

BYLAWS of
The Florida International University College of Medicine
Health Care Network Faculty Group Practice, Inc.
(A Non-Profit Corporation)

ARTICLE I
PURPOSE

General Purpose. The Florida International University College of Medicine Health Care Network Faculty Group Practice, Inc. shall be known as The Florida International University College of Medicine Health Care Network (FIUHN) and shall exist exclusively to support the mission of Florida International University (FIU) to improve and support medical education at the Florida International University College of Medicine (FIUCOM). It is organized as a not-for-profit corporation under Chapter 617, Florida Statutes.

ARTICLE II
FISCAL YEAR

The fiscal year of the FIUHN shall begin on the first day of July and end on the last day of June in each year.

ARTICLE III
MEMBERS

The membership of the FIUHN shall consist of all clinical faculty members of the FIUCOM who are actively involved in the clinical practice of medicine and who are not adjunct faculty members. When any member ceases to be employed by FIUCOM, his/her membership in the FIUHN shall be deemed automatically terminated.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Powers and Duties of the Board of Directors. Except as otherwise provided in the Articles of Incorporation and these Bylaws, the direction and management of the affairs of the FIUHN and the control and disposition of its assets shall be vested in the Board of Directors (“Board”) which shall be comprised of nine (9) directors.

The Board shall have the power to hold and to invest and reinvest any monies it receives

and to hold any property, to sell or exchange the same, and to invest and reinvest the proceeds of any sale or other conversion of any such property, for the purpose of earning income, which income less operating expenses of the FIUHN shall be used for such specific purpose in accord with the FIUHN's aims and the policies of the University and its Board of Trustees.

The FIUHN shall have the power and authority to borrow money by issuing long or short-term notes, bonds, or debentures and to pledge, mortgage, or otherwise encumber its assets within the discretion of the Board and the policies of the University and its Board of Trustees.

Section 2. Membership. The nine (9) members of the Board shall be:

- (a) A designee of the FIUBOT.
- (b) The Dean and Senior Vice President of Medical Affairs of the FIUCOM.
- (c) The Executive Associate Dean of Clinical Affairs of the FIUCOM.
- (d) The Provost of FIU or his/her Designee.
- (e) The CFO of FIU or his/her Designee.
- (f) One (1) FIUCOM Non-Chairman Group Faculty Member selected by the Clinical Faculty.
- (g) One (1) FIUCOM Chairman Group Faculty Member selected by the Clinical Chairs.
- (h) Two (2) Community Members who shall not be employees of FIU and who are nominated either by the Committee on Nominations or any member of the Board and elected by a majority vote of the Board (hereinafter "Community Member"). One (1) of the Community Members must have the financial skills to be designated as the Financial Expert pursuant to the criteria of Sarbanes-Oxley.

Section 3. Term of Office. The Dean and Senior Vice President of Medical Affairs of the FIUCOM, the Executive Associate Dean of Clinical Affairs of FIU, the Provost of FIU if he/she does not name a Designee, the CFO of FIU if he/she does not name a Designee shall serve as directors of the FIUHN for such time as they shall continue to serve respectively as Dean and Senior Vice President of Medical Affairs of the FIUCOM, Executive Associate Dean of Clinical Affairs of FIU, Provost of FIU and CFO of FIU. Should the Provost or the CFO choose Designees to serve as Board members, then those Designees shall serve as Board members for as long as the Provost or the CFO shall determine. For elected members the term of office will be

three (3) years. The initial terms will be staggered with the faculty representative serving one (1) year, the chairman representative serving two (2) years and the two (2) Community Members serving staggered terms of two (2) and three (3) year term.

Section 4. Election. Any elected director whose term of office shall have expired may be elected to another term to a maximum of two (2) consecutive terms. Nothing in the Bylaws or the Articles of Incorporation shall prohibit any elected Board member from being re-elected after two (2) terms so long as such Board member does not serve on the Board for at least one (1) year between terms.

Section 5. Resignation. A director may resign at any time upon written notice to the President or Secretary/Treasurer of the FIUHN. Unless otherwise specified in the notice, the resignation shall take effect upon receipt. The acceptance of a resignation shall not be necessary to make it effective.

Section 6. Vacancy. A vacancy shall exist on the Board upon the death, resignation, or removal of a director, upon the disability of a director that renders him or her permanently incapacitated or unable to serve, or when a director is no longer qualified to serve as a director. A director may be removed from the Board by the affirmative vote of a majority of the remaining directors at a properly called meeting of the Board. Whenever any vacancy occurs in the Board, it shall be filled without undue delay. A vacancy shall be filled by a majority vote of the remaining members of the Board at a special meeting, which shall be called for that purpose. The person so chosen shall hold office for the duration of the previous director's term.

