

**~~THIRD DRAFT~~ FOURTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

**THE FLORIDA INTERNATIONAL UNIVERSITY ~~ACADEMIC HEALTH
CENTER~~
HEALTH CARE NETWORK ~~FACULTY GROUP PRACTICE~~, INC.**

A Florida Not-For-Profit Corporation

~~The undersigned subscribers do hereby associate ourselves together to form a not for profit corporation pursuant to the laws of the State of Florida, and for these purposes do hereby adopt the following Amended and Restated Articles of Incorporation.~~

Members of the Board of Directors of The Florida International University ~~Academic Health Center~~ Health Care Network ~~Faculty Group Practice~~, Inc., a corporation organized and existing under the laws of the State of Florida, acting in accordance with the laws of the State of Florida, and acting in accordance with the Articles of Incorporation that were initially filed with the Department of State of the State of Florida (the "Department") on { } April 3, 2008, effective { } March 7, 2008, as amended on { } June 17, 2010, { } May 4, 2011 and { } December 6, 2016 (insert amendment history) (the "Articles"), hereby acknowledge that on { } April 12, 2023, ~~they~~ Board of Directors of the Florida International University Health Care Network duly approved amendments to and a restatement of the Articles of Incorporation, and acknowledge and file these Amended and Restated Articles of Incorporation with the Secretary of State of Florida.

ARTICLE I. NAME

The name of this corporation shall be THE FLORIDA INTERNATIONAL UNIVERSITY ~~ACADEMIC HEALTH CENTER~~ HEALTH CARE NETWORK ~~FACULTY GROUP PRACTICE~~, INC. For convenience, the corporation shall be referred to as the "FIU-HCN".

ARTICLE II. PURPOSES

The FIU-HCN is organized: (i) as a not-for-profit corporations pursuant to

Chapter 617, Florida Statutes; (ii) as a university health services support organization pursuant to Sections 1004.29 and 1004.30, Florida Statutes; (iii) pursuant to Board of Governors Regulations (BOG) 9.0179.011 and 9.017; and (iv) pursuant to all other applicable laws and regulations. and The FIU-HCN shall be operated exclusively for scientific, educational and charitable purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States. Further, the FIU-HCN shall exist exclusively a to support the mission of Florida International University (hereinafter referred to as "FIU"). ~~b~~ to improve and support health education at the Florida International University in the Herbert Wertheim College of Medicine (HWCOM), the Robert Stempel College of Public Health and Social Work (RSCPHSW), the Nicole Wertheim College of Nursing and Health Sciences (NWCNHS), and departments in the College of Arts, Sciences and Education (CASE) with clinical activities. c, the specific purpose for which the FIU-HCN is organized shall include entering into arrangements with other entities or providers in other integrated health care systems or similar entities in furtherance of the purposes of Sections 1004.29 and 1004.30, Florida Statutes.

ARTICLE III. POWERS

The FIU-HCN shall have all of the powers now provided or which may hereafter be provided ~~for to~~ not-for-profit corporations and university health services support organizations authorized by the laws of the State of Florida, and is empowered to do all acts and things as from time to time may be necessary or expedient in order to accomplish its general purposes, all in accordance with and subject to the Bylaws of the FIU-HCN and the limitations of applicable State of Florida and federal laws and regulations including the authority granted to the Board of Trustees of FIU. No part of the net earnings of the ~~Corporation~~ FIU-HCN shall inure to the benefit of any member, director, or officer of the FIU-HCN, or to any other private individual. In exercising these powers and performing ~~their~~ its duties, the Board of Directors of the FIU-HCN shall have the powers, duties, and responsibilities vested in the directors of Florida not-for-profit corporations, university health services support organizations and those set forth in Florida Board of Governors (BOG) Regulations 9.0179.011 and 9.017, each as may be amended from time to time. In particular, the FIU-HCN shall not engage in any activities prohibited by a corporation exempt from Federal income tax under ~~section~~ Section 501(~~Cc~~) (3) of the Internal Revenue Code, as revised from time to time. The FIU-HCN shall not be empowered to do any act or thing which would cause it to lose its status as a not-for-profit corporation under the laws of the United States or of the State of Florida. No substantial part of the FIU-HCN's funding or activities shall

be for the carrying on of propaganda or otherwise attempting to influence legislation, and the FIU-HCN shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office, or give, directly or indirectly, any gift to a political committee as defined in Section 106.011, Florida Statutes.

