

BYLAWS

of

FLORIDA MEDICAL PRACTICE PLAN, INC.

(A Non-Profit Corporation)

This corporation shall operate exclusively to improve and support medical education at The Florida State University College of Medicine.

ARTICLE I. MEMBERSHIP

The membership of the corporation shall consist of the Dean of The Florida State University College of Medicine, the Associate Dean for Academic Affairs of The Florida State University College of Medicine, the Executive Vice President (if any) of the Corporation, and each Chair of a clinical department of The Florida State University College of Medicine. At such time as any member other than the Executive Vice President shall cease to be a full time member of the faculty of The Florida State University College of Medicine, his or her membership in this corporation shall be deemed automatically terminated.

ARTICLE II. FISCAL YEAR

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

ARTICLE III. MEETINGS

Section 1. Annual Meeting. There shall be an annual meeting in December for receiving the annual reports of officers, directors and committees, and the transaction of other business. Notice of the meeting, signed by the Secretary, 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. Special Meetings. Special meetings of the membership may be called by the President of the Board of Directors. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the corporation.

Section 3. Waiver. Notwithstanding the provisions of any of the foregoing sections, a meeting of the members of this corporation may be held at any time and at any place within or without the State of Florida, and any action may be taken, if notice is waived in writing by every member having the right to vote at the meeting.

Section 4. Quorum. The presence in person or by proxy of a majority of the members of the corporation entitled to vote shall be necessary to constitute a quorum for the transaction of business.

Section 5. Voting. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by a majority of the votes cast.

Section 6. Order of Business. The order of business shall be as follows at all the meetings of the Board of Directors:

- (a) Calling the roll.
- (b) Proof of notice of meeting or waiver of notice.
- (c) Reading of the minutes.
- (d) Receiving communications.
- (e) Election of officers and new members.
- (f) Reports of officers.
- (g) Reports of committees.
- (h) Old business.
- (i) New business.

Any question as to priority of business shall be decided by the President.

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

ARTICLE IV.
DIRECTORS

Section 1. Membership. The Board of Directors shall consist of the Dean of The Florida State University College of Medicine and the chairperson of each of the clinical departments of The Florida State University College of Medicine. In addition, no more than one (1) voting member may be elected at large by a two-thirds (2/3) vote of the Board of Directors.

Section 2. Term of Office. The Dean of The Florida State University College of Medicine and each of the chairpersons of the clinical departments of The Florida State University College of Medicine shall serve as directors of the corporation for such time as they shall continue to serve respectively as Dean and Chairs of the clinical departments of the College of Medicine. The director elected by the Board of Directors shall serve for a period of one (1) year or until their successor shall be duly elected and qualified; such director elected at large may be elected to succeed himself/herself.

Section 3. Powers and Duties of the Board of Directors. The property, affairs, activities, and concerns of the corporation shall be vested in the Board of Directors. All management functions shall be exercised by the Board of Directors subject to delegation by the Board to others.

The Board shall have the power to hold and to invest and reinvest any monies coming into its hands and to hold any property coming into its hands, 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 corporation shall be used to further the scientific, educational, and charitable purposes of the corporation.

No real property coming into the hands of the Board of Directors shall be sold or otherwise converted, and no money or funds coming into the hands of the Board of Directors shall be invested except upon a majority vote of the members of said Board, or as delegated by the Board.

The corporation 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 of Directors.

Section 4. Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately following the annual meeting of the membership in December, and at such other times as shall be determined by the Board at its annual meeting or at any special meeting duly called for that purpose. No formal notice shall be necessary for regular meetings of the Board. Special meetings of the Board may be called by the President or upon the written request of three (3) members of the Board. The Secretary shall give five (5) days prior notice of any special meeting to all members of the Board.

Section 5. Waiver. Notwithstanding of the provisions of the foregoing section, a meeting of the members of the Board may be held at any time and at any place within or without the State of Florida, and any action may be taken, if notice is waived in writing by four-fifths (4/5) of all members of the Board.

Section 6. Quorum. A majority of the Board of Directors shall constitute a quorum for the transaction of business. In the absence of the President and Vice President, the quorum present may choose a Chair for the meeting. If a quorum is not present, a lesser number may adjourn the meeting to a date no more than ten (10) days later.

Section 7. Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay. In the case of department chairs, the acting department chair will fill the vacancy. In the case of the member at large, a vacancy shall be filled by a majority vote by ballot 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 until the next annual meeting or until his/her successor has been duly elected and qualified.

