

**ARTICLES OF INCORPORATION
of
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.**

(A Non-Profit Corporation)

The undersigned hereby adopts the following Articles of Incorporation and hereby certifies as follows:

**ARTICLE I
Name and Address**

The name of this corporation is Central Florida Clinical Practice Organization, Inc. The principal office and mailing address of the corporation shall be University of Central Florida College of Medicine, 12201 Research Parkway, 3rd Floor, P.O. Box 160116, Orlando, Florida 32816-0116.

**ARTICLE II
Purpose, Powers and Dissolution**

Section 1. Purposes and Powers.

The corporation is organized as a corporation not-for-profit under Chapter 617, Florida Statutes. The corporation shall be organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the "University"). The corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the corporation is organized shall include the promotion and support of medical education, research, and patient care, including the

collection, receipt, management, administration and distribution of funds, exclusively for support of the mission and objectives of the University's College of Medicine (the "College"), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governor's Regulation 6C-9.017 or corresponding provisions of any subsequent laws or rules.

Section 2. Limitations on Actions.

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes as set forth in these articles of incorporation. No substantial part of the activities of the corporation shall be the 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 or in opposition to any candidate for political office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code. No employee of the corporation shall engage in the practice of medicine.

Section 3. 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 Central Florida Foundation, Inc., provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, for use only by the College of Medicine. In the event that such organization is not in existence or the University of Central Florida Foundation, Inc., is not exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, the remaining assets of the corporation shall be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction 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 educational, scientific or charitable purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

**ARTICLE III
Membership**

The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE IV
Term of Existence

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

ARTICLE V
Board of Directors

The property, affairs and activities of the Corporation shall be managed by the Board of Directors, who shall be designated or elected as provided in the Bylaws of this Corporation, and who shall serve without compensation.

ARTICLE VI
Officers

The Board of Directors shall elect officers as described in the Bylaws of the Corporation.

ARTICLE VII
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 VIII
Amendment

Amendments to these Articles of Incorporation may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

ARTICLE IX
Incorporator

The name and street address of the person signing these Articles of Incorporation is

W. Scott Cole
Vice President and General Counsel
University of Central Florida
Millican Hall, Suite 360
4000 Central Florida Blvd.
Orlando, FL 32816-0015

ARTICLE X
Office and Registered Agent

W. Scott Cole, whose office is located at Office of the General Counsel, University of Central Florida, 4000 Central Florida Boulevard, Millican Hall, Suite 360, Orlando, Florida 32816-0015, is designated as the Registered Agent to accept service of process for the Corporation within this state, and said Agent's acceptance is endorsed below.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 15th day of February, 2008.

Incorporator

By: 

W. Scott Cole,
Vice President and General Counsel
University of Central Florida

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of the Corporation, and being familiar with and accepting the obligations of the position, does hereby accept that designation.



W. Scott Cole, Registered Agent

2/1 _____, 2008