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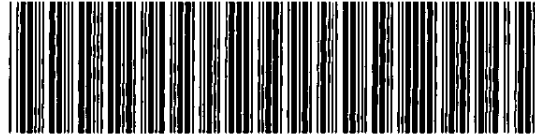
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Eli
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SECRETARY OF STATE
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08 APR -3 PM 3:09

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Amended
i.e.
Restored
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4/8/08
DC



March 28, 2008

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

Re: The Florida International University College of Medicine Health Care Network
Faculty Group Practice, Inc., a Florida not for profit corporation

Document Number: N08000001683

Enclosed for filing are the Amended and Restated Articles of Incorporation for The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc. as well as the filing fee of \$35.00.

If further information is required, please do not hesitate to contact me at the number below.

Thank you.

Sincerely,

Eli Deville
Coordinator, Administrative Services

Encls.

FILED
08 APR -3 PM 3:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC. A Florida Not-For-Profit Corporation

Amended and Restated the 7th day of March, 2008

The undersigned subscribers do hereby associate ourselves together to form a not-for-profit corporation pursuant to the laws of the State of Florida, and for these purposes do hereby adopt the following Articles of Incorporation.

ARTICLE 1. NAME

The name of this corporation shall be THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC. For convenience, the corporation shall be referred to as the "Faculty Practice Plan." The Faculty Practice Plan may register the name "Florida International University College of Medicine Health Care Network Faculty Group Practice," "Panther Care," or other similar terms as a fictitious name.

ARTICLE 2. PURPOSES

The Faculty Practice Plan is organized and shall be operated exclusively for scientific, educational and charitable purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. Further, the Faculty Practice Plan shall exist exclusively to support the mission of Florida International University (hereinafter referred to as "FIU") to improve and support medical education at the Florida International University College of Medicine (hereinafter referred to as "FIUCOM").

ARTICLE 3. POWERS

The Faculty Practice Plan shall have all of the powers now provided or which may hereafter be provided for not-for-profit corporations by the laws of the State of Florida, and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes all in accordance with and subject to the Bylaws of the Faculty Practice Plan and the limitations of applicable State of Florida and federal laws and regulations including the authority granted to the Board of Trustees of FIU. In particular, the Faculty Practice Plan shall not engage in any activities prohibited by a corporation exempt from Federal income tax under section 501(C)(3) of the Internal Revenue Code, as revised from time to time. The Faculty Practice Plan shall not be empowered to do any act or thing which would cause it to lose its status as a not-for-profit corporation under the laws of the United States or of the State of Florida. No substantial part of the Faculty Practice Plan's funding or activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the Faculty Practice Plan shall not participate in,

or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE 4. MEMBERS

The Members of the Faculty Practice Plan all shall be full time clinical faculty of the FIUCOM who are actively involved in the clinical practice of medicine and who are not adjunct faculty members.

ARTICLE 5. BOARD OF DIRECTORS

Section 1. All corporate powers of the Faculty Practice Plan shall be exercised by, or under the authority of, the Board of Directors in accordance with these Articles of Incorporation and the Bylaws of the Faculty Practice Plan. Only Directors shall have a vote in meetings of the Faculty Practice Plan's members or of the Directors.

Section 2. The Board of Directors shall be elected, hold office and direct the activities of the Faculty Practice Plan in accordance with the Bylaws. The nine (9) Directors of the Board shall be:

- (a) A designee of the FIU Board of Trustees.
- (b) The Dean and Senior Vice President of Medical Affairs of the FIUCOM.
- (c) The Executive Associate Dean of Clinical Affairs of the FIUCOM.
- (d) The Provost of FIU or his/her Designee.
- (e) The CFO of FIU or his/her Designee.
- (f) One (1) FIUCOM Non-Chairman Group Faculty Member selected by the Clinical Faculty.
- (g) One (1) FIUCOM Chairman Group Faculty Member selected by the Clinical Chairs.
- (h) Two (2) Community Members who shall not be employees of FIU and who are nominated either by the Committee on Nominations or any member of the Board and elected by a majority vote of the Board (hereinafter "Community Member"). One (1) of the Community Members must have the financial skills to be designated as the Financial Expert pursuant to the criteria of Sarbanes-Oxley.

Section 3. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the Faculty Practice Plan shall be specified in the Bylaws.

