

1798000002711

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600312037266

04/20/18--01001--029 **35.00

RECEIVED
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

APR 20 P 4 05

RECEIVED

APR 24 2018
T. LEMCKE

Handwritten signature



College of Public Health and Health Professions
Office of the Dean

1225 Center Drive, Suite 4101
Post Office Box 100185
Gainesville, FL 32610-0185
Telephone: (352) 273-6214

April 17, 2018

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

Re: Florida Health Professions Association, Inc.

Dear Sir/Madam:

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

Thank you,

A handwritten signature in black ink, appearing to read "Andrea M. Burne".

Andrea M. Burne
Director
352-273-6143

FILED
APR 20 P 4 06

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.**

The undersigned, as Chair of the Board of Directors of **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

That on February 21, 2018, the Board of Directors voted to amend and restate in their entirety the current Articles 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 and the University of Florida Board of Trustees ("UFBOT") have 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 **FLORIDA HEALTH PROFESSIONS ASSOCIATION, INC.** The principal office and place of business of the Corporation shall be University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite N1-2, Gainesville, Florida 32610.

**ARTICLE II.
PURPOSES, LIMITATIONS AND DISSOLUTION**

Section 2.1.-Purposes: The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes in support of the University of Florida Health Science Center and its associated programs 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 regulations of The University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the University of Florida Board of Trustees' Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

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 Health Professions 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 Health Professions, preferably for its health related 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

Section 4.1 - Qualification: The Dean of the University of Florida's College of Health Professions, University of Florida's Vice President for Health Affairs, 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 Vice President for Health Affairs.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

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 and the rules of the Board of Regents.

ARTICLE VI. OFFICERS

Section 6.1 - Number: The officers of the Corporation will include a President, Vice President, a Secretary/Treasurer, and any other officer identified in the Bylaws.

Section 6.2 - Manner of Election: The Dean of the College will serve as President of the Corporation by virtue of his or her position as Dean. The Secretary/Treasurer and Vice President of the Corporation will be elected as provided in the Bylaws.

ARTICLE VII. BOARD OF DIRECTORS

The corporation shall be managed, its properties controlled and its affairs governed under the direction of its Board of Directors. The terms and manner of election of the directors shall be as 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 and subject to the approval of the University of Florida Board of Trustees.

ARTICLE X.
OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Health Professions, 1600 S.W. Archer Road, Suite NI-2, Gainesville, Florida 32610. The mailing address of the registered office is P.O. Box 100185, Gainesville, Florida 32610. The name of the Corporation's registered agent at the registered office is Kimberly Rovanseck.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of this 22nd day of February, 2018.

Michael Perri

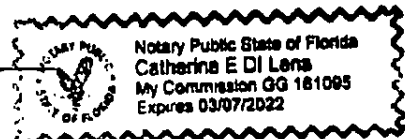
Michael Perri, PhD
Chair, Board of Directors

(State of Florida)

(County of Alachua)

The foregoing instrument was acknowledged before me this 22nd day of February 2018 by Michael G. Perri, Ph.D., ABPP, the Chairperson of the Board of Directors of Florida Health Professions Association, Inc., a Florida not-for-profit Corporation.

Catherine E Di Leva
Notary



CATHERINE E DI LEVA.

Printed/Typed Name of Notary

Commission No. GG 181095 Expires: 3/7/2022

Personally known ☒ /ID Produced: ☐

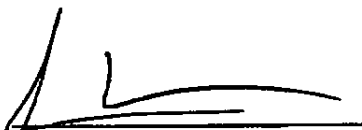
Approved: Michael G Perri

Dean, College of Public Health
and Health Professions

Andrea M. Burne
Director, FHPA, Inc, Andrea M. Burne

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the Florida Health Professions 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.



Andrea M. Burne