

N31887

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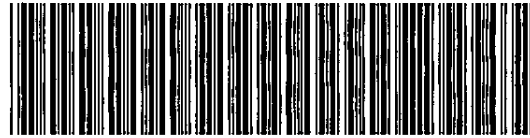
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*Amended &
Restated*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2014 DEC 12 PM 3:45

FILED

DR
12/14/14

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: University of South Florida Medical Services Support Corporation

DOCUMENT NUMBER: N31887

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Bryan S. Burgess, JD, MPH

(Name of Contact Person)

USF Health

Office of Corporate and Transactional Affairs

(Firm/ Company)

12901 Bruce B. Downs Blvd., MDC 02

(Address)

Tampa, FL 33612

(City/ State and Zip Code)

bburgess@health.usf.edu

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Bryan S. Burgess, JD, MPH

(Name of Contact Person)

at (813) 974-3322

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|-----------------------------------------------------|------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------|

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF SOUTH FLORIDA
MEDICAL SERVICES SUPPORT CORPORATION
(A Corporation Not For Profit)**

FILED.
2014 DEC 12 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

University of South Florida Medical Services Support Corporation was originally incorporated on May 9, 1983, pursuant to the Florida Not For Profit Corporation Act, and filed amended and restated articles of incorporation on October 5, 2009.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on November 11, 2014, University of South Florida Medical Services Support Corporation hereby adopts these amended and restated articles of incorporation (Articles I, II, III, IV, V, VI, VII, VIII, and IX are amended hereby). The corporation's Board of Directors by unanimous written consent of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

ARTICLE I

Name and Address

The name of this corporation is University of South Florida Medical Services Support Corporation. The principal office and mailing address of the corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

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 (2008) and (iii) a University direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulation 9.011, University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The corporation shall

be operated exclusively for scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University"). The corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not-for-profit and university direct-support organizations 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 following:

- A. The operation of a health care consortium, 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 subjects which will support and enhance the University's approved programs of education, research, and service, the foregoing to be achieved in part through the operation or supervision of clinics, laboratories, and other facilities, and the provision of skills, supervision, and certain non-physician personnel in support of the operations of the facilities which the University owns and/or governs and/or utilizes for its approved programs of education, research, and service.

SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. 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 on dissolution of the corporation.

- B. No substantial part of the activities of the corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the corporation shall neither participate nor intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida. The corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the corporation.
- D. 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.
- E. The corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").
- F. Persons employed by the corporation shall not be considered employees of the State of Florida by virtue of such employment.
- G. The University President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the corporation; assure that the corporation's activities are consistent with and supportive of the mission of the University and the College; monitor compliance of the corporation

with federal and state laws and applicable rules and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the corporation, consistent with applicable policies; and otherwise supervise the corporation as provided by Florida Board of Governors Regulation 9.011 and University of South Florida Regulation 13.002, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

ARTICLE III

Membership

The sole member of the corporation shall be the Board of Directors, who shall be the sole voting members of the Corporation.

ARTICLE IV

Management

SECTION 1. Board of Directors.

The affairs of the corporation shall be managed by a Board of Directors who shall serve without compensation. The Directors shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The Vice President for Health Sciences and Dean of the College of Medicine (the "Vice President for Health Sciences").
- B. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the USF Board of Trustees in accordance with Section 1004.28, Florida Statutes
- C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the President

may elect to appoint the Vice President for Health Sciences to serve as the President's representative for this purpose).

- D. The chairpersons of the College's clinical departments which are designated by the Vice President for Health Sciences.
- E. The Director of the University's School of Physical Therapy.
- F. The Elected Directors who are elected to the Board in the manner set forth in the Bylaws.
- G. The individual who is the College of Medicine Vice Dean for Clinical Affairs and serves as the Vice-Chairperson/Chief Executive Officer.
- H. Not more than six (6) Directors may be community members who are selected and recommended by the Vice President for Health Sciences and appointed to the Board by the University's President,
- I. Any individual who is selected and appointed to the Executive Committee by the University's Vice President for Health Sciences in accordance with Article IV, Section 2. D. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.

Except as may be otherwise provided in these Articles and the Bylaws, Directors shall serve a term of one (1) year and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed only by action of the Chair of the University's Board of Trustees.

SECTION 2. Executive Management Committee.