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ARTICLE IV. MEMBERS

~~The Members of the FIU-HCN all shall be clinical faculty of the HWCOCM who are actively involved in the clinical practice of medicine and faculty in RSCPHSW, NWCNHS, and CASE who engage in clinical activities as a part of their teaching assignment at FIU. Voluntary or adjunct faculty members are not eligible to be Members of the FIU-HCN. When any member ceases to be employed by FIU, his/her membership in the FIU-HCN shall be deemed automatically terminated.~~

ARTICLE IV. BOARD OF DIRECTORS

Section 1. All corporate powers of the FIU-HCN shall be exercised by, or under the authority of, the Board of Directors in accordance with Florida law, BOG regulations 9.011 and 9.017 and these Amended and Restated Articles of Incorporation and the Bylaws of the FIU-HCN. Only Directors shall have a vote in meetings of the FIU-HCN's ~~members or of the Directors.~~

Section 2. The Board of Directors shall be elected or appointed, hold office and direct the activities of the FIU-HCN in accordance with the Bylaws. The Directors of the Board shall be specified in the Bylaws.

Section 3. The qualifications, election procedures, terms of service, powers and duties of the Directors and Officers of the FIU-HCN shall be specified in the Bylaws.

ARTICLE VI. BYLAWS

The Bylaws of the FIU-HCN shall be adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE VII. AMENDMENTS TO ARTICLES OF INCORPORATION

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

ARTICLE VII. EARNINGS

No part of the net earnings of the FIU-HCN, if any, shall inure to the benefit of, or be distributed to, its ~~members~~, Directors, Officers, or other private persons, except that the FIU-HCN is authorized and empowered, upon approval by the Board of Directors, to pay reasonable compensation to any person or organization for services rendered, to reimburse Officers and other Directors of the FIU-HCN for expenses incurred by them in the performance of their duties, and to pay salary supplements and expense allowances to officers and employees of ~~the University~~FIU. All such payments shall be governed by provisions of the ~~Bylaws~~FIU Regulation FIU-15.02 and the Bylaws.

ARTICLE ~~IX~~VIII. DISSOLUTION

In the event of dissolution of the FIU-HCN or termination of its affairs, or a decertification of the FIU-HCN as a ~~direct~~university health services support organization, the Directors shall, after paying or making provision for payment of all of the liabilities of the FIU-HCN, distribute all of the remaining assets of the FIU-HCN to FIU to be used exclusively for the general purposes for which the FIU-HCN was organized, subject to the conditions, restrictions, and limitations to which such assets were subject when they were assets of the FIU-HCN. No individual shall be entitled to share in the distribution of any of the assets of the FIU-HCN upon dissolution or termination.

ARTICLE IX. INDEMNIFICATION

Every Director, Officer and employee of the FIU-HCN shall be indemnified by the FIU-HCN against and reimbursed for all reasonable expenses and liabilities,

including attorneys' fees, reasonably incurred or imposed upon them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director, Officer or employee of this FIU-HCN, or any settlement thereof, whether or not they are Directors, Officers or employees at the time such are incurred, except in such cases where the Director, Officer or employee is adjudged guilty of willful malfeasance or misfeasance in the performance of duties; provided that, in the event of a settlement, the indemnification herein shall apply only when the Board of Directors- approves such settlement and reimbursement as being in the best interests of the FIU-HCN. With prior approval of the Board of Directors, costs, charges and expenses (including attorneys' fees) incurred by a Director, Officer or employee may be paid by the FIU-HCN in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of such Director, Officer, or employee to repay all amounts so advanced in the event it shall ultimately be determined that such Director, Officer or employee is not entitled to be indemnified by the FIU-HCN as authorized in this Article or under state law, and upon satisfaction of such other conditions as are required by current or future legislation. The decision by the FIU-HCN to indemnify a Director, Officer or employee or to make advances to a Director, Officer or employee shall be final and shall not be subject to judicial review. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Directors, Officers or employees shall be entitled. Notwithstanding the foregoing, the Board of Directors shall have the power to consolidate the representation of individual Directors, Officers and employees so that the FIU-HCN shall not incur unreasonable attorneys' fees and other costs. Prompt written notice, by registered mail, of all claims for which indemnification is or may be sought shall be given to the FIU-HCN and no settlement of any such claim shall be entered into without reasonable prior written notice, by registered mail, having been given to the FIU-HCN.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

