

N12000009351

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600240222326

10/01/12--01018--013 **87.50

FILED
12 OCT -1 AM 9:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers OCT 02 2012

COVER LETTER

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

SUBJECT: USF Health System, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$7.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bryan S. Burgess
Name (Printed or typed)

USF Health
12901 Bruce B. Downs Blvd., MDC 2
Address

Tampa, FL 33612
City, State & Zip

813-974-2734
Daytime Telephone number

bburgess@health.usf.edu
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
USF HEALTH SYSTEM, INC.
(A Corporation Not for Profit)**

ARTICLE I
Name and Location

The name of this Corporation is USF Health System, Inc. (hereinafter the "Corporation"). The initial principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 02, Tampa, Hillsborough County, Florida 33612, although the Corporation may maintain offices elsewhere.

ARTICLE II
Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as a corporation not for profit under Chapter 617, Florida Statutes, and a university health services support organization under Section 1004.29, Florida Statutes, Florida Board of Governors Regulation 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated to benefit the interests or missions of the University of South Florida (hereinafter the "University"), and exclusively for charitable, scientific and educational purposes, causes and objects, and not for pecuniary profit. The Corporation shall possess all of the powers and authority as are now or may hereafter be granted to corporations not for profit and university health services support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include but not be limited to the following:

12 OCT - 1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

- A. To enter into arrangements with other entities as providers in integrated health care systems or similar entities.
- B. To operate a health care system designed to accommodate the health maintenance and disease prevention, detection; and treatment needs of the communities which the University serves and to provide facilities and other resources which will support and enhance the University's approved programs of education, research, and service.
- C. To support, promote, advance and strengthen, within the meaning of Section 509 (a) (3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent United States internal revenue law) (hereinafter the "Code"), other Florida corporations not for profit for which the Corporation is a member.

SECTION 2. Limitations on Purposes and Powers.

- A. All of the assets and earnings of the Corporation shall be used exclusively for the purposes set forth above, including the payment of expenses incidental thereto, and all of powers of the Corporation shall be exercised exclusively for such purposes.
- B. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation.
- C. 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 public office.

- D. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation. In no case shall the State of Florida or the University have any responsibility for the acts, debts, liabilities and obligations incurred or assumed by the Corporation.
- E. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- F. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 (c) (3) of the Code, or an organization to which contributions are deductible under Section 170 (c) (2) of the Code.

ARTICLE III

Membership

The members of the Corporation shall be those persons who, at any time of determination of members of the Corporation, are the member of the Board of Directors of the Corporation. The members of the Corporation shall have no voting rights as members of the Corporation.

ARTICLE IV
Board of Directors

SECTION 1. Establishment of Initial Board.

The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors (hereinafter the “Board”). The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The initial Board shall consist of the following eleven (11) persons:

- A. The CEO and Senior Vice President for Health Sciences of the University (the “USF Health CEO”). The USF Health CEO shall be the University President’s designee on the Board in accordance with Section 1004.29, Florida Statutes.
- B. Four (4) Directors shall be persons who are selected and appointed to the Board by the Chairperson of the University’s Board of Trustees.
- C. Four (4) Directors shall be persons who are selected and appointed to the Board by the Board of Directors of Lakeland Regional Health Systems, Inc. (hereinafter “LRHS”), provided that the Corporation and LRHS have entered into a membership agreement and the Corporation has become the sole member of LRHS.
- D. Two (2) Directors shall be persons who are state or nationally recognized leaders nominated by the USF Health CEO and elected by the Board who shall have the qualifications stipulated in the Bylaws of the Corporation.

SECTION 2. Modification of Composition of Board.

Section 2.1. First Additional Participant.

In the event the Corporation, following the establishment of the initial Board, enters into a membership agreement with, and becomes the sole member of any other corporation not for profit which owns and/or operates at least one (1) hospital licensed under Chapter 395, Florida Statutes (hereinafter the "First Additional Participant"), the Board shall consist of the following fifteen (15) persons:

- A. The eleven (11) persons described in Section 1. of this Article IV.
- B. Four (4) Directors shall be persons who are selected and appointed to the Board by the Board of Directors of the First Additional Participant.

