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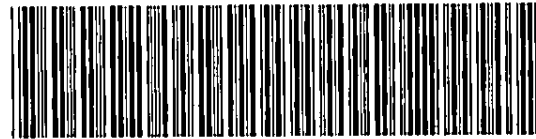
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Amended  
&  
Restated



Office of the Vice President and General Counsel



653-1 West 8<sup>th</sup> Street  
Jacksonville, FL 32209  
904-244-2079  
904-244-3190 fax

October 25, 2018

Department of State  
Amendment Section  
Division of Corporations  
PO 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.

Sincerely,

A handwritten signature in black ink, appearing to read "Bill Young".

Bill Young  
Senior University Counsel for Health Affairs

**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

That on 9-20-2018 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 University of Florida Board of Trustees 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 8<sup>th</sup> 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**

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CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

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.

#### **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 IV. 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).

Notwithstanding anything contained herein to the contrary, the corporation shall have neither the power nor the authority to take any action or do anything in violation of the regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

**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.

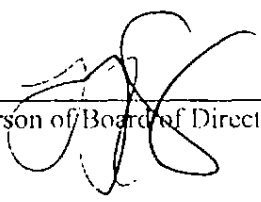
**ARTICLE X**  
**POWERS**

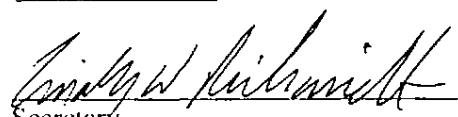
Subject to the restrictions and limitations set forth in Articles VII, VIII and XI, the corporation shall have all powers and authorities as are now or may hereafter be granted to corporation not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, 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.

**ARTICLE XI**  
**AMENDMENT**

Amendments to these Articles of Incorporation may be proposed and adopted by the Board of Directors as set forth in the Bylaws and subject to the approval of the University of Florida Board of Trustees.

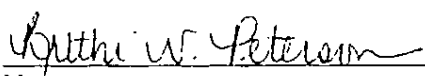
IN WITNESS WHEREOF, the undersigned as Chairperson of the Board of Directors and Secretary have made and subscribed to these Amended and Restated Articles of Incorporation for the purposes therein set forth, as of the 25<sup>th</sup> day of October, 2018.

  
\_\_\_\_\_  
Chairperson of Board of Directors

  
\_\_\_\_\_  
Secretary

STATE OF FLORIDA )  
                                  )  
COUNTY OF DUVAL )

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of October 2018, by Leont Haley Jr. and Timothy Reinschmitt.

  
\_\_\_\_\_  
Notary



Ruthi N. Peterson  
NOTARY PUBLIC  
STATE OF FLORIDA  
Comm# GG026290  
Expires 8/31/2020

Ruthi N. Peterson  
Printed/Typed Name of Notary  
Commission No. GG026290 Expires: 8/31/2020  
Personally known ☒ /ID Produced: \_\_\_\_\_

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.

T. W. W. W. W. W.  
Registered Agent