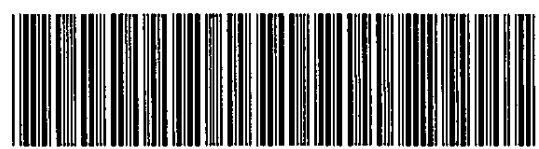


N080000001683



500293476765

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies ✓ Certificates of Status _____

01/25/17--01014--008 **43.75

Special Instructions to Filing Officer:

cc

Office Use Only

FILED
17 JAN 25 PM 2:55
CLERK OF SUPERIOR COURT
JAN 25 2017

*Amend
in
Revised
Art.*

FEB 02 2017
D CONNELL

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: The Florida International University Academic Health Center Health Care Network Faculty C

DOCUMENT NUMBER: N08000001683

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

Please return all correspondence concerning this matter to the following:

Carlos B. Castillo

(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

305

348-2103

at

(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:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$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
17 JAN 25 PM 2:55

**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**THE FLORIDA INTERNATIONAL UNIVERSITY ACADEMIC HEALTH
CENTER
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 (HWCOM), the Robert Stempel College of Public Health and Social Work (RSCPHSW), the Nicole Wertheim College of Nursing and Health Sciences (NWCNHS), and departments in the College of Arts, Sciences and Education (CASE) 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, NWCNHS, and CASE 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 FIU-HCN President hereby appoints Carlos B. Castillo, 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

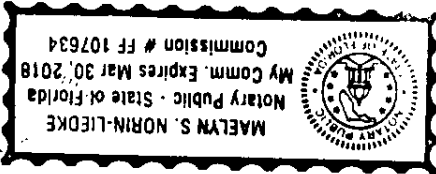
In its operations and activities, the FIU-HCN shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, sex, age, national origin, handicap or disability.

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; (7) direct the University to audit the books and records of FIU-HCN and (8) 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.



Notary Public, State of Florida

Maelyn S. Norin-Liedke

The foregoing instrument was acknowledged before me this 4th day of December, 2016, by John A. Rock, M.D., the President 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.

STATE OF FLORIDA)
COUNTY OF DADE)

(SEAL)

John A. Rock, M.D.
FIU-HCN President
Address: 11200 SW 8th Street, AHC2
Suite 693
Miami, Florida 33199

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 December, 2016.

CERTIFICATION

I, Carlos B. Castillo, 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 10th day of March 2016.

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

By:  _____

Presidential Approval

October 31, 2016

Board of Directors Approval

November 8, 2016

FIU Board of Trustees Approval

December 1, 2016

December 1, 2016

The date of each amendment(s) adoption: _____, if other than the date this document was signed.

December 1, 2016

Effective date if applicable:

(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s)

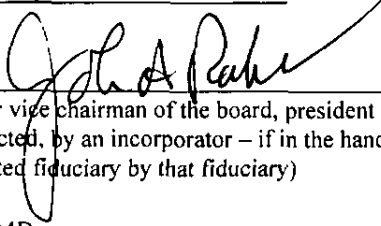
(CHECK ONE)

- ☒ 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

1/9/2017

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 A. Rock, MD

(Typed or printed name of person signing)

President

(Title of person signing)