Section 2.2. Second Additional Participant.

In the event the Corporation, following the modification of the composition of the initial Board as provided by Section 2.1. of this Article IV, enters into a membership agreement with, and becomes the sole member of a second corporation not for profit which owns and/or operates at least one (1) hospital licensed under Chapter 395, Florida Statutes (hereinafter the "Second Additional Participant"), the Board shall consist of the following fifteen (15) persons:

- A. The USF Health CEO who shall be the University President's designee on the Board in accordance with Section 1004.29, Florida Statutes.
- B. Three (3) Directors shall be persons who are selected and appointed to the Board by the Chairperson of the University's Board of Trustees.
- C. Three (3) Directors shall be persons who are selected and appointed to the Board by the Board of Directors of LRHS.
- D. Three (3) Directors shall be persons who are selected and appointed to the Board by the Board of Directors of the First Additional Participant.
- E. Three (3) Directors shall be persons who are selected and appointed to the Board by the Board of Directors of the Second Additional Participant.
- F. Two (2) Directors shall be persons who are state or nationally recognized leaders nominated by the USF Health CEO and elected by the Board who shall have the qualifications stipulated in the Bylaws of the Corporation.

SECTION 3. Term.

Section 3.1 Initial Directors.

With the exception of the USF Health CEO, the initial Directors described in Section 1. of this Article IV shall serve staggered terms as follows: (a) the groups of four (4) Directors described in Section 1. B. and Section 1. C. shall each be divided into the following three (3) classes: two (2) Directors who will each serve a term of three (3) years, one (1) Director who will serve a term of two (2) years, and one (1) Director who will serve a term of one (1) year, with such classifications to be determined by the appointing person or body; and (b) the group of two (2) Directors described in Section 1.D. shall be divided into the following two (2) classes: one (1) Director who will serve a term of three (3) years and one (1) Director who will serve a term of two (2) years, with such classification to be determined by the Board upon election of such Directors. Each such Director, if reappointed or re-elected to the Board, and all successors to such Directors shall serve for a term of three (3) years and until their successors are appointed or elected and qualified. Notwithstanding the foregoing, in the event of the modification of the composition of the Board as provided by Section 2.2. of this Article IV, the term of each of the eight (8) Directors described in Section 1. B. and Section 1.C. of this Article IV shall expire when such Director's successor has been appointed and qualified as provided by Section 2.2 B. or Section 2.2. C. of this Article IV, as applicable, and the group of two (2) Directors described in Section 2.2.F. shall be divided into the following two (2) classes: one (1) Director who will serve a term of three (3) years and one (1) Director who will serve a term of two (2)

years, with such classification to be determined by the Board upon election of such Directors.

Section 3.2. Additional Directors

In the event of the modification of the composition of the initial Board as provided by Section 2.1. of this Article IV, the group of four (4) Directors described in Section 2.1 B. shall be divided into three (3) classes and serve staggered terms as follows: two (2) Directors who will each serve a term of three (3) years, one (1) Director who will serve a term of two (2) years, and one Director who will serve a term of (1) year, with such classification to be determined by the appointing body.

In the event of the modification of the composition of the Board as provided by Section 2.2. of this Article IV, the groups of three (3) Directors described in Section 2.2. B., Section 2.2. C., Section 2.2. D., and Section 2.2. E. shall each be divided into three (3) classes and serve staggered terms as follows: one (1) Director who will serve a term of three (3) years, one (1) Director who will serve a term of two (2) years, and one (1) Director who will serve a term of one (1) year, with such classifications to be determined by the appointing person or body. Each such Director, if reappointed or re-elected to the Board, and all successors to such Directors shall serve for a term of three (3) years and until their successors are appointed or elected and qualified.

3.3 Term Limits

Directors may serve for successive terms; provided, however, no person shall serve as a Director for more than a cumulative total of nine (9) years.

SECTION 4. Vacancies.

All vacancies (whether due to the expiration of the term of a Director, resignation, death, removal or otherwise) on the Board, shall be filled by the Board from nominations submitted by the appointing or nominating person or body for the subject Director position as described in Section 1. and Section 2. of this Article IV.

SECTION 5. Compensation.