ARTICLE V. OFFICERS

Section 1. Number. Except as otherwise provided in these Bylaws, the affairs of the corporation are to be managed by a President, a Vice President, a Secretary, and a Treasurer. The offices of Secretary and Treasurer may be consolidated and held by one person, if so determined by the Board of Directors. The Board of Directors may select an Executive Vice President of the corporation and may delegate to the Executive Vice President the responsibility for the day to day management and operation of the corporation.

Section 2. Method of Election. The Board of Directors shall elect the Vice President, Secretary, and Treasurer for a term of one (1) year. A majority of a quorum present shall be necessary to constitute an election.

Section 3. Duties of Officers. The duties and powers of the officers of the corporation shall be as follows:

President. The President, who shall be the Dean of the College of Medicine, shall preside at the meetings of the corporation and of the Board of Directors and shall be a member ex officio, with right to vote, of all committees. He/she shall also, at the annual meeting of the corporation and such other times as he/she deems proper, communicate to the corporation or to the Board of Directors such matters and make such suggestions as may tend to promote the prosperity and welfare and increase the usefulness of the corporation and shall perform such other duties as are necessarily incident to the office of the President.

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

Secretary. It shall be the duty of the Secretary to give notice of and attend all meetings of the corporation and all committees and keep a record of their actions; 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 corporation; to notify the officers and members of the corporation of their election; to notify members of the corporation of their appointment on committees; to furnish the chairman of each committee with a copy 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 use best efforts to forward the business and advance the interests of the corporation. In case of absence or disability of the Secretary, the Board of Directors may appoint a Secretary pro tem.

Treasurer. The Treasurer shall keep an account of all monies received and expended for the use of the corporation. The Treasurer shall deposit all sums received in a bank, or banks, or trust company approved by the Board of Directors, and make a report at the annual meeting or when called upon by the President.

The records shall at all times be under the supervision of the President and subject to his/her inspection and control. At the expiration of his/her term of office, the Treasurer shall deliver over to his/her successor all records or, in the absence of a Treasurer-elect, to the President. In case of the absence or disability of the Treasurer, the Board of Directors may appoint a Treasurer pro tem.

Section 4. Bond of Treasurer. The Treasurer shall give to the corporation such security for the faithful discharge of his/her duties as the Board of Directors may direct.

Section 5. The Executive Vice President. The Board of Directors may appoint an Executive Vice President to serve at the pleasure of the Board or for such other term as fixed by a contract between the corporation and the Executive Vice President. The Executive Vice President shall be an ex officio non-voting member of the Board of Directors and all committees appointed by the Board of Directors. The Executive Vice President shall also serve as the Chief Administrative Officer of the corporation and, as such, shall be responsible for the day to day management and operation of the corporation and may hold the office of Treasurer if approved by the Board of Directors. The Executive Vice President shall be accountable directly to the corporation's President.

Section 6. Vacancies. All vacancies in any office shall be filled by the Board of Directors without undue delay, at any regular meeting, or at a meeting regularly called for that purpose.

ARTICLE VI.
COMMITTEES

Section 1. Standing Committees. At the first meeting of the Board of Directors after their election, or as soon thereafter as practicable, the President 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 corporation's affairs.

Section 2. Special Committees. The President may, at any time, appoint other committees on any subject for which there are no standing committees.

Section 3. Committee Quorum. A majority of any committee of the corporation 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.

ARTICLE VII.
DISTRIBUTION OF NET RECEIPTS

The accumulation, expenditure and distribution of all funds of the corporation shall be exclusively for the improvement and support of medical education at The Florida State University College of Medicine and shall be made only after approval by the Dean of the College of Medicine or designee.

ARTICLE VIII.
ADMINISTRATIVE POLICIES

Section 1. Affairs and Operations. Notwithstanding any other provision of these Bylaws to the contrary, the affairs and operations of the corporation shall be conducted in compliance with the applicable regulations of the Florida Board of Governors and The Florida State University concerning the faculty practice plan for The Florida State University College of Medicine.

Section 2. Financial Audits and Reports. All financial records of the corporation shall be available to the appropriate personnel of The Florida State University from time to time designated by the Dean of the College of Medicine. Copies of each annual audited financial report shall be promptly provided to the President of the University and the Dean of the College of Medicine for their review.

ARTICLE IX.
AMENDMENTS

The Bylaws of the corporation shall be made, altered, or rescinded by a two-thirds (2/3) vote of all members of the Board of Directors at any regular or at any special meeting called for that purpose.

These Bylaws of the Florida Medical Practice Plan, Inc. were approved by the corporation's Board of Directors on June 7, 2006.

A handwritten signature in cursive script, appearing to read "James O. Harris".

James O. Harris, M. D.
President, Board of Directors
Dean, The Florida State University College of Medicine