

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
FACULTY ASSOCIATES, INC.

To: Department of State  
Tallahassee, FL 32304

The undersigned, as the Chair or the Board of Directors and the Secretary of FACULTY ASSOCIATES, INC. ("Corporation"), a not-for-profit corporation organized for scientific, educational and charitable purposes under the provisions of Chapter 617, Florida Statutes, hereby certify:

That the original Articles of Incorporation for the Corporation were filed with the Florida Secretary of State on May 12, 1998;

That on December 7, 2009, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida has approved the amendment and restatement; and

That on November 28, 2017, the Board of Directors voted to amend and restate in their entirety the current Articles of Incorporation of the Corporation by a two-thirds vote of its directors as provided for in the current Articles of Incorporation of the Corporation and that the President of the University of Florida and the University of Florida Board of Trustees have approved the amendment and restatement; and;

That no member approval is required to amend and restate in their entirety the current Articles of Incorporation of the Corporation; and

That any amendments included in this restatement have been adopted pursuant to Section 617.1002, Florida Statutes.

NOW, THEREFORE, based on the foregoing, it is resolved that the Articles of Incorporation are hereby amended and restated in their entirety as follows:

ARTICLE I  
NAME

The name of the Corporation is FACULTY ASSOCIATES, INC. The principal office and place of business of the Corporation shall be University of Florida College of Dentistry, 1600 S.W. Archer Road,

Suite D4-4, Gainesville, Florida 32610.

**ARTICLE II**  
**PURPOSES, LIMITATIONS AND DISSOLUTION**

**Section 2.1. -- Purposes:** The Corporation is organized and shall be operated exclusively to support the service, teaching and research mission and goals of the University of Florida and its J. Hillis Miller Health Center and the College of Dentistry, all as determined by The University of Florida Board of Trustees (“UFBOT”), and it shall be operated exclusively for charitable, scientific and educational purposes and not for pecuniary profit.

**Section 2.2. - Limitations 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 shall inure to the benefit of any individual, and no part of its activities shall be for the carrying on of a program of propaganda or otherwise attempting to influence legislation or participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws) or an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws). The Corporation shall have no capital stock, pay no dividends, distribute no part of its net income to its members, directors or officers, and the private property of the subscribers, members, directors and officers shall not be liable for the debts of the Corporation.

Notwithstanding anything contained herein to the contrary, the Corporation shall have neither the power nor the authority to take any action or do anything in violation of the Practice Plan or the Regulations of the University of Florida Board of Trustees and of the Florida Board of Governors, as amended from time to time, including the UFBOT Governance Enhancement Standards adopted on March 17, 2017 and any amendments thereto.

**Section 2.3. - Dissolution:** Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be disbursed to the University of Florida Foundation, and for the benefit of the University of Florida College of Dentistry provided that it is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), for use only by the University of Florida College of Dentistry, preferably for its dental programs, or in the event that such organization is not in existence or not exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provisions of any subsequent revenue laws), the remaining assets of the Corporation shall be distributed to such scientific, educational and charitable organizations ruled exempt by

Internal Revenue Service under Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any subsequent revenue laws), as may be selected by the last Board of Directors of the Corporation and none of the assets shall be distributed to any members, officers, or directors of the Corporation.

ARTICLE III  
POWERS

Subject to the limitations set forth in Article II, the Corporation shall have all the powers and authorities as are now or may hereafter be granted to Corporations not-for-profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell, and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for public welfare and for charitable, scientific and educational purposes.

ARTICLE IV  
MEMBERSHIP

Section 4.1 - Qualification: The Dean of the University of Florida's College of Dentistry (the "College"), the University of Florida's Senior Vice President for Health Affairs or designee, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean, and each full-time tenured, tenure earning, and full-time non-tenure earning clinical faculty member of the College will be members.

Section 4.2 - Admission: Members will be elected as provided in the Bylaws.

ARTICLE V  
TERM OF EXISTENCE

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

ARTICLE VI  
OFFICERS

Section 6.1- Number: The officers of the Corporation will include a President, who shall be the Dean of the College, a Vice President who shall be the Associate Dean for Clinical Affairs and Quality, a Secretary/Treasurer, and any other officer as provided in the Bylaws.

ARTICLE VII  
BOARD OF DIRECTORS

Section 7.1 - Number: The Board of Directors will consist of the Dean of the College or designee, University President or designee, the University of Florida's Senior Vice President for Health Affairs or designee, the Vice President for Business Affairs/Chief Operating Officer/Chief Financial Officer or designee of any of them, the Associate Dean for Clinical Affairs and Quality, a College Administrator appointed by the Dean, and two members of the Corporation elected at large in the manner provided in the Bylaws.

Section 7.2 - Executive Committee: Pursuant to a resolution adopted by the majority of the full Board, the Board may create an Executive Committee which, to the extent provided in such resolution, may exercise the powers of the Board, except as hereinafter provided. Upon the determination of the Board to create an Executive Committee, the following will be deemed members of said Committee: The Dean of the College or designee, the College Administrator appointed by the Dean, Vice President, and Secretary/Treasurer. Once established, the Executive Committee will remain in existence until a contrary determination is made by the Board pursuant to a resolution adopted by the majority of the full Board. Anything herein contained to the contrary notwithstanding, the Executive Committee will have no authority to:

1. Approve or recommend to members of the Corporation, action or proposals required by any Florida Statute to be approved by the member
2. Fill vacancies on the Board or any committee thereof.
3. Amend the Articles of Incorporation and Bylaws.

ARTICLE VIII  
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 IX  
AMENDMENT


Amendments to these Articles of Incorporation or Bylaws may be proposed and adopted by a vote of two-thirds (2/3) of all members of the Board of Directors, subject to approval by the President of the University of Florida and subject to the approval of the University of Florida Board of Trustees.

ARTICLE X.  
OFFICE AND REGISTERED AGENT

The street address of the registered office of the Corporation is University of Florida College of Dentistry, 1600 S.W. Archer Road, Suite D4-4, Gainesville, Florida 32610. The mailing address of the registered office is P. O. Box 100405, Gainesville, Florida 32610-0405. The name of the Corporation's registered agent at the registered office is Jean M. Sweitzer.

**IN WITNESS WHEREOF**, the undersigned has executed these Amended and Restated Articles of Incorporation for the purposes therein set forth, all as of November 28, 2017.


  
\_\_\_\_\_  
Chairperson of Board of Directors

  
\_\_\_\_\_  
Secretary

STATE OF FLORIDA    )  
COUNTY OF ALACHUA)

The foregoing instrument was acknowledge before me this 28 day of November, 2017 by A. Isabel Garcia, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.

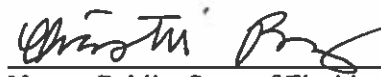


  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

STATE OF FLORIDA    )  
COUNTY OF ALACHUA)


The foregoing instrument was acknowledge before me this 28 day of November, 2017 by Jean M. Sweitzer, who is personally known to me or who has produced a Florida driver's license as identification and who did/did not take an oath.



  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Christina Perez  
Comm. No. FF 133010

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for Faculty Associates, Inc., at the place designated in the foregoing Amended and Restated Articles of Incorporation, I hereby agree to act in such capacity and agree to comply with the provisions of the applicable law relative to keeping open an office for such purpose.

  
Jean M. Sweitzer  
Registered Agent