Directors shall not be compensated for their performance of their duties as Directors, but shall be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

ARTICLE V
Officers

SECTION 1. Officers of the Board of Directors.

The officers of the Board shall consist of a Chairperson and a Vice-Chairperson. The officers of the Board shall serve a two-year term of office and shall be elected at the initial organizational meeting and subsequent annual meetings of the Board. The initial Chairperson shall be elected from the class of Directors described in Section 1.B. of Article IV, and the initial Vice-Chairperson shall be elected from the class of Directors described in Section 1.C. of Article IV; thereafter, the Chairperson and Vice-Chairperson positions shall rotate between persons from these two (2) classes of Directors; provided, in the event of the modification of the composition of the initial Board as described in Section 2.1 or Section 2.2 of Article IV, the rotation of the Chairperson and Vice-Chairperson positions shall include the classes of Directors described in Section 2.1. B., or Sections

2.2. B., 2.2. C., 2.2. D. and 2.2. E., as applicable. The Chairperson shall preside at all meetings of the Board. The Vice-Chairperson shall preside at meetings of the Board in the absence of the Chairperson.

ARTICLE VI

Registered Office and Registered Agent

The Corporation hereby designates the Corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 301, Tampa, Florida 33620, and hereby designates and appoints the University's General Counsel, Steven D. Prevaux, as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE VII

Adoption and Amendment to the Bylaws

The Board shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the Bylaws by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board at which a majority of the total number of Directors is present and voting, provided that a notice of the meeting including the text of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the members of the Board sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. The adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University President and the University's Board of Trustees.

ARTICLE VIII
Amendments
Articles of Incorporation

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board at which a majority of the total number of the Directors is present and voting, provided that a notice of the meeting including the text of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken. If all of the members of the Board sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice. The adoption, alteration, amendment or repeal of the Articles of Incorporation shall not be effective without the written concurrence of the University President and the University's Board of Trustees. Since all members of the Corporation are Directors, it shall not be necessary to submit the proposed amendment of the Articles of Incorporation to the members for ratification.

ARTICLE IX
Term of Existence

This Corporation shall have perpetual existence unless it is dissolved pursuant to the laws of the State of Florida.

ARTICLE X
Dissolution


Upon dissolution or winding up of this Corporation, all of its assets remaining after the payment of the Corporation's lawful debts shall be disbursed to the University of South Florida

Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code and is an organization contributions to which are deductible under Section 170 (c) (2) of the Code, for use only by the University of South Florida Health Sciences Center, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of the Corporation, subject to the approval of the of the University President, and the University's Board of Trustees. None of the assets will be distributed to any members, officers or Directors of the Corporation

ARTICLE XI **Incorporator**

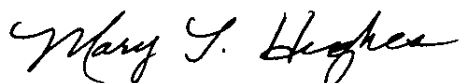
The name of the Incorporator is Stephen K. Klasko, M.D., M.B.A. whose address is 12901 Bruce B. Downs Blvd., MDC Box 02, Tampa, Florida 33612.

IN WITNESS WHEREOF, the undersigned Incorporator submits these Articles of Incorporation and affirms that the facts stated herein are true. The undersigned Incorporator is aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in § 817. 155, F.S.


By: Stephen K. Klasko, M.D., M.B.A.
Its: Incorporator
Date: September 27, 2012

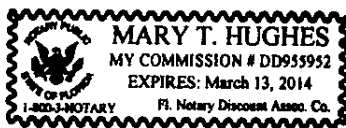
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Stephen K. Klasko, M.D., M.B.A., to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.



Notary Public, State of Florida
at Large

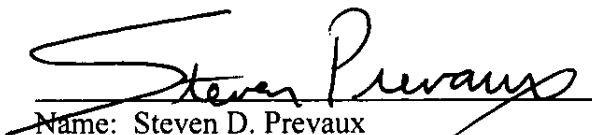
My Commission Expires: MARCH 13, 2014



(NOTARIAL SEAL)

FILED
12 OCT -1 AM 9:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Name: Steven D. Prevaux

Title: General Counsel, University of South Florida
s:\usfp\bylaws\bylaws 2012\articles of inc usf health system 9_6_12.doc

9/26/12
Date