

ARTICLES OF INCORPORATION
of
FLORIDA MEDICAL PRACTICE PLAN, INC.
(A Non-Profit Corporation)

The undersigned hereby associate themselves to form a corporation for scientific, educational or charitable purposes under the provisions of the Florida Statutes, and for these purposes they adopt the following Articles of Incorporation.

ARTICLE I.

NAME

The name of the corporation shall be: FLORIDA MEDICAL PRACTICE PLAN, INC. (A Non-Profit Corporation). The principal office and place of business of the corporation shall be The Florida State University College of Medicine, 1115 W. Call Street, Tallahassee, Leon County, Florida.

ARTICLE II.

PURPOSES, LIMITATIONS AND DISSOLUTION

Section 1. Purposes. The corporation is organized and shall be operated exclusively for scientific, educational, and charitable purposes and not for pecuniary profit, for the purpose of promoting education, and to make financial and other types of contributions and assistance to medical, scientific and educational organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, including, but not limited to, the

granting of loans, scholarships, fellowships or other grants and aids to such individuals or organizations for medical research and education as the directors of the corporation may determine.

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 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 Florida State University Foundation, Incorporated, 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, or in the event that such organization is not in existence or The Florida State University Foundation, Incorporated, 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 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 such purposes.

ARTICLE III.

POWERS

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.

ARTICLE IV.

MEMBERSHIP

The Dean of the College of Medicine, the Associate Dean for Academic Affairs of the College of Medicine, the Executive Vice President of the corporation, if one has been selected by the Board of Directors, and each chairman of a clinical department of the College of Medicine shall be members.

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

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

ARTICLE VII.

BOARD OF DIRECTORS

The property, affairs and activities of the Corporation shall be vested in the Board of Directors, who shall be elected 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 may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors.

ARTICLE X.

OFFICE AND REGISTERED AGENT

Betty Steffens, whose office is located at 424 Westcott Building, The Florida State University, Tallahassee, Leon County, Florida, 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 19 day of April, 2006.

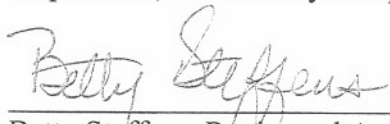
The Florida State University, Incorporator

By: 

T.K. Wetherell, President

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of the corporation, does hereby accept that designation.



Betty Steffens, Registered Agent

This document has been prepared and approved as to form by:
Gregg A. Gleason, Esq.
Office of the General Counsel
The Florida State University
424 Westcott Building
Tallahassee, Florida 32306-1400