- A. The corporation shall have an Executive Management Committee of the Board of Directors consisting of the following Directors: The University's Vice President for Health Sciences and Dean of the College of Medicine.(the "Vice President for Health Sciences").
- B. The individual who is the College of Medicine Vice Dean for Clinical Affairs and serves as the Vice-Chairperson/Chief Executive Officer.
- C. The individual who is elected to serve as the Secretary-Treasurer.
- D. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the University's Vice President for Health Sciences, at least one of whom shall be an Elected Director as described in Article IV, Section 1.F. and at least one of whom shall be a chairperson of a College clinical department as described in Article IV, Section 1.D. The University's Vice President for Health Sciences may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.
- E. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section 1.B. above, if such individual is appointed to be a member of the Executive Management Committee by the Chair of the University's Board of Trustees.
- F. The Director who is selected and appointed to the Board of Directors by the University's President as designated in Article IV, Section 1.B. above.

The Executive Management Committee shall have and may exercise all of the authority and powers of the Board of Directors except that the Executive Management Committee shall not have the authority to:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;
- (ii) fill vacancies on the Board of Directors or any committee thereof;
- (iii) adopt, amend, or repeal these Articles of Incorporation or the corporation's Bylaws; and
- (iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board of Directors.

The Executive Management Committee shall meet, take action, and report its actions to the Board of Directors in the manner provided in the Bylaws.

SECTION 3. Additional Committees.

The Board of Directors, by resolution adopted by the Board, may designate other committees of the Board with such membership and authority as are provided in such resolution, except that a delegation of power to such committee shall not include any of the powers that may not be exercised by the Executive Management Committee pursuant to Article IV., Section 2. above.

ARTICLE V

Officers

SECTION 1. Officers.

The officers of this corporation shall consist of a Chairperson, a Vice-Chairperson/Chief Executive Officer, a Secretary-Treasurer, and such other officers as may be provided in the Bylaws.

The individual who serves as the University's Vice President for Health Sciences and Dean of the College of Medicine shall be the Chairperson. The individual who serves as the College of Medicine Vice Dean for Clinical Affairs shall serve as the Vice-Chairperson/Chief Executive Officer. The Secretary/Treasurer shall be elected by the Board of Directors in the manner provided in the Bylaws.

SECTION 2. Qualification, Duties, Term.

The qualifications, time and manner of election or appointment, duties, term of office, and manner of removal of officers shall be set forth in the Bylaws.

ARTICLE VI
Amendments to Bylaws
and Articles of Incorporation

The Bylaws of the corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board of Directors present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board of Directors at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon; provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President and such other approvals as may be required by law or regulation.

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 of Directors present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; provided, with

respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board of Directors at least seven (7) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President and such other approvals as may be required by law or regulation.

ARTICLE VII **Term of Existence**

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

ARTICLE VIII **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, ADM 250, Tampa, Florida 33620, and hereby designates and appoints the University's General Counsel 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.

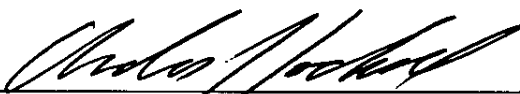
ARTICLE IX **Dissolution**

Upon dissolution of this corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution 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 College of Medicine, 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 Directors, subject to the approval of the University's President and such other approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 4th day of December, 2014.

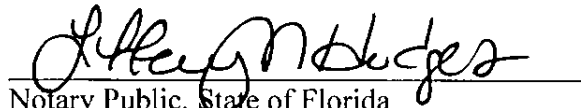
**UNIVERSITY OF SOUTH FLORIDA
MEDICAL SERVICES SUPPORT
CORPORATION**



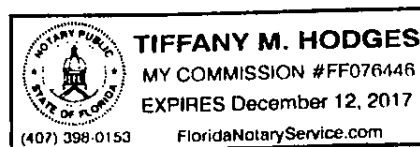
By: Charles J. Lockwood, M.D., M.H.C.M.
Its: Chairperson

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., M.H.C.M., to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

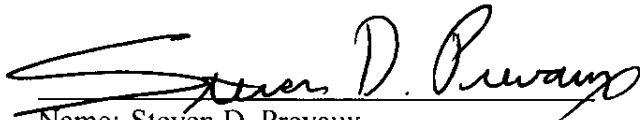


Notary Public, State of Florida
at Large
My Commission Expires: 12/12/17



(NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated 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

12/4/2014
Date