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APPROVED
AND
FILED
09 NOV 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Approved
11/25/09*



Office of the Vice President and General Counsel

November 19, 2009

123 Tigert Hall
PO Box 113125
Gainesville, FL 32611-3125
352-392-1358
352-392-4387 Fax

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6377
Tallahassee, FL 32314

Re: University of Florida College of Nursing
Faculty Practice Association, Inc.

Dear Sir/Madam:

Enclosed for filing are Amended and Restated Articles of Incorporation for the above-referenced corporation and a check for \$35.00 for the filing fee.

Sincerely,

A handwritten signature in black ink, appearing to read "Michael W. Ford".

Michael W. Ford
Senior University Counsel

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
UNIVERSITY OF FLORIDA
COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.**

APPROVED
AND
FILED
09 NOV 25 PM 2:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To: Department of State
Tallahassee, FL 32304

The undersigned, as Chair of the Board of Directors of **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on July 29, 2009, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

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 is **UNIVERSITY OF FLORIDA COLLEGE OF NURSING FACULTY PRACTICE ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611.

ARTICLE II.
PURPOSES, LIMITATIONS AND DISSOLUTION

Section 2.1. - Purposes: The Corporation is organized exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Science Center and the College of Nursing, 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.

Section 2.2. - Limitations on Actions: All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

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 Practice Plan or the rules of The University of Florida Board of Trustees and the Florida Board of Governors, as amended from time to time.

Section 2.3. - Dissolution: Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation for the benefit of the University of Florida College of Nursing provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Nursing, preferably for its nursing programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any

members, officers, or directors of the Corporation.

ARTICLE III.

POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations 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 public welfare and for charitable, scientific and educational purposes.

ARTICLE IV.

MEMBERSHIP

The Dean of the University of Florida's College of Nursing, (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, a College Administrator appointed by the Dean and each full-time faculty member of the College will be members. Each member must be a full-time member of the faculty of the College, with the exception of University of Florida's Senior Vice President for Health Affairs or designee.

ARTICLE V.

TERM OF EXISTENCE

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

ARTICLE VI.

OFFICERS

Section 6.1 - Number: The officers of the Corporation will include a Chair, a Vice Chair, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be consolidated and held by one person.

Section 6.2 - Manner of Election: The officers of the Corporation will be elected as provided in the Bylaws.

ARTICLE VII.
BOARD OF DIRECTORS

Section 7.1 – Number: The Board of Directors will consist of the Dean of the College or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs or designee, a College Administrator appointed by the Dean, and two members of the Corporation elected in the manner provided in the Bylaws.

ARTICLE VIII.
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 obligations of the Corporation.

ARTICLE IX.
AMENDMENT

Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida.

ARTICLE X.
OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Nursing, 101 S. Newell Drive, Room 4234, Gainesville, Florida 32611. The mailing address of the registered office is P. O. Box 100197, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Myra Dee Williams.


IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 29th day of July, 2009.

Kathleen Ann Long
Kathleen Ann Long, PhD, RN, FAAN
Chair, Board of Directors

Myra Dee Williams
Myra Dee Williams, PhD, RN
Secretary/Treasurer

STATE OF FLORIDA)
COUNTY OF ALACHUA)

The foregoing instrument was acknowledged before me this 29th day of July 2009, by Kathleen Ann Long and Myra Dee Williams, who are personally known to me and who did take an oath.

NOTARY PUBLIC-STATE OF FLORIDA
 Marty M. Rhoden
Commission #DD683987
Expires: JULY 29, 2011
BONDED THRU ATLANTIC BONDING CO., INC.

Marty M. Rhoden
Notary Public, State of Florida
Name: Marty M Rhoden
Comm No DD683987 Expires: July 29, 11

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for University of Florida College of Nursing Faculty Practice Association, Inc., at the place designated in the foregoing Articles of Incorporation, I hereby agree 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.

/s/ Myra Dee Williams
Myra Dee Williams
Registered Agent