

N11000004327

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

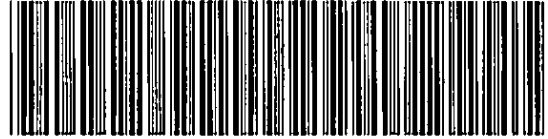
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Amended &
Restated
Articles

08/03/21--01028--017 **52.50

2021 SEP 29 AM 8:13
CLERK OF SUPERIOR COURT
STATE OF FLORIDA

FILED

SEP 30 2021

A RAMSEY

00789 01048, 00547, 00671



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 24, 2021

GABRIEL ESZTERHAS
777 GLADES ROAD
BC-71, ROOM 239
BOCA RATON, FL 33431 US

SUBJECT: FAU CLINICAL PRACTICE ORGANIZATION, INC.
Ref. Number: N11000004327

We have received your document for FAU CLINICAL PRACTICE ORGANIZATION, INC. and your check(s) totaling \$52.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers listed.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 321A00020319

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

SUBJECT: FAU CLINICAL PRACTICE ORGANIZATION, INC.
CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☐ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☒ \$52.50
Filing Fee Filing Fee, ✓
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED ✓

FROM: Gabriel Eszterhas
Name (Printed or typed)
777 Glades Road, BC-71, Room 239
Address
Boca Raton, FL 33431
City, State & Zip
561-297-2059
Daytime Telephone number
DROSE13@health.fau.edu
E-mail address: (to be used for future annual report notification)

These restated articles of incorporation were adopted by the
board of directors.

FAU Clinical Practice Organization

777 Glades Road
Boca Raton, Florida 33431

September 24, 2021

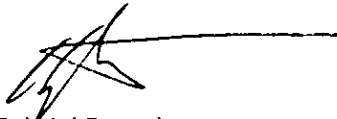
Ms. Annette Ramsey
Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Reference Number N11000004327

Dear Ms. Ramsey:

Attached please find the certificate requested in your letter of August 24, 2021.

Sincerely,

A handwritten signature in black ink, appearing to read 'Gabriel Eszterhas', with a long horizontal line extending to the right.

Gabriel Eszterhas
Executive Director

Encs.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FAU CLINICAL PRACTICE ORGANIZATION, INC.
(A Not-for-Profit Corporation)

FILED
2021 SEP 29 AM 8:14
REC. CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby adopts the following Amended and Restated Articles of Incorporation and hereby certifies as follows:

ARTICLE I
Name and Address

The name of this corporation shall be FAU CLINICAL PRACTICE ORGANIZATION, INC. For convenience, the corporation shall be referred to herein as the "Corporation." The address of the Corporation's principal office and registered office is Florida Atlantic University, 777 Glades Road, Boca Raton, Florida, 33431.

ARTICLE II
Purpose, Powers and Dissolution

Section 1. Purposes and Powers.

The Corporation is organized as (i) a not-for-profit corporation under Chapter 617, Florida Statutes, (ii) a university faculty practice plan corporate entity under Section 1001.706(3)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and Florida Atlantic University Regulation 9.001, and (iii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and Florida Atlantic University Regulation 6.013, and corresponding provisions of any subsequent laws and regulations. The Corporation shall be organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, including any future Code or Treasury Regulations (the "Code"), and not for pecuniary profit, and exclusively for the support and benefit of Florida Atlantic University (the "University"), an agency of the State of Florida. The Corporation shall possess all powers and authority as are now or may hereafter be granted to not-for-profit corporations under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include, but not be limited to, the promotion and support of medical education, research, and patient care, including the collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the University, its Charles E. Schmidt College of Medicine (the "College of Medicine"), its Christine E. Lynn College of Nursing (the "College of Nursing"), and other participating colleges or units within the University, in accordance with the University's College of Medicine Faculty Practice Plan and other faculty practice plans adopted by the University pursuant to applicable Florida Board of Governors' Regulations or other governing laws, rules or regulations.

Section 2. Limitation on Actions.

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in these Amended and Restated Articles of Incorporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for political office.

No employee of the Corporation shall engage in the practice of medicine. The Corporation shall serve as the administrative services supporting organization for the University's College of Medicine Faculty Practice Plan, College of Nursing faculty practice plan, and other faculty practice plans adopted by the University. The Corporation shall not be involved in the delivery of medical services; the maintenance of any medical facilities; the employment, control or compensation of medical doctors, nurses, or other health professionals; or the determination, control, or evaluation of any medical procedures or standards for any medical doctor, nurse, or other health care professional or medical facility.

Notwithstanding any other provisions of these Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Persons employed by the Corporation shall not be considered employees of Florida Atlantic University by virtue of such employment.

Section 3. Dissolution.

In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any officers or directors of the Corporation or any other individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to the University Board of Trustees, for use only by the Charles E. Schmidt College of Medicine, the Christine E. Lynn College of Nursing, or other participating colleges or units within the University, or if the University has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE III Membership

The Corporation shall have no members and shall be managed by its Board of Directors.

ARTICLE IV
Terms of Existence

The Corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida.

ARTICLE V
Board of Directors

The property, affairs and activities of the Corporation shall be managed by the Board of Directors, who shall be designated or elected as provided in the Bylaws of this Corporation, and who shall serve without compensation.

ARTICLE VI
Officers

The Board of Directors shall elect officers as described in the Bylaws of the Corporation.

ARTICLE VII
Stock and Dividends Prohibited

The Corporation shall have no capital stock, pay no dividends, and distribute no part of its net income to its members, directors or officers. The private property of its members, directors and officers shall not be liable for the debts or obligations of the Corporation.

ARTICLE VIII
Amendment

Amendments to these Amended and Restated Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors. All amendments hereto shall be provided to the President of the University and subject to the prior approval of the University's Board of Trustees.

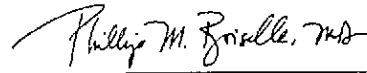
ARTICLE IX
Registered Office and Registered Agent

The Corporation hereby designates its Registered Office to be located at Florida Atlantic University, Office of the General Counsel, 777 Glades Road, ADM 370, Boca Raton, Florida 33431, or such other place as it may from time to time designate, and the General Counsel of the University as its Registered Agent. In accordance with the Bylaws, the General Counsel, David Kian, shall serve as the Registered Agent of the Corporation, to accept service of process within this State, and to serve in such capacity until a successor is selected and duly designated.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 16th day of February, 2021.

Chairperson of the Board of Directors



2/16/2021

Phillip Boiselle, MD
Dean and Professor
Charles E. Schmidt College of Medicine
Florida Atlantic University

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of FAU Clinical Practice Organization, Inc., being familiar with the obligations of that position, I hereby accept and agree to act in this capacity.

Dated: May 29, 2021



Name: David Kian, Registered Agent

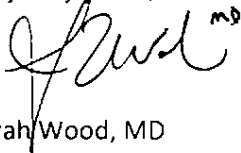
FAU Clinical Practice Organization

777 Glades Road
Boca Raton, Florida 33431

September 17, 2021

The Amended and Restated Articles of Incorporation dated February 16, 2021 were adopted by the Board of Directors and does not contain any amendments requiring member approval.

Very truly yours,

A handwritten signature in black ink, appearing to read 'S. Wood MD', with a stylized flourish at the end.

Sarah Wood, MD
Chairperson of the Board of Directors
Interim Dean
Charles E. Schmidt College of Medicine
Florida Atlantic University