

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
UNIVERSITY MEDICAL SERVICE ASSOCIATION, INC.  
(A Corporation Not For Profit)**

University Medical Service Association, Inc. was originally incorporated on August 9, 1973, pursuant to the Florida Not For Profit Corporation Act, and filed amended and restated articles of incorporation on October 5, 2009.

In accordance with Sections 617.1002 and 617.1007 of the Florida Not For Profit Corporation Act and pursuant to a resolution duly adopted by its Board of Directors on \_\_\_\_\_, University Medical Service Association, Inc. hereby adopts these amended and restated articles of incorporation (Articles I, II, III, IV, V, VI, VII, VIII, and IX are amended hereby). The corporation's Board of Directors by an affirmative vote of two-thirds (2/3) of the members thereof approved the amendments in the manner set forth in the articles of incorporation and Florida law. There is no discrepancy between the articles of incorporation as amended and the provisions of the restated articles of incorporation other than the inclusion of the amended articles described above and the omission of matters of historical interest. There are no members entitled to vote on the adoption of these amended and restated articles of incorporation.

**ARTICLE I**  
Name and Address

The name of this corporation is University Medical Service Association, Inc. (hereinafter the "Corporation"). The principal office and mailing address of the Corporation shall be University of South Florida Health Sciences Center, 12901 Bruce B. Downs Blvd., MDC Box 62, Tampa, Hillsborough County, Florida 33612.

**ARTICLE II**  
Purposes and Powers

SECTION 1. Purposes and Powers.

The Corporation is organized as (i) a corporation not for profit under Chapter 617, Florida Statutes, (ii) a faculty practice plan corporate entity under Section 1001.706(2)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and University

of South Florida Regulation 9.017, and (iii) a university direct-support organization under Section 1004.28, Florida Statutes, Florida Board of Governors Regulations 1.001(8)(b) and 9.011, and University of South Florida Regulation 13.002, and corresponding provisions of any subsequent laws or regulations. The Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit, and exclusively for the support and benefit of the University of South Florida (the "University" or "USF"). The Corporation shall possess all of powers and authority as are now or may hereafter be granted to corporations not for profit, faculty practice plan corporate entities, and university direct-support organizations under the laws of the State of Florida. Pursuant to the Corporation's operations and activities exclusively for the support and benefit of the University, the specific purposes for which the Corporation is organized shall include the collection, administration and distribution of funds exclusively for the support of the objectives of the University's Health Sciences Center ("USF Health") and the component colleges, schools and units thereof, in accordance with the USF Health Faculty Practice Plan adopted in accordance with Florida Board of Governors Regulation 9.017 and University of South Florida Regulation 9.017, or corresponding provisions of any subsequent laws or regulations.

SECTION 2. Limitations on Purposes and Powers.

- A. All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes hereinabove set forth, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of any member, director, or officer of the Corporation, or any other private individual, and no member, director, or officer of the Corporation or any private

individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

- B. No substantial part of the activities of the Corporation shall be the carrying on of a program of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.
- C. The Corporation shall not have the power to convey, lease, pledge, or otherwise encumber assets owned by the State of Florida or the University. The Corporation shall have sole responsibility for the acts, debts, liabilities, and obligations of the Corporation.
- D. The Corporation does not have the power to issue stock or pay dividends, and the private property of the members, directors, and officers shall not be liable for the debts of the Corporation.
- E. The Corporation shall not have the power to conduct any activities not permitted by applicable laws including without limitation the Internal Revenue Code and pertinent Treasury Regulations (or corresponding provisions of any subsequent revenue laws) (hereinafter the "Code").
- F. Persons employed by the Corporation shall not be considered employees of the State of Florida by virtue of such employment.

G. The University's President shall retain the ability, powers, and duties to: monitor and control the use of University resources and the University name by the Corporation; assure that the Corporation's activities are consistent with and supportive of the mission of the University and USF Health; monitor compliance of the Corporation with federal and state laws and applicable rules and policies; approve salary supplements and other compensation or benefits paid to University faculty and staff from the Corporation's assets, consistent with applicable policies; approve salaries, benefits, and other compensation paid to employees of the Corporation, consistent with applicable policies; and otherwise supervise the Corporation as provided by Florida Board of Governors Regulations 9.011 and 9.017, University of South Florida Regulations 9.017 and 13.002, the USF Health Faculty Practice Plan, and the provisions of any subsequent laws, regulations, and University policies and internal management memoranda.

