N08000001683

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

500182448015

06/24/10--01018--023 **43.75

amended & Restated Articles

FILED
2010 JUN 24 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DD
6/28/10

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: THE FLORIDA INTERNATIONAL UNIVERSITY COLL

DOCUMENT NUMBER: N08000001683

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

Please return all correspondence concerning this matter to the following:

Sandra Fernandez
(Name of Contact Person)

THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MED
(Firm/ Company)

11200 SW 8th Street
(Address)

Miami, Florida 33199
(City/ State and Zip Code)

sandra.fernandez1@fiu.edu
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Sandra Fernandez at (305) 348-1756
(Name of Contact Person) (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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC.

A Florida Not-For-Profit Corporation

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 Amended and Restated 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 Directors of the Board shall be:

(a) A designee of the FIU Board of Trustees who shall also serve as a designee of the President.

(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) At least two and no more than three (3) 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.

ARTICLE 15. SUNSHINE LAWS

The Board shall provide public access to the Faculty Practice Plan records in accordance with the applicable provisions of the Public Records Law, Chapter 119, Florida Statutes. The Faculty Practice Plan shall conduct its Board meetings in accordance with the applicable provisions of the Open Meetings Law, Chapter 286, Florida Statutes.

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 3rd day of March, 2009.

John A. Rock, MD

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 17 day of June, 2010, 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.

URSULA SCHLEIDER
Notary Public - State of Florida
My Comm. Expires Oct 7, 2012
Commission # DD 829213

Notary Public, State of Florida

CERTIFICATION

I, Isis Carbajal de Garcia, 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 17 day of June 2010.

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

By: Isis Carbajal de Garcia

Amended and Restated

Articles of Incorporation
of

THE FLORIDA INTERNATIONAL UNIVERSITY COLLEGE OF MEDICINE HEALTH

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

CARE NETWORK FACULTY GROUP PRACTICE, INC.

(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:

NA

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: NA
(Principal office address MUST BE A STREET ADDRESS)

C. Enter new mailing address, if applicable: NA
(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: NA

New Registered Office Address: ____________________
(Florida street address)

____________________, Florida______
(City) *(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

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)

Title	Name	Address	Type of Action
	NA		☐ Add ☐ Remove
	NA		☐ Add ☐ Remove
	NA		☐ Add ☐ Remove

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

Articles of Incorporation are attached.

The date of each amendment(s) adoption: March 3, 2009
(date of adoption is required)

Effective date if applicable: ____________________
(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 June 17, 2010

Signature John A Rock, MD
(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 A. Rock, M.D.
(Typed or printed name of person signing)

Chairman
(Title of person signing)