ARTICLE V OFFICERS OF THE BOARD

Section 1. Number and Method of Election. The Officers of the Board shall be President, Vice President, and Secretary/Treasurer. The President shall be the Dean and Senior Vice President of Medical Affairs of the FIUCOM. The Vice President and Secretary/Treasurer will be nominated by the Committee on Nominations from the membership of the Board. Election will require a majority vote of the Board. An elected officer shall serve a term of one (1) year. Officers are eligible for election for consecutive terms.

Section 2. Duties of Officers. The duties and powers of the officers of the FIUHN shall be as follows:

Dean and Senior Vice President of Medical Affairs of the FIUCOM. The Dean and Senior Vice President of Medical Affairs of the FIUCOM shall serve as President. The President shall preside at the meetings of the Board, and shall be an ex officio member of all committees, with no voting power. He/she shall also, at the annual meeting of the FIUHN and such other times as he/she deems proper, communicate to the FIUHN or to the Board such matters and make such suggestions as may in his/her opinion tend to promote the prosperity and welfare and increase the usefulness of the FIUHN and shall perform such other duties as are necessarily incident to the office of the President. The President shall sign all certificates, bonds, deeds, mortgages, leases, and contracts of the FIUHN as approved by the Board. The President shall perform all duties, as the Board shall designate. The President may delegate certain duties with the Board's approval.

Vice President. In case of the death or absence of the President, or of his/her inability from any cause to act, the Vice President shall perform the duties of the President.

Secretary/Treasurer. It shall be the duty of the Secretary/Treasurer to give notice of and attend all meetings of the FIUHN and all committees and keep a record of their doings; to conduct all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed; to keep a list of the members of the FIUHN; to notify the officers and members of the FIUHN of their election; to notify members of the FIUHN of their appointment on committees; to furnish the chairman of each committee with the results of the vote under which the committee is appointed, and at his/her request give notice of the meetings of the committee; and generally to devote his/her best efforts to forwarding the business and advancing the interests of the FIUHN. The Secretary/Treasurer shall have the care and custody of the money, funds, valuable paper and documents of the FIUHN. The Secretary/Treasurer shall keep accurate books of accounts of the FIUHN's transactions, which shall be the property of the FIUHN, and shall render financial reports and statements of condition of the FIUHN when so requested by the Board or President. In case of absence or disability of the Secretary/Treasurer, the Board shall appoint a Secretary/Treasurer pro tem. The Secretary/Treasurer shall be the keeper of the corporate seal.

Section 3. Bond of Secretary/Treasurer. The Secretary/Treasurer shall give to the FIUHN such security for the faithful discharge of his/her duties as the Board may direct.

Section 4. Vacancies. All vacancies in any office shall be filled by the Board without

undue delay, at any regular meeting, or at a meeting specially called for that purpose.

Section 5. Compensation of Officers. The officers shall receive such salary or compensation as the Board may determine, pursuant to the policies and regulations of the University and its Board of Trustees.

ARTICLE VI POWERS OF THE UNIVERSITY'S PRESIDENT

The President of the University shall have the following powers and duties: (1) Monitor and control the use of university resources by the FIUHN; (2) Control the use of the university name by the FIUHN; (3) Monitor compliance of the FIUHN with state and federal laws and regulations; (4) Recommend to the Board of Trustees an annual budget; (5) Approve salary supplements and other compensation or benefits paid to university faculty and staff from the FIUHN assets, consistent with Board of Trustees' policies; (6) Ensure that the FIUHN enacts a policy on ethics and conflicts of interest; and (7) Ratify all nominees to the Board and all appointments to Board Committees.

ARTICLE VII COMMITTEES

Section 1. Standing Committees. At the first meeting of the Board after its election, or as soon thereafter as practicable, the President of the FIUHN shall, subject to the Board's approval, appoint such committees as he/she may deem necessary and advisable to assist in the conduct of the FIUHN's affairs.

There shall be two (2) standing committees of the Board; the Finance and Audit Committee, and the Committee on Nominations.

Section 2. Special Committees. The President of the FIUHN may, at any time, appoint other committees to deal with specific issues, for which there is no Standing Committee. Special Committees shall be discharged by the President upon completion of the task for which they are established.

Section 3. Committee Quorum. A majority of any committee of the FIUHN shall constitute a quorum for the transaction of business, unless any such committee shall, by a majority of its entire membership, decide otherwise.

Section 4. Committee Vacancies. The authority, which originally appointed a

committee, shall have the power to fill any vacancy on the committee.

