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BASIC AMENDMENT

NORTH FLORIDA PHYSICIANS ASSOCIATION, INC.

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Amended &  
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Articles  
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P. 02/10



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 16, 1999

NORTH FLORIDA PHYSICIANS ASSOCIATION, INC.  
720 GILMORE STREET  
SUITE 600  
JACKSONVILLE, FL 32204

SUBJECT: NORTH FLORIDA PHYSICIANS ASSOCIATION, INC.  
REF: N95000004671

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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If you have any questions concerning the filing of your document, please call (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H99000003724  
Letter Number: 399A00006968

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA PHYSICIANS ASSOCIATION, INC.**

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1. The name of the corporation is North Florida Physicians Association, Inc., a Florida corporation (the "Corporation").
2. This restatement contains amendments requiring member approval and was adopted by (a) the unanimous vote of the members of the Board of Directors, and (b) the vote of a majority of the members of the Corporation (being the sole voting group entitled to vote on and adopt the amendments) on February 16, 1999, and such majority is sufficient for approval by that voting group.
3. The duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.
4. The Articles of Incorporation of the Corporation are hereby amended and restated in their entirety to read as follows:

**"ARTICLE I**

**NAME, PRINCIPAL OFFICE,  
REGISTERED OFFICE AND REGISTERED AGENT**

**Section 1.1 Name.** The name of this corporation is North Florida Physicians Association, Inc. (the "Corporation").

**Section 1.2 Offices.** The principal office and mailing address of the Corporation is:

720 Gilmore Street  
Suite 600  
Jacksonville, Florida 32204

The Corporation may also have, maintain and operate other offices as shall be proper or advisable in the discretion of the officers or Board of Directors of the Corporation.

Prepared by Halcyon E. Skinner, Esq.  
McGuire, Woods, Battle & Boothe LLP  
P.O. Box 4099  
Jacksonville, Florida 32201  
(904) 798-3200  
Florida Bar No. 0169598

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**Section 1.3 Registered Agent.** The registered office of the Corporation shall be at:

50 North Laura Street, Suite 3300  
Jacksonville, Florida 32202

The name of the registered agent of the Corporation is RAX CO. at the above address.

## ARTICLE II

### **PURPOSES AND POWERS**

**Section 2.1 Purposes.** The purposes for which the Corporation is organized are exclusively charitable within the meaning of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes:

(a) To establish a panel of physicians capable of providing quality, cost effective medical care meeting community standards of practice, thus enabling the Corporation to develop relationships with hospitals, employers, insurers, managed care entities, Accountable Health Partnerships and other entities so as to be able to work with them to market health services and have a strong impact on the future delivery of quality health care. It is the intent of the Corporation to provide such care by establishing a mechanism for quality review and maintenance, a means of utilization review, and continuity of care.

(b) To engage in any or all lawful business purposes or enterprises not for pecuniary profit for which corporations may be organized under the Florida Not For Profit Corporation Act, and which the Board of Directors may deem to be in the best interests of the Corporation, and to do all other things deemed by the Board of Directors to be necessary or desirable in connection with any of the Corporation's business.

### **Section 2.2 Powers.**

(a) The Corporation shall have all the powers conferred upon a corporation under the provisions of the Florida Not For Profit Corporation Act, and any enlargement of such powers conferred by subsequent legislative acts, and shall have all powers necessary, proper, convenient, or desirable in order to fulfill and further the purposes of the Corporation.

(b) The Corporation is formed upon the articles, conditions and provisions herein contained and is subject in all particulars to the limitations relative to corporations contained in the general laws of this State.

(c) Notwithstanding any other provisions in these Articles, (1) the purposes for which this Corporation is organized and shall be operated are exclusively charitable within the meaning of the Florida Not For Profit Corporation Act, (2) this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), and (3) all activities of the

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Corporation shall be carried on and all of the funds of the Corporation, whether income or principal, and whether acquired by gift, contribution, or otherwise, shall be used so that no part of the net earnings of the Corporation will in any event or at any time inure to the personal benefit of, or be distributable to, any member, director or officer of the Corporation or to any private organization or individual; provided, however, that reasonable compensation may be paid to any officer or director of the Corporation in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above.

### ARTICLE III

#### NO MEMBERSHIP CERTIFICATES

The Corporation is a not for profit corporation organized and operating under the general laws of the State of Florida. The Corporation shall not issue membership certificates.

### ARTICLE IV

#### MEMBERS

The Corporation's Members shall be the physicians who from time to time comprise the physician panel of the Corporation, as more specifically set forth in the Corporation's Bylaws.

### ARTICLE V

#### TERM

The term of the Corporation is perpetual.

