

Doc. # NOB0000035db

FIRST AMENDED & RESTATED ARTICLES OF INCORPORATION
of
CENTRAL FLORIDA CLINICAL PRACTICE ORGANIZATION, INC.
(A Non-Profit Corporation)

FILED
SECRETARY OF STATE
OF FLORIDA
2023 MAY 11 AM 9:09

The undersigned, as Secretary of Central Florida Clinical Practice Organization, Inc. (Corporation), hereby certifies as follows:

ARTICLE I
Name and Address

The name of the Corporation is Central Florida Clinical Practice Organization, Inc. The principal office and mailing address of the Corporation shall be University of Central Florida College of Medicine, 6850 Lake Nona Boulevard, 3rd Floor, Orlando, Florida 32827.

ARTICLE II
Purpose, Powers and Dissolution

Section 1. Purposes and Powers.

The Corporation is organized as a corporation not-for-profit 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 United States Internal Revenue Code, and not for pecuniary profit, and exclusively for the support and benefit of the University of Central Florida (the "University"). The Corporation shall possess all powers and authority as are now or may hereafter be granted to corporations not-for-profit under the laws of the State of Florida. The specific purposes for which the Corporation is organized shall include 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's College of Medicine (the "College"), in accordance with the College of Medicine Faculty Practice Plan adopted in accordance with Florida Board of Governor's Regulation 9.017 or corresponding provisions of any subsequent laws or rules.

Section 2. Limitations on Actions.

No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to, its members, 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. Notwithstanding any other provisions of these articles, 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 Internal Revenue Code or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future tax code. No employee of the Corporation shall engage in the practice of medicine.

Section 3. 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 Central Florida Foundation, Inc., provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, for use only by the College of Medicine. In the event that such organization is not in existence or the University of Central Florida Foundation, Inc., is not exempt under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any future tax code, the remaining assets of the Corporation shall be distributed, at the discretion of the Board of Directors of the Corporation, for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for educational, scientific or charitable purposes and which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future tax code.

ARTICLE III

Membership

The members of this not-for-profit corporation, if any, shall be qualified and admitted as set forth in the Bylaws of this Corporation.

ARTICLE IV

Term of Existence

This 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 serve *ex officio*, be appointed or be designated as provided in the Bylaws of this Corporation, and who shall serve without compensation.

ARTICLE VI
Officers

The Officers shall be appointed or elected as described in the Bylaws of the Corporation.

ARTICLE VII
Stock and Dividends Prohibited

The Corporation shall have no capital stock, pay no dividends, distribute no part of the net income to its members, officers, or directors, and the private property of its members shall not be liable for any 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.

ARTICLE IX
Incorporator

The name and street address of the incorporator is:

W. Scott Cole

Vice President and General Counsel University of Central Florida

Millican Hall, Suite 360

4000 Central Florida Blvd. Orlando, FL 32816-0015

ARTICLE X
Office and Registered Agent

Jeanette C. Schreiber, whose office is located at University of Central Florida College of Medicine, 6850 Lake Nona Boulevard, 3rd Floor, Orlando, Florida 32827, is designated as the Registered Agent to accept service of process for the Corporation within this state, and said Agent's acceptance is endorsed below.

ARTICLE XI

Article Consolidation

These adopted First Amended & Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

ARTICLE XII

Required Adoption Information

These First Amended & Restated Articles of Incorporation contain amendments to the Articles of Incorporation which required Board of Directors approval. The date of adoption of the amendments was October 17, 2022, and the votes cast were sufficient for approval.

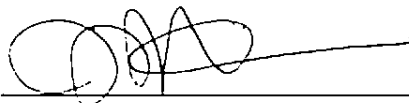
ARTICLE XIII

Effective Date

The effective date of these First Amended & Restated Articles of Incorporation is July 1, 2023.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on the 4th day of April, 2023.

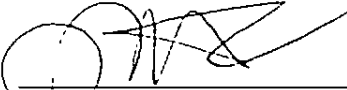
Secretary

By: 

Jeanette C. Schreiber, JD, MSW
Secretary

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated as the registered agent of the Corporation, and being familiar with and accepting the obligations of the position, does hereby accept that designation.



Jeanette C. Schreiber, Registered Agent

April 4, 2023

N08000003566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

(Document Number)

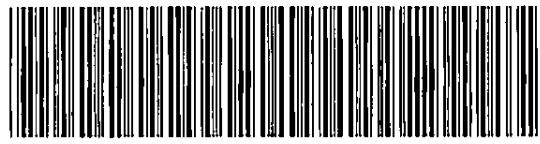
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SECRETARY OF STATE
OFFICE OF CORPORATIONS
2023 MAY 11 AM 9:09



UNIVERSITY OF CENTRAL FLORIDA

College of Medicine

Health Sciences Campus at Lake Nona
6850 Lake Nona Blvd.
Orlando, FL 32827-7408

via Fed Ex

May 10, 2023

Amendment Section
Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

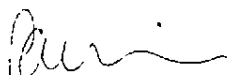
RE: First Amended and Restated Articles of Incorporation – Central Florida Clinical Practice Organization, Inc.

To Whom it May Concern:

Enclosed for filing with the Division of Corporations are the original and one copy of the First Amended and Restated Articles of Incorporation of Central Florida Clinical Practice Organization, Inc. and the required filing fee.

Please contact me with any questions or concerns at 407-266-1308 or at comlegal@ucf.edu.
Thank you for your assistance.

Sincerely,


Paula Sagarino
Paralegal II

Enclosures