### **ARTICLE III**

#### **Membership**

The Corporation's sole member shall be the University of South Florida Board of Trustees, a public body corporate of the State of Florida, acting for and on behalf of the University of South Florida, herein referred to as "Member." The member of the Corporation shall have no voting rights as member of the Corporation.

### **ARTICLE IV**

#### **Management**

##### **SECTION 1. Board of Directors.**

The property, affairs, business, funds and operations of the Corporation shall be managed, supervised and controlled by a Board of Directors (hereinafter the "Board"), subject to applicable law and regulations, the limitations contained in the Corporation's Articles of

Incorporation and Bylaws, and the powers and duties reserved to the University's President and the University's Board of Trustees. The members of the Board shall serve in such capacity without compensation. The Board shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The Board shall include the incumbent holders of the following named offices and persons from the following named classes:

- A. The University's Vice President for Health Sciences (the "USF Health Vice President").
- B. The Chair of the University's Board of Trustees may appoint a representative to the Board in accordance with Section 1004.28(3), Florida Statutes.
- C. One (1) Director shall be a person who is selected and appointed to the Board by the University's President as the President's representative (provided, the University's President may elect to appoint the USF Health Vice President to serve as the President's representative for this purpose).
- D. The Dean of the USF Morsani College of Medicine (the "COM Dean").
- E. The Director of the USF School of Physical Therapy and Rehabilitation Sciences (the "SPTRS Director").
- F. The chairpersons of the USF Morsani College of Medicine ("COM") clinical departments which are designated by the COM Dean.
- G. The Elected Directors who are elected to the Board in the manner set forth in the Bylaws.
- H. Not more than six (6) Directors may be community members or other persons who are selected and recommended by the USF Health Vice President and appointed to the Board by the University's President.

- I. Any individual who is selected and appointed to the Executive Management Committee by the USF Health Vice President in accordance with Article IV, Section 2. D. below, and who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.
- J. Any individual who is appointed to the Corporation's Audit Committee who is not otherwise designated a Director pursuant to the preceding subsections of this Article IV, Section 1.

Except as may be otherwise provided in these Articles and the Bylaws, Directors shall serve a term of one (1) year and may be reappointed. Directors shall be removed in accordance with the procedure provided in the Bylaws; provided, the Director who is appointed to the Board by the Chair of the University's Board of Trustees may be removed only by action of the Chair of the University's Board of Trustees. In the event an Elected Director under Section 1.G. above is elected to serve as Sectary-Treasurer, and his/her term as Director expires sooner than the expiration of his/her term as Secretary-Treasurer, such individual shall remain on the Board as an additional Elected Director for the duration of his/her term as Secretary-Treasurer.

SECTION 2. Executive Management Committee.

The Corporation shall have an Executive Management Committee of the Board consisting of the following Directors:

- A. The USF Health Vice President.
- B. The COM Dean.
- C. The individual who is elected to serve as the Secretary-Treasurer.

- D. Up to seven (7) additional persons who are selected and appointed to the Executive Management Committee by the USF Health Vice President, at least one of whom shall be an Elected Director as described in Article IV, Section 1.G. and at least one of whom shall be a chairperson of a COM clinical department as described in Article IV, Section 1.F. The USF Health Vice President may remove and replace any appointed members of the Executive Management Committee under this section from time to time in his/her discretion.
- E. The Director who is selected and appointed to the Board by the University's President as provided in Article IV, Section 1.C. above.
- F. The Director who is selected and appointed to the Board by the Chair of the University's Board of Trustees as provided in Article IV, Section 1.B. above, if such individual is appointed to be a member of the Executive Management Committee by the Chair of the University's Board of Trustees.

The Executive Management Committee shall have and may exercise all of the authority and powers of the Board except that the Executive Management Committee shall not have the authority to:

- (i) approve or recommend to members actions or proposals required by Chapter 617, Florida Statutes, to be approved by members;
- (ii) fill vacancies on the Board of Directors or any committee thereof;
- (iii) adopt, amend, or repeal these Articles of Incorporation or the Corporation's Bylaws; and
- (iv) exercise any other powers specifically provided in the Bylaws as being reserved for the Board.

