

N060000004354

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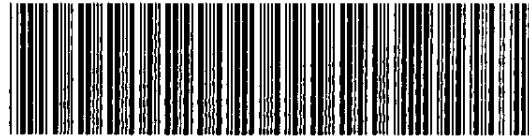
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TBrown 5-5-11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: FLORIDA MEDICAL PRACTICE PLAN, INC.

DOCUMENT NUMBER: N06000004354

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

JAMES LICKLIDER

(Name of Contact Person)

THE FLORIDA STATE UNIVERSITY COLLEGE OF MEDICINE

(Firm/ Company)

1115 WEST CALL STREET

(Address)

TALLAHASSEE, FLORIDA 32312

(City/ State and Zip Code)

james.licklider@med.fsu.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JAMES LICKLIDER

(Name of Contact Person)

at (850) 645-2827

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☒ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
to
Articles of Incorporation
of

FLORIDA MEDICAL PRACTICE PLAN, INC.

(Name of Corporation as currently filed with the Florida Dept. of State)

N06000004354

(Document Number of Corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

The new name must be distinguishable and contain the word "corporation" or "incorporated" or the abbreviation "Corp." or " Inc." "Company" or "Co." may not be used in the name.

B. Enter new principal office address, if applicable:

(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable:

(Mailing address MAY BE A POST OFFICE BOX)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

Name of New Registered Agent:

New Registered Office Address:

(Florida street address)

(City)

Florida

(Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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TALLAHASSEE, FLORIDA

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:
(Attach additional sheets, if necessary)

<u>Title</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	
_____	_____	_____	<input type="checkbox"/> Add
_____	_____	_____	<input type="checkbox"/> Remove
_____	_____	_____	

E. If amending or adding additional Articles, enter change(s) here:
(attach additional sheets, if necessary). (Be specific)

ARTICLE IV was amended to state: "The corporation shall have no members."

Reversed order of ARTICLES VI and VII (amended order is BOARD OF DIRECTORS, then OFFICERS).

ARTICLE VI was amended to state: "The management of the property, affairs, and activities, and concerns of the Corporation shall be vested in the Board of Directors, the membership of which shall be constituted as provided in the Bylaws."

Replaced "Gregg A. Gleason, Esq." with "Robert Jurand, Esq." under the heading "This document has been prepared and approved as to form by:".

Added "These amended and restated articles of incorporation were approved by the Board of Directors of Florida Medical Practice Plan, Inc. on December 14, 2010" to bottom of document.

The date of each amendment(s) adoption: December 14, 2010

(date of adoption is required)

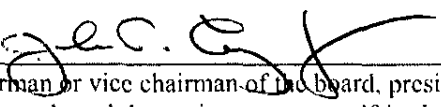
Effective date if applicable: December 14, 2010

(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 4-20-11

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator -- if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

JOHN P. FOGARTY
(Typed or printed name of person signing)

PRESIDENT
(Title of person signing)

Articles of Amendment to

ARTICLES OF INCORPORATION of FLORIDA MEDICAL PRACTICE PLAN, INC.

(A Non-Profit Corporation)

The undersigned hereby associate themselves to form a corporation for scientific, educational or charitable purposes under the provisions 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: FLORIDA MEDICAL PRACTICE PLAN, INC. (A Non-Profit Corporation). The principal office and place of business of the corporation shall be The Florida State University College of Medicine, 1115 West Call Street, Tallahassee, Leon County, Florida.

ARTICLE II. PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes. This corporation shall operate exclusively to improve and support medical education at The Florida State University College of Medicine. The corporation is organized and shall be operated for scientific, educational, and charitable purposes and not for pecuniary profit, for the purpose of promoting education, and to make financial and other types of contributions and assistance to medical, scientific and educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code.

Section 2. Limitations on Actions. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 as set forth in these articles of incorporation. 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 not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code. No employee of the corporation shall engage in the practice of medicine.

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 The Florida State University Foundation, Incorporated, provided that it is exempt under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future tax code, for use only by The Florida State University College of Medicine, or in the event that such organization is not in existence or The Florida State University Foundation, Incorporated, is not exempt under Section 501 (c) (3) of the Internal Revenue Code, or corresponding provisions of any future tax code, the

remaining assets of the corporation 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 corporation 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.

ARTICLE III. POWERS

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.

ARTICLE IV. MEMBERSHIP

The corporation shall have no members.

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. BOARD OF DIRECTORS

The management of the property, affairs, activities, and concerns of the Corporation shall be vested in the Board of Directors, the membership of which shall be constituted as provided in the Bylaws.

ARTICLE VII. OFFICERS

The Board of Directors shall elect officers as described in the Bylaws.

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 liable for any obligations of the corporation.

ARTICLE IX. 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 X. OFFICE AND REGISTERED AGENT

Betty Steffens, whose office is located at 424 Westcott Building, The Florida State University, Tallahassee, Leon County, Florida, is designated as the Registered Agent to accept service of process for the corporation within this state, and said Agent's acceptance is endorsed below.

IN WITNESS WHEREOF, the undersigned incorporator has signed these amended and restated Articles of Incorporation on the 10th day of JANUARY 2011.

The Florida State University, Incorporator

By: _____

Eric J. Barron, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of the corporation, does hereby accept that designation.

By: _____

Betty Steffens, Registered Agent

This document has been prepared and approved as to form by:

Robert Jurand
Office of the General Counsel
The Florida State University
424 Westcott Building
Tallahassee, Florida 32306-1400

These amended and restated articles of Incorporation were approved by the Board of Directors of Florida Medical Practice Plan, Inc. on December 14, 2010.