

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

The undersigned hereby adopts the following Amended and Restated 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 (i) a not-for-profit corporation under Chapter 617, Florida Statutes, (ii) a university faculty practice plan corporate entity under Section 1001.706(3)(d), Florida Statutes, Florida Board of Governors Regulations 1.001(8)(a) and 9.017, and Florida Atlantic University Regulation 9.001, 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 Florida Atlantic University Regulation 6.013, and corresponding provisions of any subsequent laws and regulations. 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"), an agency 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, its Charles E. Schmidt College of Medicine (the "College of Medicine"), its Christine E. Lynn College of Nursing (the "College of Nursing"), and other participating colleges or units within the University, in accordance with the University's College of Medicine Faculty Practice Plan and other faculty practice plans adopted by the University pursuant to applicable Florida Board of Governors' Regulations or other governing 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 Amended and Restated 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 University's College of Medicine Faculty Practice Plan, College of Nursing faculty practice plan, and other faculty practice plans adopted by the University. 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, nurses, or other health professionals; or the determination, control, or evaluation of any medical procedures or standards for any medical doctor, nurse, or other health care professional or medical facility.

Notwithstanding any other provisions of these Amended and Restated 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.

Persons employed by the Corporation shall not be considered employees of Florida Atlantic University by virtue of such employment.

## **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 Charles E. Schmidt College of Medicine, the Christine E. Lynn College of Nursing, or other participating colleges or units within the University, or if the University 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 Amended and Restated 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**  
**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.

[Remainder of page intentionally left blank]

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation on the 16th day of February, 2021.

Chairperson of the Board of Directors

---

Phillip Boiselle, MD  
Dean and Professor  
Charles E. Schmidt College of Medicine  
Florida Atlantic University

**CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT**

Having been named as the Registered Agent in the Amended and Restated 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: \_\_\_\_\_, 2021

\_\_\_\_\_  
Name: David Kian, Registered Agent