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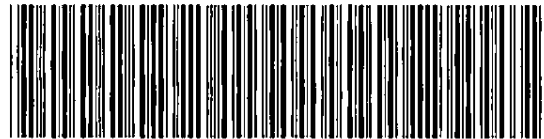
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2023

COVER LETTER

TO: Amendment Section
Division of Corporations

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

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)

The Florida International University Board of Trustees

(Firm/ Company)

11200 SW 8th Street, PC 511

(Address)

Miami, Florida 33199

(City/ State and Zip Code)

carcasti@fiu.edu

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

For further information concerning this matter, please call:

Carlos B. Castillo

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:

- | | | | |
|---|--|---|--|
| ☒ \$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
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

3:13

**THE FLORIDA INTERNATIONAL UNIVERSITY
HEALTH CARE NETWORK, INC.**

A Florida Not-For-Profit Corporation

Members of the Board of Directors of The Florida International University Health Care Network, Inc., a corporation organized and existing under the laws of the State of Florida, acting in accordance with the laws of the State of Florida, and acting in accordance with the Articles of Incorporation that were initially filed with the Department of State of the State of Florida (the "Department") on April 3, 2008, effective March 7, 2008, as amended on June 17, 2010, May 4, 2011 and December 6, 2016 (the "Articles"), hereby acknowledge that on April 12, 2023, the Board of Directors of the Florida International University Health Care Network duly approved amendments to and a restatement of the Articles of Incorporation, and acknowledge and file these Amended and Restated Articles of Incorporation with the Secretary of State of Florida.

ARTICLE I. NAME

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

ARTICLE II. PURPOSES

The FIU-HCN is organized: (i) as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes; (ii) as a university health services support organization pursuant to Sections 1004.29 and 1004.30, Florida Statutes; (iii) pursuant to Board of Governors Regulations (BOG) 9.011 and 9.017; and (iv) pursuant to all other applicable laws and regulations. The FIU-HCN 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").

ARTICLE III. POWERS

The FIU-HCN shall have all of the powers now provided or which may hereafter be provided to not-for-profit corporations and university health services support organizations authorized 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 FIU-HCN 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 its duties, the Board of Directors of the FIU-HCN shall have the powers, duties, and responsibilities vested in the directors of Florida not-for-profit corporations, university health services support organizations and those set forth in Florida Board of Governors (BOG) Regulations 9.011 and 9.017, each 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, or give, directly or indirectly, any gift to a political committee as defined in Section 106.011, Florida Statutes.

ARTICLE IV. 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 Florida law, BOG regulations 9.011 and 9.017 and these Amended and Restated Articles of Incorporation and the Bylaws of the FIU-HCN. Only Directors shall have a vote in meetings of the FIU-HCN.

Section 2. The Board of Directors shall be elected or appointed, 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 V. 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 VI. 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 the 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 or the Bylaws may be adopted, amended or rescinded without the prior written approval of the President of FIU. All amendments to the Articles of Incorporation and Bylaws of the FIU-HCN must be approved by the Board of Trustees of FIU and the Florida Board of Governors, upon recommendation of the President of FIU, prior to their effective date.

ARTICLE VII. EARNINGS

No part of the net earnings of the FIU-HCN, if any, shall inure to the benefit of, or be distributed to, its 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 FIU. All such payments shall be governed by provisions of the FIU Regulation FIU-15.02 and the Bylaws.

ARTICLE VIII. DISSOLUTION

In the event of dissolution of the FIU-HCN or termination of its affairs, or a decertification of the FIU-HCN as a university health services support organization, 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 IX. 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 X. 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 President of FIU 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 XI. 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, gender, age, disability, marital status, sexual orientation, veteran's status or national origin, or other basis protected by law.

ARTICLE XII. POWERS OF THE PRESIDENT AND USE OF UNIVERSITY RESOURCES

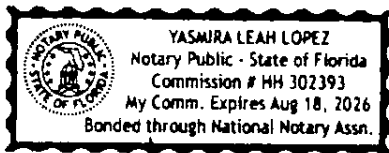
The President of FIU shall have the following power to: (1) monitor and control the use of university resources by the FIU-HCN; (2) control the use of the university name by the FIU-HCN; (3) monitor compliance of the FIU-HCN with state and federal laws and regulations; and (4) recommend to the Board of Trustees an annual budget pursuant to and in accordance with the Bylaws.

