

N96000006075

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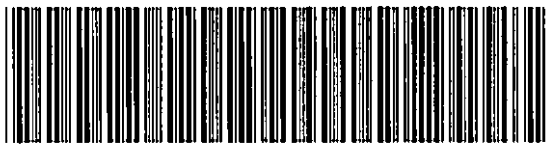
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W20-67174

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Office Use Only



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2020 JUN 05



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 30, 2020

BRYAN S. BURGESS
12901 BRUCE B. DOWNS BLVD.
MDC 02
TAMPA, FL 33612 US

SUBJECT: UNIVERSITY OF SOUTH FLORIDA (USF) HEALTH SERVICES
SUPPORT ORGANIZATION, INC.
Ref. Number: W20000067174

We have received your document for UNIVERSITY OF SOUTH FLORIDA (USF) HEALTH SERVICES SUPPORT ORGANIZATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can find no record of the entity named in your document. If this is the correct name, please provide us with the document number, or any other documentation supporting that this entity is registered with the Division of Corporations.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 820A00012855

COVER LETTER

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

SUBJECT: University of South Florida (VSF) Health Services Support Organization, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Bryan S. Buigess
Name (Printed or typed)

12901 Bruce B. Downs Blvd. MDC 02
Address

Tampa, FL 33612
City, State & Zip

(813) 974-2734
Daytime Telephone number

bwillard@vsf.edu
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

October 26, 2020

2020 OCT 26 PM 1:10

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

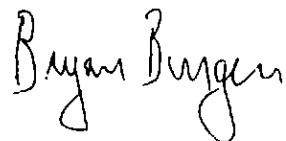
Subject: University of South Florida (USF) Health Services Support Organization, Inc.

Document Number N96000006075

Dear Sir/Madam:

In June 2020, I submitted the enclosed Amended and Restated Articles of Incorporation for University of South Florida (USF) Health Services Support Organization, Inc. for filing with your office. I recently learned that this filing was rejected (Document Number W20000067174). I have not received notice of the reasons for the rejection and would like to take the necessary corrective actions to complete the filing. May I ask you to email me at bburgess@usf.edu to advise me on the issues that need to be addressed with this filing? Thank you very much.

Sincerely,



Bryan S. Burgess

Attorney

University of South Florida

2020 20 PM 6:06

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF SOUTH FLORIDA (USF)
HEALTH SERVICES SUPPORT ORGANIZATION, INC.
(A Corporation Not For Profit)**

University of South Florida (USF) Health Services Support Organization, Inc. was originally incorporated on November 22, 1996, pursuant to the Florida Not For Profit Corporation Act.

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 May 6, 2020, University of South Florida (USF) Health Services Support Organization, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, IV, VI, VII, VIII, and IX are amended hereby). The corporation's Board of Directors by unanimous vote 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 (USF) Health Services Support Organization, Inc. (the "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 (i) a corporation not for profit under Chapter 617, Florida Statutes, and (ii) a university health services support organization under Section 1004.29, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South

Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF"). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit and university health services support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include entering into arrangements for the benefit of the University's academic health sciences center with other entities as providers in other integrated health care systems or similar entities and activities in furtherance of the purposes of Section 1004.29, Florida Statutes

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 not participate in, or 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 or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation. As provided by Section 1004.29 (1), Florida Statutes, in no case shall the State or University have any responsibility for the acts, debts, liabilities and obligations incurred or assumed by 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) (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's 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 USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules and 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

No Members

The Corporation shall have no members.

ARTICLE IV

Board of Directors

SECTION 1. Board of Directors.

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (the "Board"), subject to applicable law and regulations, the limitations contained in the Corporation's Articles of Incorporation and Bylaws, and the powers and duties reserved to the University's President and the University's Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The University's Senior Vice President for Health Sciences (or similar position regardless of title) (the "USF Health Vice President").
- B. The Chair of the University's Board of Trustees shall appoint one (1) representative to the Board in accordance with Section 1004.29(4), 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 in accordance with

Section 1004.29 (4), Florida Statutes (provided, the University's President may elect to appoint the USF Health Vice President to serve as the President's representative for this purpose).

- D. Not more than six (6) Directors may be individuals who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.
- E. Any individual who is appointed to the Corporation's Audit Committee who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.

Except for the Directors specified in subsections B. and C. of this Article IV, Section 1, all other Directors shall be approved by the University's Board of Trustees. Except as may be otherwise provided in these Articles and the Bylaws, and except for the Director who is appointed to the Board by the Chair of the University's Board of Trustees, Directors shall serve a term of one (1) year and may be reappointed. Directors may be removed by the University's President in his/her sole discretion; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed and replaced only by action of the Chair of the University's Board of Trustees.

ARTICLE V

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 present and voting at any duly held regular or special meeting of the Board; 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 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, the University's Board of Trustees, 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 present and voting at any duly held regular or special meeting of the Board; 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 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, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

ARTICLE VI **Term of Existence**

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

ARTICLE VII **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, or in the event that such organization is not in existence

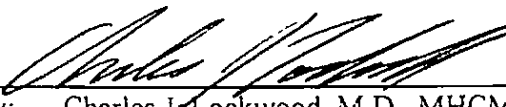
or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 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.

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, CGS 309, Tampa, Florida 33620-6250, 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 27th day of May, 2020.

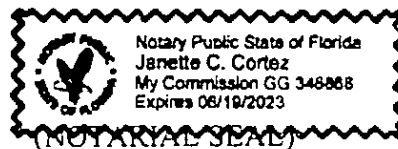
UNIVERSITY OF SOUTH FLORIDA (USF)
HEALTH SERVICES SUPPORT
ORGANIZATION, INC.


By: Charles J. Lockwood, M.D., MHCM
Its: Chairperson

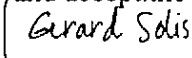
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., MHCM, 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: 6/19/2023



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.


44E89B3134314D6

6/8/2020

Name: Gerard Solis
Title: General Counsel
University of South Florida

Date