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The FIU-HCN hereby designates its Registered Office to be located at Florida International University, Office of the General Counsel, University Park, PC 511, Miami, Florida, 33199, or such other place as it may from time to time designate. In accordance with the Bylaws, the ~~University~~ President of FIU hereby recommends and the FIU-HCN President hereby appoints Carlos B. Castillo, General Counsel, Florida International University, as Registered Agent of the FIU-HCN, to accept service process within this State, to serve in such capacity until a successor is selected and duly designated.

ARTICLE XII. EQUAL OPPORTUNITY/ACCESS

In its operations and activities, the FIU-HCN shall be governed by the principles of equal opportunity and access to all persons regardless of race, color, religion, gender, sex, age, disability, marital status, sexual orientation, veteran's status or national origin, or other basis protected by law~~national origin, handicap or disability.~~

ARTICLE XIII. POWERS OF THE PRESIDENT AND USE OF UNIVERSITY RESOURCES

The President of ~~FIU the University or designee~~ shall have the following powers ~~and duties~~: (1) monitor and control the use of university resources by the FIU-HCN; (2) control the use of the university name by the FIU-HCN; (3) monitor compliance of the FIU-HCN with state and federal laws and regulations; and (4) recommend to the Board of Trustees an annual budget pursuant to and in accordance with the Bylaws; ~~(5) approve salary supplements and other compensation or benefits paid to university faculty and staff from the FIU-HCN assets, consistent with Board of Trustees' policies;~~ ~~(6) ensure that the FIU-HCN enacts a policy on ethics and conflicts of interest;~~ ~~(7) direct the University to audit the books and records of FIU-HCN and~~ ~~(8) ratify all nominees to the Board and all appointments to Board Committees.~~

ARTICLE ~~XIV~~XIII. TAX RETURN

The FIU-HCN shall submit to the President of FIU and the Board of Governors of the State of Florida its Internal Revenue Service Application for Recognition of Exemption form (Form 1023) and its Federal Internal Revenue Service Return of Organization Exempt from Income Tax form (~~form~~ Form 990) in accordance with Section 1004.28 of the Florida Statutes, as may be amended from time to time.

IN WITNESS WHEREOF, the undersigned Directors ~~and Officers~~ of The Florida International University ~~Academic Health Center~~ Health Care Network ~~Faculty Group Practice~~, Inc., a Florida not-for-profit corporation, have executed these Fourth Amended and Restated Articles of Incorporation effective this ____ day of _____, ~~2016~~2023.

~~John A. Roek~~Juan Carlos Cendan, M.D.
FIU-HCN President
Address: 11200 SW 8th Street, AHC2
Suite 693
Miami, Florida 33199

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(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this ____ day of _____, ~~2016~~2023, by ~~John A. Roek~~Juan Carlos Cendan, M.D., the President of The Florida International University ~~Academic Health Center~~Health Care Network ~~Faculty Group Practice~~, Inc., a Florida not-for-profit corporation. The aforementioned individual is personally known to me and did not take an oath.

Notary Public, State of Florida

CERTIFICATION

I, Carlos B. Castillo, Registered Agent of The Florida International University ~~Academic Health Center~~ Health Care Network ~~Faculty Group Practice~~, Inc., a Florida not-for-profit corporation, hereby certify that I am familiar with and accept the duties and responsibilities of the Registered Agent of the FIU-HCN as stated in its Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the seal of the FIU-HCN, this ____ day of _____ ~~2016~~2023.

THE FLORIDA INTERNATIONAL UNIVERSITY
~~ACADEMIC HEALTH CENTER~~ HEALTH CARE
NETWORK ~~FACULTY GROUP PRACTICE~~, INC.
a Florida not-for-profit Corporation

By: _____

Presidential Approval ~~October 31~~January 23, 20162023

Board of Directors Approval ~~November 8~~April 12, 20162023

FIU Board of Trustees Approval ~~December 1~~April 27, 20162023