



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 3, 2011

AUDRA K. LAZARUS, FLORIDA ATLANTIC UNIVERSITY
777 GLADES ROAD
ADM 370
BOCA RATON, FL 33431

The Articles of Incorporation for FAU CLINICAL PRACTICE ORGANIZATION, INC. were filed on May 3, 2011 and assigned document number N11000004327. Please refer to this number whenever corresponding with this office regarding the above corporation.

The certification you requested is enclosed.

PLEASE NOTE: Compliance with the following procedures is essential to maintaining your corporate status. Failure to do so may result in dissolution of your corporation.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. **It is your responsibility to remember to file your annual report in a timely manner.** A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Contact the IRS at 1-800-829-4933 for an SS-4 form or go to www.irs.gov.

Should your corporate mailing address change, you must notify this office in writing, to insure important mailings such as the annual report notices reach you.

Should you have any questions regarding corporations, please contact this office at (850) 245-6973.

Claretha Golden, Regulatory Specialist II
New Filing Section

Letter Number: 711A00010686

www.sunbiz.org

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

State of Florida



Department of State

I certify from the records of this office that FAU CLINICAL PRACTICE ORGANIZATION, INC. is a corporation organized under the laws of the State of Florida, filed on May 3, 2011.

The document number of this corporation is N11000004327.


I further certify that said corporation has paid all fees due this office through December 31, 2011, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Third day of May, 2011



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

State of Florida



Department of State

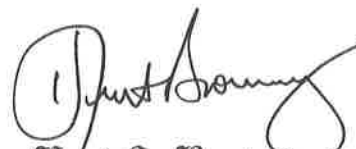
I certify the attached is a true and correct copy of the Articles of Incorporation of FAU CLINICAL PRACTICE ORGANIZATION, INC., a Florida corporation, filed on May 3, 2011, as shown by the records of this office.

The document number of this corporation is N11000004327.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Third day of May, 2011



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

**ARTICLES OF INCORPORATION
OF
FAU CLINICAL PRACTICE ORGANIZATION, INC.
(A Not-for-Profit Corporation)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

**ARTICLE I
Name and Address**

The name of this corporation shall be FAU CLINICAL PRACTICE ORGANIZATION, INC. For convenience, the corporation shall be referred to herein as the "Corporation." The address of the Corporation's principal office and registered office is Florida Atlantic University, 777 Glades Road, Boca Raton, Florida, 33431.

**ARTICLE II
Purpose, Powers and Dissolution**

Section 1. Purposes and Powers.

The Corporation is organized as a not-for-profit corporation 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 Internal Revenue Code of 1986, as amended, and the Treasury Regulations promulgated thereunder, including any future Code or Treasure Regulations (the "Code") and not for pecuniary profit, and exclusively for the support and benefit of Florida Atlantic University (the "University") as its agent and instrumentality of the State of Florida. The Corporation shall possess all powers and authority as are now or may hereafter be granted to not-for-profit corporations under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include, but not be limited to, 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 and its Charles E. Schmidt College of Medicine (the "College of Medicine"), in accordance with the College of Medicine Faculty Practice Plan adopted pursuant to Florida Board of Governor's Regulation 9.017 or corresponding provisions of any subsequent laws, rules or regulations.

Section 2. Limitation on Actions.

All the assets and earnings of the Corporation shall be used exclusively for the exempt purposes set forth herein, including the payment of expenses incidental thereto. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its 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.

No employee of the Corporation shall engage in the practice of medicine. The Corporation shall serve as the administrative services supporting organization for the Florida Atlantic University College of Medicine Faculty Practice Plan. The Corporation shall not be involved in the delivery of medical services; the maintenance of any medical facilities; the employment, control or compensation of medical doctors or other health professionals; or the determination, control, or evaluation of any medical procedures or standards for any medical doctor, other health care professional or medical facility.

Notwithstanding any other provisions of these Articles of Incorporation, 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 Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3. Dissolution.

In the event of dissolution of the Corporation, the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any officers or directors of the Corporation or any other individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed to the University Board of Trustees, for use only by the College of Medicine or in such other manner as the Board of Directors of the Corporation may specify, or if such organization has ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code as directed by the Board of Governors of the State of Florida.

ARTICLE III Membership

The Corporation shall have no members and shall be managed by its Board of Directors.

ARTICLE IV Terms of Existence

The 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, and distribute no part of its net income to its members, directors or officers. The private property of its members, directors and officers shall not be liable for the debts or 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. All amendments hereto shall be provided to the President of the University and subject to the prior approval of the University's Board of Trustees.

ARTICLE IX
Incorporator

The name and the street address of the incorporator for these Articles of Incorporation is

Michael L. Friedland, M.D.
Vice President for Medical Programs
Dean, Charles E. Schmidt College of Medicine
Florida Atlantic University
777 Glades Road, Bldg. 71-Room 239
Boca Raton, Florida 33431

ARTICLE X
Registered Office and Registered Agent

The Corporation hereby designates its Registered Office to be located at Florida Atlantic University, Office of the General Counsel, 777 Glades Road, ADM 370, Boca Raton, Florida 33431, or such other place as it may from time to time designate, and the General Counsel of the

University as its Registered Agent. In accordance with the Bylaws, the General Counsel, David Kian, shall serve as the Registered Agent of the Corporation, to accept service of process within this State, and to serve in such capacity until a successor is selected and duly designated.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the _____ day of April 27, 2011.

Incorporator



Name: Michael L. Friedland, M.D.

Title: Vice President for Medical Programs
Dean, Charles E. Schmidt College of
Medicine, Florida Atlantic University

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of FAU Clinical Practice Organization, Inc., being familiar with the obligations of that position, I hereby accept and agree to act in this capacity.

Dated: April 27, 2011


Name: David Kian, Registered Agent

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SECOND DEPT. OF STATE
TALLAHASSEE, FLORIDA