Section 5. Committees of the Board

5.1 The Finance and Audit Committee. The Committee on Nominations shall annually recommend to the Board for election to the Finance and Audit Committee one (1) member who is independent of management and not a member of the Faculty Practice Plan. Two (2) additional members shall be members of the Board. Members can be appointed for two (2) successive terms and re-elected after two (2) terms so long as such Committee member does not serve on the Committee for at least one (1) year between terms. A majority of the members of the Committee will constitute a quorum for the transaction of business. An audit shall be conducted annually by outside public accountants and presented to the Finance and Audit Committee, which shall in turn present the report of audit, including the scope of the examination, to the members of the FIUHN at their next meeting with such recommendations as the Finance and Audit Committee shall deem appropriate. Thereafter, the annual audit report shall be submitted by the University President to the Board of Trustees for review no later than the end of the fourth month following the close of the organization's fiscal year. It shall address and oversee financial and administrative policy matters for the FIUHN. The Committee shall, subject to overall guidance by the Board, establish the fees for services. It shall, subject to guidance from the Board, establish a billing and collection policy. The Finance and Audit Committee shall be responsible for the periodic review and approval of the FIUHN's annual budget, which shall be prepared before the beginning of the FIUHN's fiscal year, approved by the Board and recommended by the University President to the Board of Trustees each year no later than sixty (60) days following the beginning of the FIUHN's fiscal year. The Board of Trustees must approve the FIUHN's budget before it can be enacted.

The Executive Associate Dean for Finance shall be an ex officio non-voting member of the Finance Committee. The Committee shall keep a record of its proceedings and may appoint the Secretary/Treasurer for that purpose.

5.2 Committee on Nominations. Prior to the Annual Meeting, the Board shall appoint a Committee of Nominations of five (5) members, none of whom shall be a member of the Board, whose duty it shall be to nominate candidates to fill vacancies in the Board Public Member position and officers of the FIUHN. The Board shall name the Chair of the Committee who shall be a Board member. The nominee representing the Clinical Chair Advisory Group

shall be selected from the recommendations of the Clinical Chair Advisory Group. The nominee representing the Clinical Faculty Advisory Group shall be selected from the recommendations made by the Clinical Faculty Advisory Group. The slate of nominations will be presented at the annual meeting of the FIUHN.

Section 6. Composition of Committees. Individuals other than Directors shall be eligible to serve on committees. However, the Chairperson of the Committees shall be a Director.

ARTICLE VIII MEETINGS OF THE FIUHN

Section 1. Annual Meeting of the FIUHN. There shall be an annual meeting for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary/Treasurer, shall be mailed by U.S. Mail or delivered electronically, except as herein or by statute otherwise provided, to the last recorded physical or electronic address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. All notices of meetings shall set forth the place, date, time and purpose of the meeting.

Section 2. Regular Meetings. Regular meetings of the Board shall be held no less often than quarterly. Notice of the meeting, signed by the Secretary/Treasurer, shall be mailed by U.S. Mail or delivered electronically, except as herein or by statute otherwise provided, to the last recorded physical or electronic address of each member at least ten (10) days and not more than fifty (50) days before the time appointed for the meeting. The purpose of regular meetings shall be for the transaction of such business as may lawfully come before each meeting. The Secretary/Treasurer of the FIUHN shall provide the directors with a schedule of the regular meetings.

Section 3. Special Meetings. The President of FIUHN, the President of FIU or any two (2) Board members may call special meetings of the Board. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the Board.

Section 4. Telephone Meetings. The Board and Committee meetings may be conducted by telephone conference or similar communications facilities if the President or the Chairperson of the Committee determines it is appropriate and if all persons participating in such meetings are able to hear each other as if the meeting were held in person.

Section 5. Waiver. Any Member, Officer or Director may waive, in writing, any notice required to be given by law or under these Bylaws, whether before or after the time stated therein. Notwithstanding the provisions of any of the foregoing sections, a meeting of the Directors of this FIUHN may be held at any time and at any place within or without the State of Florida, and any action may be taken thereat, if notice is waived in writing by every member having the right to vote at the meeting. Attendance of any Board or Committee member at any meeting shall be deemed a waiver of notice of such meeting.

5.1 Notice of a meeting properly called for the purpose of amending either the Articles or Bylaws of the FIUHN may not be waived.

Section 6. Quorum. The presence in person, or telephonically, if Chairperson has permitted participation by telephone, of a majority of the Directors of the FIUHN entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 7. Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast at a meeting at which a quorum is present.

Section 8. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board or of any committee designated by the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, shall be signed by all Member(s) of the Board or of such committee. The consent shall have the same force and effect as a unanimous vote of a meeting. Action by written consent shall not be taken to amend the Articles or Bylaws except at a meeting properly called for that purpose.

Section 9. Order of Business. Roberts Rules or Order will be followed at all the meetings of the FIUHN and the Board.

The Chair without debate shall decide any question as to priority of business.

