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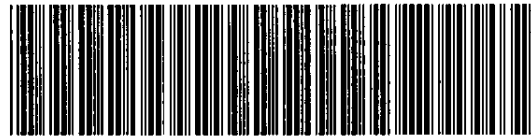
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 AUG - 9 PM 1:50

Amended CC
Name Restated
chg 8/10/11

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc.

DOCUMENT NUMBER: N08000001683

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

Please return all correspondence concerning this matter to the following:

M. Kristina Raattama

(Name of Contact Person)

Florida International University

(Firm/ Company)

11200 SW 8 Street, PC 511

(Address)

Miami, Florida 33199

(City/ State and Zip Code)

devillee@fiu.edu

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

For further information concerning this matter, please call:

Eli Deville

(Name of Contact Person)

at (305) 348-2103

(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

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

11 AUG -9 PM 1:50

**SECOND AMENDED AND RESTATED ARTICLES OF
INCORPORATION
FOR
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 I. NAME

The name of this corporation shall be THE FLORIDA INTERNATIONAL UNIVERSITY ACADEMIC HEALTH CENTER HEALTH CARE NETWORK FACULTY GROUP PRACTICE, INC. For convenience, the corporation shall be referred to as the "FIU-HCN".

ARTICLE II. PURPOSES

The FIU-HCN 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 FIU-HCN shall exist exclusively to support the mission of Florida International University (hereinafter referred to as "FIU") to improve and support health education at the Florida International University in the Herbert Wertheim College of Medicine (HWCOC), the Robert Stempel College of Public Health and Social Work (RSCPHSW), the College of Nursing and Health Sciences (CNHS), and departments in the College of Arts and Sciences (CAS) with clinical activities.

ARTICLE III. POWERS

The FIU-HCN 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 FIU-HCN and the limitations of applicable State of Florida and federal laws and regulations including the authority granted to the Board of Trustees of FIU. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the FIU-HCN, or to any other private individual. In exercising these powers and performing their duties, the Board of Directors shall have the powers, duties, and responsibilities vested in the directors of Florida not for profit corporations and those set forth in Florida Board of Governors Regulation 9.017 as may be amended from time to time. In particular, the FIU-HCN 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 FIU-HCN 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 FIU-HCN's funding or activities shall be for the carrying on of propaganda or otherwise attempting to influence legislation, and the FIU-HCN 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 IV. MEMBERS

The Members of the FIU-HCN all shall be clinical faculty of the HWCOM who are actively involved in the clinical practice of medicine and faculty in RSCPHSW, CNHS, and CAS who engage in clinical activities as a part of their teaching assignment at FIU. Voluntary or adjunct faculty members are not eligible to be Members of the FIU-HCN. When any member ceases to be employed by FIU, his/her membership in the FIU-HCN shall be deemed automatically terminated.

ARTICLE V. BOARD OF DIRECTORS

Section 1. All corporate powers of the FIU-HCN 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 FIU-HCN. Only Directors shall have a vote in meetings of the FIU-HCN's members or of the Directors.

Section 2. The Board of Directors shall be elected, hold office and direct the

activities of the FIU-HCN in accordance with the Bylaws. The Directors of the Board shall be specified in the Bylaws.

Section 3. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the FIU-HCN shall be specified in the Bylaws.

ARTICLE VI BYLAWS

The Bylaws of the FIU-HCN 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 VII. AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the FIU-HCN 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 FIU-HCN must be approved by the Board of Trustees of FIU, upon recommendation of the President of FIU prior to their effective date.

ARTICLE VIII. EARNINGS

No part of the net earnings of the FIU-HCN, if any, shall inure to the benefit of, or be distributed to, its members, Directors, Officers, or other private persons, except that the FIU-HCN 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 FIU-HCN 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 IX. DISSOLUTION

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

ARTICLE X. INDEMNIFICATION

Every Director, Officer and employee of the FIU-HCN shall be indemnified by the FIU-HCN 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 FIU-HCN, 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 FIU-HCN. 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 FIU-HCN 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 FIU-HCN 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 FIU-HCN 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 FIU-HCN 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 FIU-HCN and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the FIU-HCN.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The FIU-HCN 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 M. Kristina Raattama, General Counsel, Florida International University, as Registered Agent of the FIU-HCN, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE XII. EQUAL OPPORTUNITY/ACCESS

In its operations and activities, the FIU-HCN 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 XIII. POWERS OF THE PRESIDENT AND USE OF UNIVERSITY RESOURCES

The President of the University or designee shall have the following powers and duties: (1) monitor and control the use of university resources by the FIU-HCN; (2) control the use of the university name by the FIU-HCN; (3) monitor compliance of the FIU-HCN with state and federal laws and regulations; (4) recommend to the Board of Trustees an annual budget; (5) approve salary supplements and other compensation or benefits paid to university faculty and staff from the FIU-HCN assets, consistent with Board of Trustees' policies; (6) ensure that the FIU-HCN enacts a policy on ethics and conflicts of interest; and (7) ratify all nominees to the Board and all appointments to Board Committees.

ARTICLE XIV. TAX RETURN

The FIU-HCN 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 Academic Health Center Health Care Network Faculty Group Practice, Inc., a Florida not-for-profit corporation, have executed these Articles of Incorporation effective this 4th day of May, 2011.

John A. Rock, M.D.
John A. Rock, M.D.

Chairperson /Director

Address: 11200 SW 8th Street, AHC2

Suite 693

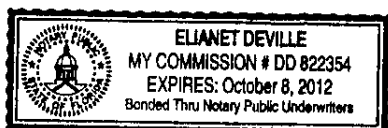
Miami, Florida 33199

(SEAL)

STATE OF FLORIDA)

COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 4th day of May, 2011, by John A. Rock, M.D., the Chairperson of The Florida International University Academic Health Center 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.



Elianet Deville
Notary Public, State of Florida

CERTIFICATION

I, M. Kristina Raattama, Registered Agent of The Florida International University Academic Health Center 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 FIU-HCN as stated in its Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of the FIU-HCN, this 4th day of May 2011.

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

By: M. Kristina Raattama

Presidential Approval
Board of Directors Approval
FIU Board of Trustees Approval

April 20, 2011
April 20, 2011
June 21, 2011

**Articles of Amendment
to
Articles of Incorporation
of**

The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc.

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

N08000001683

(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 Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc.

*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)

N/A

C. Enter new mailing address, if applicable:
(Mailing address MAY BE A POST OFFICE BOX)

N/A

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:

N/A

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

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>
VP	Daniel Castellanos, M.D.	11200 SW 8 Street HLS II, 693 Miami, Florida 33199	☒ Add ☐ Remove
VP	Jeffrey Horstmyer	11200 SW 8 Street AHC/323A Miami, Florida 33199	☐ Add ☒ Remove
			☐ Add
			☐ Remove

E. If amending or adding additional Articles, enter change(s) here:

(attach additional sheets, if necessary). (Be specific)

See attached Second Amended and Restated Articles of Incorporation.

The date of each amendment(s) adoption: June 21, 2011

(date of adoption is required)

Effective date if applicable: June 21, 2011

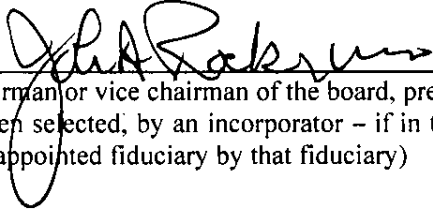
(no more than 90 days after amendment file date)

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 July 20, 2011

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 Rock

(Typed or printed name of person signing)

Chair

(Title of person signing)