### ARTICLE VI

#### BOARD OF DIRECTORS

The powers of the Corporation shall be vested in the Board of Directors. The number of directors may be increased or decreased pursuant to the Bylaws of the Corporation, but shall never be less than three (3). The directors and their successors shall be elected by the Members, pursuant to such procedures as are specified in the Bylaws.

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**ARTICLE VII****INDEMNIFICATION**

The Corporation shall indemnify past or present directors, officers and employees of the Corporation in accordance with and to the fullest extent permitted by the Florida Not For Profit Corporation Act, as amended from time to time.

**ARTICLE VIII****OFFICERS**

**Section 8.1 Officers.** The officers of the Corporation shall be a President, a Secretary, and a Treasurer. In addition, the Corporation may have one or more Vice-Presidents (one of which, if there are more than one, shall be designated as the Senior Vice-President), and such other officers as may be provided in the Bylaws.

**Section 8.2 Elections.** Officers shall be appointed by the Board of Directors in the manner provided in the Bylaws.

**ARTICLE IX****BYLAWS**

The Corporation may by its Bylaws make any other provisions or requirements for the arrangement or conduct of the business and affairs of the Corporation, provided that (i) the adoption of such Bylaws, and any amendment or repeal thereof, shall require the vote of the Directors as set forth in such Bylaws, and (ii) such Bylaws are not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Florida or of the United States.

**ARTICLE X****MISCELLANEOUS**

**Section 10.1 Prohibition on Private Inurement.** No part of the net earnings or property of the Corporation shall inure to the benefit of, or be distributed to, any member, director, officer, or other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

**Section 10.2 Prohibition on Dividends.** The Corporation shall not have the power to declare dividends.

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**Section 10.3 Prohibition on Lobbying/Intervention in Political Campaigns.** No substantial part of the activities of the Corporation shall be 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.

**Section 10.4 Other Prohibitions.** Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code.

## ARTICLE XI

### DISSOLUTION AND LIQUIDATION

The Corporation may be dissolved or liquidated only upon the vote of a majority of the Members of the Corporation. Upon the dissolution or liquidation of the Corporation, the Corporation's Board of Directors shall adopt a resolution recommending a plan of distribution and directing its submission to a vote by the Members of the Corporation. The Members shall be authorized and entitled to vote on a plan of distribution on behalf of the Corporation. The plan must provide that:

- (a) All liabilities and obligations of the Corporation be paid and discharged, or adequate provisions be made therefor;
- (b) Assets held by the Corporation upon condition requiring return, transfer or conveyance, which condition occurs by reason of the dissolution, be returned, transferred or conveyed in accordance with such requirements;
- (c) Assets received and held by the Corporation subject to limitations permitting their use only for charitable, religious, eleemosynary, benevolent, educational or similar purposes, but not held upon a condition requiring return, transfer or conveyance by reason of the dissolution, be transferred or conveyed to one or more domestic or foreign corporations, trusts, societies or organizations engaged in activities substantially similar to those of the dissolving Corporation, as provided in the plan of distribution of assets;
- (d) Other assets, if any, be distributed to such other entity qualifying as a tax-exempt organization under Section 501(c)(3) of the Code as the Directors shall select, by their sole discretion, to be used by such tax-exempt organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or to the federal government, or to a state or local government, for a public purpose; and
- (e) Any remaining assets not so disposed of 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, as said Court shall determine, which are organized and operated exclusively for such purposes.

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**ARTICLE XII****LIMITATION ON LIABILITY**

No director or officer of the Corporation shall be liable to any person for monetary damages for any statement, vote, decision or failure to take an action regarding organizational management or policy by an officer or director, unless:

(a) The officer or director breached or failed to perform his duties as an officer or director; and

(b) The officer's or director's breach of, or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the officer or director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against an officer or director in any criminal proceeding for violation of the criminal law estops that officer or director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law, but does not estop the officer or director from establishing that he had reasonable cause to believe that his conduct was unlawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the officer or director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property.

**ARTICLE XIII****AMENDMENTS**

Amendments to these Articles of Incorporation may be made and adopted by a vote of seventy-five percent (75%) of the Board of Directors of the Corporation."

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IN WITNESS WHEREOF, the undersigned President of the aforesaid Corporation has executed these Articles of Restatement this 16th day of February, 1999.

NORTH FLORIDA PHYSICIANS ASSOCIATION, INC.

By:

  
RICHARD M. STROMBERG, M.D., President

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**REGISTERED AGENT CERTIFICATE**

In pursuance of the Florida Not for Profit Corporation Act, the following is submitted, in compliance with said statute:


That North Florida Physicians Association, Inc., which has been organized under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named RAX CO., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity, is familiar with § 617.0501, Florida Statutes, and agrees to comply with the provision of said statute relative in keeping open said office.

DATED February 16, 1999.

RAX CO., a Florida corporation

By:   
Title: Halcyon E. Skinner  
President

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