This order of business may be altered or suspended at any meeting by a majority vote of the members present.

Section 10. Agenda and Minutes. A written agenda of the matters to be considered at a Board or committee meeting shall be delivered to members thereof prior to such meeting.

Written minutes of the proceedings of the Board and committees shall be maintained and all actions taken at Board and committee meetings shall be properly recorded in the minutes.

**ARTICLE IX
ADMINISTRATION POLICIES**

Section 1. Officer of Corporation. The Executive Associate Dean of Clinical Affairs shall be the President of the FIUHN for as long as he/she serves in that position. As President, he/she shall oversee all day-to-day affairs of the FIUHN and shall serve as Chairman of the Executive Committee of the FIUHN.

Section 2. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the FIUHN shall be conducted in strict compliance with the policy and regulations of the Florida Board of Governors and the University concerning the faculty practice plan for the FIUCOM, approved at the _____ meeting, as it may hereafter be amended.

Section 3. Financial Audits and Reports. All financial records of the FIUHN shall be available to the appropriate personnel of the University from time to time as determined by the Dean of the FIUCOM. The Board shall engage an independent certified public accountant (CPA) to perform an annual audit of the organization's financial statements, with the objective being to render an opinion on the financial statements. The cost of the audit shall be borne by the FIUHN as an operating expense. Copies of each annual audited financial report shall be promptly provided to the President of the University and the Dean of the FIUCOM for their review.

Section 4. Distribution of Net Receipts. The accumulation, expenditure and distribution of all funds of FIUHN shall be exclusively for the improvement and support of medical education at FIUCOM and shall be made only after approval by the Dean of FIUCOM or his/her designee. The distribution of Net Receipts shall be made pursuant to the terms of the Operation Agreement between FIU and FIUCOM.

**ARTICLE X
SEAL**

The seal of the FIUHN shall be as more particularly shown in the following impression.

**ARTICLE XI
COMMITMENT TO COMPLIANCE**

The FIUHN is a tax-exempt organization dedicated to providing quality clinical services to the South Florida community. The FIUHN is committed to meeting the highest ethical standards in all of its operations and clinical services. It is committed to compliance with the laws, rules and regulations that govern its operations and committed to establishing a compliance program that will provide the FIUHN employees with tools to understand and comply with such laws.

**ARTICLE XII
AMENDMENTS**

The Bylaws of the FIUHN shall be made, altered or rescinded by a two-thirds vote of all members of the Board at any regular or at any special meeting called for that purpose; provided, however, that no bylaw may be adopted, amended or rescinded without the prior written approval of the President of FIU. All amendments to the Bylaws of the FIUHN must be approved by the Board of Trustees of FIU, upon recommendation of the President of FIU prior to their effective date.

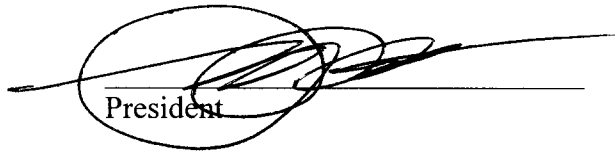
**ARTICLE XIII
INDEMNIFICATION**

The indemnification of any director, officer or employee of the FIUHN shall be as provided by law.

**ARTICLE XIV
DISSOLUTION**

In the event that the FIUHN shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapter 617, Florida Statutes, the FIUHN shall distribute all its existing assets as provided in the Article of Incorporation.

IN WITNESS WHEREOF, the undersigned have made and subscribed to these Bylaws
this 16 day of November, 2007.

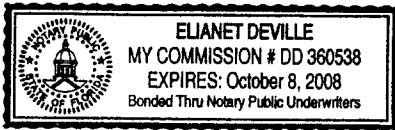


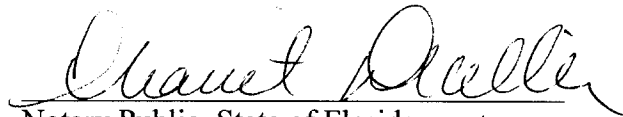
President

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

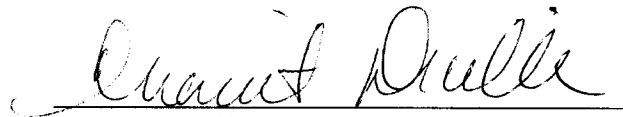
Personally appeared before me, the undersigned authority Modesto A. Maidique
to me well known and who acknowledged before me that they are parties to the above and
foregoing Bylaws, and further acknowledged the said Bylaws to be their act and deed as the
signer thereof and that the facts therein contained are true.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, this
16 day of November, 2007.





Notary Public, State of Florida
My commission expires: 10/8/2008



Paralegal, Office of the General Counsel