ARTICLE 6. BYLAWS

The Bylaws of the Faculty Practice Plan shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE 7. AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Faculty Practice Plan shall be made, altered or rescinded by a two-thirds vote of all members of the Board at any regular or at any special meeting called for that purpose; provided, however, that no provision of the Articles of Incorporation may be adopted, amended or rescinded without the prior written approval of the President of FIU. All amendments to the Articles of Incorporation of the Faculty Practice Plan must be approved by the Board of Trustees of FIU, upon recommendation of the President of FIU prior to their effective date.

ARTICLE 8. EARNINGS

No part of the net earnings of the Faculty Practice Plan, if any, shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the Faculty Practice Plan is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for services rendered, to reimburse Officers and other Directors of the Faculty Practice Plan for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to officers and employees of the University. All such payments shall be governed by provisions of the Bylaws.

ARTICLE 9. DISSOLUTION

In the event of dissolution of the Faculty Practice Plan or termination of its affairs, the Directors shall, after paying or making provision for payment of all of the liabilities of the Faculty Practice Plan, distribute all of the remaining assets of the Faculty Practice Plan to FIU to be used exclusively for the general purposes for which the Faculty Practice Plan was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the Faculty Practice Plan. No individual shall be entitled to share in the distribution of any of the assets of the Faculty Practice Plan upon dissolution or termination.

ARTICLE 10. INDEMNIFICATION

Every Director, Officer and employee of the Faculty Practice Plan shall be indemnified by the Faculty Practice Plan against and reimbursed for all reasonable expenses and liabilities, including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this Faculty Practice Plan, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall

apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Faculty Practice Plan. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, Officer or employee may be paid by the Faculty Practice Plan in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, Officer or employee is not entitled to be indemnified by the Faculty Practice Plan as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the Faculty Practice Plan to indemnify a Director, Officer or employee or to make advances to a Director, Officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, Officers and employees so that the Faculty Practice Plan shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the Faculty Practice Plan and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the Faculty Practice Plan.

ARTICLE 11. REGISTERED OFFICE AND REGISTERED AGENT

The Faculty Practice Plan hereby designates its Registered Office to be located at Florida International University, Office of the General Counsel, University Park, PC 511, Miami, Florida, 33199, or such other place as it may from time to time designate. In accordance with the Bylaws, the University President hereby recommends and the Chairperson hereby appoints Cristina Mendoza, Vice President and General Counsel, Florida International University, as Registered Agent of the Faculty Practice Plan, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE 12. EQUAL OPPORTUNITY/ACCESS

In its operations and activities, the Faculty Practice Plan shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

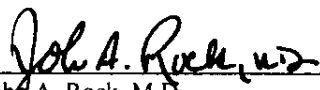
ARTICLE 13. USE OF UNIVERSITY RESOURCES

The President of the University shall have full authority to monitor and control the use of University resources by the Faculty Practice Plan. The President of the University also retains full authority to monitor and control the Faculty Practice Plan's use of the University's name in connection with its activities.

ARTICLE 14. TAX RETURN

The Faculty Practice Plan shall submit to the President of FIU and the Board of Governors of the State of Florida its Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (form 990) in accordance with Section 1004.28 of the Florida Statutes, as may be amended from time to time.

IN WITNESS WHEREOF, the undersigned Directors and Officers of The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc., a Florida not-for-profit corporation, have executed these Articles of Incorporation effective this 7 day of March, 2008.



John A. Rock, M.D.
Chairperson / Director
Address: 11200 SW 8th Street, HLS 693
Miami, Florida 33199

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 7 day of March, 2008, by John A. Rock, M.D., the Chairperson of The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc., a Florida not-for-profit corporation. The aforementioned individual is personally known to me and did not take an oath.





Notary Public, State of Florida

CERTIFICATION

I, Cristina Mendoza, Registered Agent of The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc., a Florida not-for-profit corporation, hereby certify that I am familiar with and accept the duties and responsibilities of the Registered Agent of the Faculty Practice Plan as stated in its Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of the Faculty Practice Plan, this 7 day of March, 2008.

THE FLORIDA INTERNATIONAL UNIVERSITY
COLLEGE OF MEDICINE HEALTH CARE
NETWORK FACULTY GROUP PRACTICE, INC.
a Florida not-for-profit Corporation

By: Cristina L. Mendoza

(Corporate Seal)

***THE AMENDED AND RESTATED ARTICLES OF INCORPORATION
WERE ADOPTED BY THE BOARD OF DIRECTORS AND DOES NOT
CONTAIN ANY AMENDMENTS REQUIRING MEMBER APPROVAL.***