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USF Physicians Group

University of South Florida College of Medicine

Bryan S. Burgess, J.D., M.P.H.
Executive Advisor

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August 17, 1998

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

Subject: **Amendment to Articles of Incorporation
USF Physicians Group, Inc.**

Dear Sir/Madam:

Enclosed is an original and one (1) copy of the above referenced Amendment to Articles of Incorporation together with a check for \$35.00 for the filing fee. Thank you for your assistance.

Sincerely,

Bryan S. Burgess

Bryan S. Burgess

BSB:dh

Enclosures

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VS AUG 26 1998

Amend.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**FIRST AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
of
UNIVERSITY OF SOUTH FLORIDA (USF) PHYSICIANS GROUP, INC.
(A Non-Profit Corporation)**

University of South Florida (USF) Physicians Group, Inc. was originally incorporated on November 15, 1994, and filed Amended and Restated Articles of Incorporation on January 1996.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 617.1002 and 617.1006 of the Florida Not-For-Profit Corporation Act, the undersigned corporation, pursuant to resolutions adopted by its Board of Directors on October 22, 1997 and March 23, 1998, hereby adopts the following First Amendment to the Amended and Restated Articles of Incorporation of the corporation. The corporation's Board of Directors by an affirmative vote of two-thirds (2/3) of the members thereof approved the Amendment in the manner set forth in the Articles of Incorporation and Florida law. There are no members of the corporation entitled to vote on the Amendment.

1. It is resolved that Article IV, Section 1 of the Amended and Restated Articles of Incorporation of the corporation be amended to read as follows:

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 Board of Directors shall consist of not less than five (5), nor more than thirty-five (35) Directors, the exact number of which shall be fixed by the Board of Directors and set forth in the Bylaws. The Directors shall be appointed by the President of the University and shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. Vice President for Health Sciences, University of South Florida.
- B. Dean of the College of Medicine, University of South Florida.
- C. One (1) Director shall be a person who is selected and appointed to the Board by the President of the University as the President's representative (provided, the University 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 set forth in the Bylaws.
- E. Eleven (11) at-large voting members of the corporation who are elected by the membership of the corporation and appointed by the University President to serve staggered three (3) year terms in the manner described in the Bylaws; provided, in the event of a change in the number of College clinical department Chairpersons who are Directors as designated in Section 1.D. above, the number of at-large Directors under this Section 1.E shall be adjusted to a number equal to the number of College clinical department Chairpersons who are Directors.
- F. The President/Chief Executive Officer of the corporation who is selected and appointed in the manner provided in these Articles and the Bylaws.
- G. The Center Director of the H. Lee Moffitt Cancer Center and Research Institute, Inc.
- H. One (1) Director shall be a person who is selected and appointed to the Board by the Chairperson of the Board of Regents in accordance with Section 240.2995, Florida Statutes (1995), if the Chairperson of the Board of Regents elects to make such appointment.
- I. Not more than four (4) Directors shall be persons who hold the position of Chief Executive Officer of a hospital affiliated with the University of South Florida College of Medicine, and who are selected and recommended by the Vice President for Health Sciences and appointed to the Board by the President of the University.

In the event an at-large Director under Section 1.E above is elected to serve as Secretary-Treasurer, and his/her term as Director expires sooner than the expiration of his/her term as Secretary-Treasurer, such individual shall remain on the Board of Directors as an additional at-large Director for the duration of his/her term as Secretary-Treasurer.

Except as may be otherwise provided in these Articles and the Bylaws, Directors appointed by the University President shall serve a term of one (1) year. Any Director may be reappointed.

2. It is resolved that Article IV, Section 2 of the Amended and Restated Articles of Incorporation of the corporation be amended to read as follows:

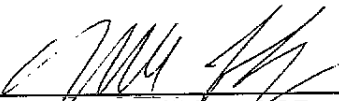
SECTION 2. Executive Committee.

The corporation shall have an Executive Committee of the Board of Directors consisting of the following Directors:

- A. Vice President for Health Sciences, University of South Florida.
- B. Dean of the College of Medicine, University of South Florida.
- C. Four (4) additional Directors elected by the Board of Directors, two (2) of whom shall be College clinical department Chairpersons as designated in Article IV, Section 1.D. above, and two (2) of whom shall be at-large Directors as designated in Article IV, Section 1.E above.
- D. The Director who is selected and appointed to the Board of Directors by the President of the University as designated in Article IV, Section 1.C. above.
- E. The President/Chief Executive Officer of the corporation.
- F. The Center Director of the H. Lee Moffitt Cancer Center and Research Institute, Inc.
- G. The Director who is selected and appointed to the Board of Directors by the Chairperson of the Board of Regents as designated in Article IV, Section 1.H. above, if the Chairperson of the Board of Regents elects to make such appointment.
- H. The Director who is elected to serve as Secretary-Treasurer of the Corporation during his/her term in said office.


IN WITNESS WHEREOF, the undersigned has executed this First Amendment to the Amended and Restated Articles of Incorporation this 14th day of August, 1998.

**UNIVERSITY OF SOUTH FLORIDA
(USF) PHYSICIANS GROUP, INC.**


By: Martin L. Silbiger, M.D., M.B.A.
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 Martin L. Silbiger, M.D., to me well known to be the person described in and who executed the foregoing First Amendment to the Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to this First Amendment.


Notary Public, State of Florida
At Large
My Commission Expires: January 27, 2002



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