The Executive Management Committee shall meet, take action, and report its actions to the Board in the manner provided in the Bylaws.

SECTION 3. Additional Committees.

The Board, by resolution adopted by the Board, may designate other committees of the Board with such membership and authority as are provided in such resolution, except that a delegation of power to such committee shall not include any of the powers that may not be exercised by the Executive Management Committee pursuant to Article IV., Section 2. above.

**ARTICLE V**  
Officers

SECTION 1. Officers.

The officers of the Board shall consist of a Chairperson, a Vice-Chairperson, a Secretary-Treasurer, and such other officers as may be provided in the Bylaws.

The individual who serves as the USF Health Vice President shall be the Chairperson. The USF Health Vice President shall appoint an individual who is a member of the Executive Management Committee to serve as Vice-Chairperson. The Secretary/Treasurer shall be elected by the Board in the manner provided in the Bylaws.

SECTION 2. Qualification, Duties, Term.

The qualifications, time and manner of election or appointment, duties, term of office, and manner of removal of officers shall be set forth in the Bylaws.



**ARTICLE VI**  
Amendments to Bylaws  
and Articles of Incorporation

The Bylaws of the Corporation may be adopted, altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that the Bylaws be adopted, altered, amended, or repealed; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed change to the Bylaws, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such change to the Bylaws is to be voted upon; provided further, the adoption, alteration, amendment, or repeal of the Bylaws shall not be effective without the written concurrence of the University's President, the University's Board of Trustees, and such other approvals as may be required by law or regulation.

The Articles of Incorporation of the Corporation may be amended by an affirmative vote of two-thirds (2/3) of the members of the Board present and voting at any duly held regular or special meeting of the Board, or by all Directors signing a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted; provided, with respect to such meetings, notice thereof, which shall include the text of the proposed amendment to the Articles of Incorporation, shall be furnished to each member of the Board at least seven (7) days prior to the meeting at which such amendment to the Articles of Incorporation is to be voted upon; provided further, the amendment of the Articles of Incorporation shall not be effective without the written concurrence of the University's President, the University's Board of Trustees, and such other approvals as may be required by law or regulation. Since all members of the Corporation are Directors, it shall not be necessary to submit the proposed amendment of the Articles of Incorporation to the members for ratification.

**ARTICLE VII**  
Term of Existence

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

**ARTICLE VIII**  
Registered Office and Registered Agent

The Corporation hereby designates the Corporation's Registered Office to be located at University of South Florida, Office of the General Counsel, 4202 East Fowler Avenue, CGS 309, Tampa, Florida 33620-6250, and hereby designates and appoints the University's General Counsel as Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until a successor is selected and duly designated.

**ARTICLE IX**  
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 South Florida Foundation, Incorporated, provided that it is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501 (c) (3) of the Code, and is an organization contributions to which are deductible under Section 170(c)(2) of the Code, for use only by the University of South Florida, or in the event that such organization is not in existence or the University of South Florida Foundation, Incorporated, is not so qualified under Sections 501 and 170 of the Code, the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by the Internal Revenue Service under Section 501 (c) (3) and Section 170 (c) (2) of the Code, as may be selected by the last Board of Directors, subject to the approval of the University's President and such other

approvals as may be required by law, rule or regulation, and none of the assets will be distributed to any members, officers, or directors of the corporation.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2014.

**UNIVERSITY MEDICAL SERVICE  
ASSOCIATION, INC.**

\_\_\_\_\_  
By: Charles J. Lockwood, M.D., MHCM  
Its: Chairperson

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Charles J. Lockwood, M.D., MHCM, to me well known to be the person described in and who executed the foregoing Amended and Restated Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Amended and Restated Articles of Incorporation.

Notary Public, State of Florida  
at Large

My Commission Expires: \_\_\_\_\_

(NOTARIAL SEAL)

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in the Amended and Restated Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

\_\_\_\_\_  
Name: Steven D. Prevaux  
Title: General Counsel  
University of South Florida

\_\_\_\_\_  
Date