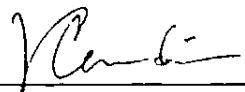
ARTICLE XIII. TAX RETURN

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 Director of The Florida International University Health Care Network, Inc., a Florida not-for-profit corporation, have executed these Fourth Amended and Restated Articles of Incorporation effective this 4th day of AUGUST, 2023.



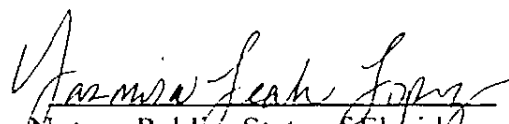


Juan Carlos Cendan, M.D.
FIU-HCN President
Address: 11200 SW 8th Street, AHC2
Suite 693
Miami, Florida 33199

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)*Miami Dade*

The foregoing instrument was acknowledged before me this 4th day of August, 2023, by Juan Carlos Cendan, M.D., the President of The Florida International University Health Care Network, 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, Carlos B. Castillo, Registered Agent of The Florida International University Health Care Network, 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 August 2023.

THE FLORIDA INTERNATIONAL UNIVERSITY
HEALTH CARE NETWORK, INC. a Florida not-
for-profit Corporation

By: 

Presidential Approval	January 23, 2023
Board of Directors Approval	April 12, 2023
FIU Board of Trustees Approval	April 27, 2023
Board of Governors Approval	June 22, 2023



**Office of the
General Counsel**

VIA UPS – OVERNIGHT

September 26, 2023

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303
Attention: Arissa Butler, Regulatory Specialist II

Re: Your Letter Dated September 12, 2023 (Letter Number 823A00020935) regarding The Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. (Ref. Number: N08000001683)

Dear Ms. Butler,

Pursuant to your letter dated September 12, 2003 (Letter Number 823A00020935) regarding The Florida International University Academic Health Center Health Care Network Faculty Group Practice, Inc. (Ref. Number: N08000001683), we resubmit for filing the enclosed originally executed Fourth Amended and Restated Articles of Incorporation of The Florida International University Health Care Network, Inc., a Florida not-for-profit corporation.

Please note that the name of the not-for-profit corporation (among other changes), as reflected in the enclosed Fourth Amended and Restated Articles of Incorporation of The Florida International University Health Care Network, Inc., has changed to The Florida International University Health Care Network, Inc.

I also would like to note that we, in our original submission, provided a check in the amount of the required filing fee. That check was not return to our office, and thus, we presume that you are in possession of the check and that we do not need to present a new check.

If you have any further questions or comments, please do not hesitate to call me at the number listed herein, or to e-mail me at carcasti@fiu.edu. You also may e-mail my colleagues copied below.

Sincerely,

A handwritten signature in black ink, appearing to read "Carlos B. Castillo", is written over a horizontal line.

Carlos B. Castillo
General Counsel

C: Val Aubourg, Esq. – vaubourg@fiu.edu
Eli Deville – devillee@fiu.edu



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 12, 2023

CARLOS B. CASTILLO
11200 SW 8TH STREET PC 511
MIAMI, FL 33199

SUBJECT: THE FLORIDA INTERNATIONAL UNIVERSITY ACADEMIC
HEALTH CENTER HEALTH CARE NETWORK FACULTY GROUP PRACTICE,
INC.

Ref. Number: N08000001683

We have received your document for THE FLORIDA INTERNATIONAL
UNIVERSITY ACADEMIC HEALTH CENTER HEALTH CARE NETWORK
FACULTY GROUP PRACTICE, INC. and your check(s) totaling \$35.00.
However, the enclosed document has not been filed and is being returned for the
following correction(s):

We are unable to file both Articles of Amendment to Articles of Incorporation and
Fourth Amended and Restated Articles of Incorporation. You must choose only
one to be filed

Please return your document, along with a copy of this letter, within 60 days or
your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call
(850) 245-6050.

Anissa Butler
Regulatory Specialist II

Letter Number: 823A00020935

SEP 26 2023