENTS

The Articles of Incorporation may not be amended without the majority vote of the entire Board of Directors of the Corporation, that is, at least six (6) members of the Board of Directors must approve a proposed amendment. Notwithstanding the foregoing, the provisions of Article VI may not be altered, amended or repealed, or new articles of incorporation adopted which alter, amend or repeal such provisions, without the unanimous vote of the Board of Directors.

Article XII
INCORPORATOR

The name and address of the incorporator is Abigail C. Watts-FitzGerald, c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

IN WITNESS WHEREOF, the Corporation has caused the execution of these Amended and Restated Articles of Incorporation of Physicians' Foundation for Health Systems Innovations, Inc. on April 8, 2005.

PHYSICIANS' FOUNDATION FOR HEALTH
SYSTEMS INNOVATIONS, INC.

By: Timothy B. Norbeck
Name: Timothy B. Norbeck
Title: President