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TALLAHASSEE, FLORIDA

Amended
8/11/09
601119
reinstated



Office of the Vice President and General Counsel

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

July 27, 2009

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

Re: Faculty Clinic, Inc.

Dear Sir/Madam:

Enclosed please find Amended and Restated Articles of Incorporation for the above-referenced corporation and a check in the amount of \$35.00 for the filing fee.

Thank you.

Sincerely,

A handwritten signature in black ink that reads "Michael W. Ford". The signature is written in a cursive, flowing style.

Michael W. Ford
Senior University Counsel

MWF/bj

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
FACULTY CLINIC, INC.**

The undersigned, as the Chairperson of the Board of Directors and Secretary of FACULTY CLINIC, INC., a not for profit corporation formed for charitable, educational and scientific purposes under the provisions of Chapter 617 of the Florida Statutes, hereby certify:

That the original Articles of Incorporation for the corporation were filed with the Florida Secretary of State on November 18, 1987;

That an amendment to the Articles of Incorporation was filed with the Florida Secretary of State on March 6, 1995;

That on June 23, 2009, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the corporation and the Members were entitled to vote on the amendment and restatement and the number of votes cast for the amendment and restatement was sufficient for approval by the Members entitled to vote and that the President of the University of Florida has approved the amendment and restatement; and

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

**ARTICLE I
NAME**

The name of the corporation shall be: FACULTY CLINIC, INC.

**ARTICLE II
ADDRESS**

The corporation's principal address is: 653 West 8th Street, Jacksonville, Florida 32209

**ARTICLE III
DURATION**

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

**ARTICLE IV
PURPOSES**

Subject to the provision of Article VIII, the corporation is organized exclusively to support the teaching, research and community service mission and goals of the University of Florida and its J. Hillis Miller Health Center and College of Medicine, all as determined by The University of Florida Board of Trustees and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

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ARTICLE V
MEMBERSHIP

The only members of the corporation shall be the persons who from time to time serve as members of the Board of Directors of the corporation.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of the corporation shall consist of such number of persons as shall be provided in the Bylaws of the corporation; however, in no event shall the Board of Directors consist of less than three (3) persons. The method of selecting the members of the Board of Directors shall be provided in the Bylaws of the corporation.

ARTICLE VII
STOCK AND DIVIDENDS PROHIBITED

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

ARTICLE VIII
LIMITATIONS ON ACTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, 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 set forth in Article III. 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 any candidate for public office. Notwithstanding any other provisions of these articles, 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 Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170(0)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE IX
DISTRIBUTION OF ASSETS ON DISSOLUTION

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located exclusively for such purposes, or to such organization or organizations organized and operated exclusively for such purposes as said court shall determine.

ARTICLE X
POWERS

Subject to the restrictions and limitations set forth in Articles VII and VIII, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporation not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and scientific purposes.

IN WITNESS WHEREOF, the undersigned as Chairperson of the Board of Directors and Secretary have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, as of the 23rd day of June, 2009.



Chairperson of Board of Directors

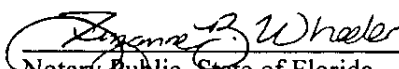


Secretary

STATE OF FLORIDA)
)
COUNTY OF DUVAL)

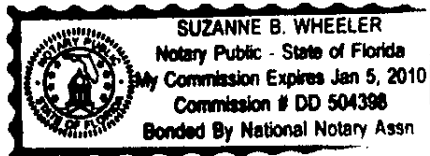
Personally appeared before me, the undersigned authority, Robert C. Nuss Dennis D. Fashauer to me well known and who acknowledged before me that he is a party to the above and foregoing Amended and Restated Articles of Incorporation, and further acknowledged the said Amended and Restated Articles of Incorporation to be his act and deed as a signer thereof, and that the facts therein contained are true.

WITNESS my hand and official seal this 1st day of July, 2009.



Notary Public, State of Florida

My commission expires: Jan. 5, 2010



REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for Faculty Clinic, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby accept to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.


Registered Agent