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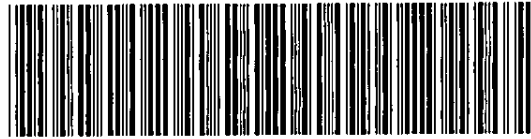
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W12-
30711

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12 JUN -8 PM 4: 15

SECRETARY OF STATE
TALLAHASSEE, FL 32301

6 Burch JUN 11 2012

CARLTON FIELDS

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June 1, 2012

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32301-2412

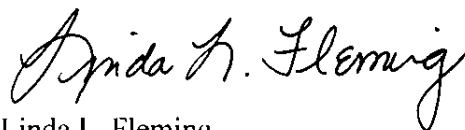
Re: Articles of Incorporation

Dear Sir or Madam:

We have enclosed an original of the Articles of Organization for Florida Medical Schools Quality Network, Inc. In addition, we have enclosed a check from this law firm in the amount of \$78.75, representing the filing fee of \$35.00, the registered agent designation fee of \$35.00 and \$8.75 for a certified copy of the Articles of Incorporation.

If you have any questions or would like to discuss this matter further, please contact me at this address or call me at (813) 229-4359. Thank you for your assistance.

Sincerely,



Linda L. Fleming

Enclosures

cc: Ms. Terry Meek (w/enclosures)
Jan Gorrie, Esq. (w/enclosures)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2012

CARLTON FIELDS P.A.
ATTN: LINDA L FLEMING
PO BOX 3239
TAMPA, FL 33601-3239

SUBJECT: FLORIDA MEDICAL SCHOOLS QUALITY NETWORK, INC.
Ref. Number: W12000030716

We have received your document for FLORIDA MEDICAL SCHOOLS QUALITY NETWORK, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

Please return the corrected original and one copy of 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) 245-6052.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 612A00015931

**ARTICLES OF INCORPORATION
OF
FLORIDA MEDICAL SCHOOLS QUALITY NETWORK, INC.**

FILED
12 JUN -8 PM 4: 15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these articles of incorporation hereby forms a corporation not for profit (the "Corporation") under the laws of the State of Florida as follows:

ARTICLE I

Name, Principal Place of Business, and Mailing Address

The name of the Corporation is Florida Medical Schools Quality Network, Inc. The principal place of business and mailing address are c/o University of Florida College of Medicine, Room G1-003, Health Science Center, 1600 Archer Road, Gainesville, FL 32610.

ARTICLE II

Term of Existence

The date when corporate existence shall commence shall be the date of the filing of these articles of incorporation by the office of the Florida Department of State and the Corporation shall have perpetual existence thereafter.

ARTICLE III

Purpose

The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code (the "Code"), including, but not limited to improving the quality of care provided to Medicaid enrollees in managed care plans and ensuring continued access of such enrollees to the faculty and residents affiliated with the four year medical schools located in the State of Florida.

The Corporation shall have all powers now or hereafter granted by law, and in addition thereto shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets or earnings shall be used exclusively for the purposes hereinabove set out, including payment of expenses incidental thereto.

ARTICLE IV

Members

The qualifications of members and the manner of admission of members shall be as specified in the bylaws of the Corporation.

ARTICLE V
Initial Registered Agent and Office

The initial registered agent of the Corporation is CFRA, LLC and the address of its initial registered agent is 100 S. Ashley Drive, Suite 400, Tampa, FL 33602.

ARTICLE VI
Directors

The Corporation shall have nine (9) directors initially. The Dean of College of Medicine of each member, or his or her designee, shall serve on the Corporation's Board of Directors. Notwithstanding the foregoing, the Corporation shall always have at least three (3) directors. The name and address of each initial director of the Corporation who shall serve until his or her successor is duly elected and qualified are:

<u>Name</u>	<u>Address</u>
Dr. John P. Fogarty	Florida State University College of Medicine 1115 West Call Street Tallahassee, Florida 32306
Dr. David J. Bjorkman	Charles E. Schmidt College of Medicine at Florida Atlantic University 777 Glades Road, Bldg. 71, Room 238 Boca Raton, Florida 33431
Dr. John A. Rock	Herbert Wertheim College of Medicine at Florida International University 11200 S.W. 8 th Street, AHC2 693 Miami, Florida 33199
Dr. Robert J. George	Lake Erie College of Osteopathic Medicine 5000 Lakewood Ranch Blvd. Bradenton, Florida 34211
Dr. Anthony J. Silvagni	Nova Southeastern University College of Osteopathic Medicine Terry Building, Room 1407 3200 S. University Drive Fort Lauderdale, Florida 33328
Dr. Deborah C. German	University of Central Florida College of Medicine Health Sciences Campus at Lake Nona 6850 Lake Nona Blvd., Suite 313L Orlando, Florida 32827

Dr. Michael L. Good

University of Florida College of Medicine
P.O. Box 100215
Room M110, 1600 S.W. Archer Road
Gainesville, FL 32610

Dr. Pascal J. Goldschmidt

Leonard M. Miller School of Medicine at
the University of Miami
1600 N.W. 10th Avenue, Room 1140A
Miami, Florida 33136

Dr. Stephen K. Klasko

Morsani College of Medicine at the
University of South Florida
12901 Bruce B. Downs Blvd., MDC 2
Tampa, Florida 33612

ARTICLE VII **Incorporator**

The name and address of the incorporator signing these articles of incorporation are:

Name

Address

Linda L. Fleming, Attorney at Law

Carlton Fields, P.A.
4221 West Boy Scout Boulevard, Suite 1000
Tampa, FL 33607

ARTICLE VIII **Bylaws**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors of the Corporation.

ARTICLE IX **Amendment**

These articles of incorporation may be amended in the manner provided by law.

ARTICLE X
Dissolution

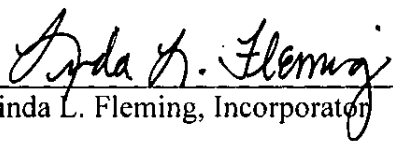
Upon a dissolution of the Corporation, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Code, or to the federal, state, or local government for exclusive public purpose.

ARTICLE XI
Limitations

Section 1. Legislative and Political Activity. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements in connection with) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Property. The property, assets, profits, and net income of the Corporation are dedicated irrevocably to the purposes set forth herein. No part of the Corporation's profits or net earnings shall inure to the benefit of its directors, officers, members, or to the benefit of any private individual.

The undersigned incorporator has executed these articles of incorporation this 1st day of June, 2012.



Linda L. Fleming, Incorporator

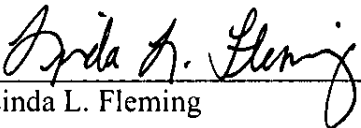
ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Corporation, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and accept the duties and obligations of its position as registered agent.

Dated this 1st day of June, 2012.

Registered Agent

CFRA, LLC

By: 
Linda L. Fleming