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NOTICE OF MEETING

NORTH BROWARD HOSPITAL DISTRICT

BOARD OF COMMISSIONERS

An ACO Board of Directors meeting will be held on Wednesday, September 11th, 2019, at 10:30 a.m., at the Broward Health Corporate Spectrum Location: 1700 Northwest 49 Street, Fort Lauderdale, Florida, 33309. The purpose of this meeting is to review and consider any matters within the board’s jurisdiction.

Persons with disabilities requiring special accommodations in order to participate should contact the District by calling 954-473-7100 at least 48 hours in advance of the meeting to request such accommodations.

Any person who decides to appeal any decision of the District’s Board with respect to any matter considered at these meetings will need a record of the proceedings, and for such purpose, may need to ensure that a verbatim record of the proceedings is made which record includes testimony and evidence upon which the appeal is to be based.
ACO BOARD OF DIRECTORS MEETING  
July 24, 2019

The ACO Board of Directors meeting of the was held on July 24th, 2019, immediately following the Special Board meeting for the Board of Commissioners at the North Broward Hospital District at Broward Health Corporate Spectrum location, 1700 Northwest 49 Street, Suite 150, Fort Lauderdale, Florida, 33309.

1. **NOTICE**

Notice of this meeting is attached to the official Minutes as EXHIBIT I. The official Agenda for this meeting, as presented for the consideration of the Board, is attached to the official Minutes as EXHIBIT II.

This meeting was live streamed and is also available for viewing on the Broward Health website.

2. **CALL TO ORDER**

There being a quorum present, the meeting was called to order by Chairman Andrew M. Klein at 10:34 a.m.

3. **ACO BOARD OF DIRECTORS**

Commissioners:

Present:  
Commissioner Andrew M. Klein, Chair
Commissioner Christopher T. Ure, Vice Chair
Commissioner Ray T. Berry, Secretary/Treasurer
Commissioner Nancy W. Gregoire
Commissioner Stacy L. Angier
Gino Santorio/President/CEO
Jon Albee
Dr. Aldo Calvo (WebEx)

Not Present: Commissioner Marie C. Waugh

Senior Leadership:

Additionally Present: Alan Goldsmith/CAO, Alex Fernandez/CFO, Linda Epstein/General Counsel, Jerry Del Amo/Managing Sr. Associate, General Counsel, Brett Bauman/Associate General Counsel, Nigel Crooks/Chief Internal Auditor.

4. **PUBLIC COMMENTS** None
5. **TOPIC OF DISCUSSION**

5.1. Board of Directors for Broward Health ACO Services, Inc. approval of Governing Documents

5.1.1. Approval of Amended and Restated Articles of Incorporation

Mr. Sprada presented the Board of Director’s amended and restated Articles of Incorporation:

Mr. Sprada listed proposed revisions to the articles of incorporation in greater detail.

It was recommended that an additional correction be made to the proposed Articles of Incorporation, which were the following: grammatical error on page 3, article 9, replacing the word shall with may.

**MOTION** It was moved by Commissioner Gregoire, seconded by Commissioner Ure, to:

**APPROVE THE RECOMMENDED CHANGES TO THE ARTICLES OF INCORPORATION OF BROWARD HEALTH ACO SERVICES, INC.**

Motion carried unanimously.

5.1.2. Approval of Amended and Restated Bylaws

Mr. Sprada presented the Board of Director’s amended and restated bylaws, detailing modifications to the language within certain sections.

Mr. Sprada confirmed that any conflicts between the Articles of Incorporation and the Bylaws were corrected through the revisions.

**MOTION** It was moved by Commissioner Berry, seconded by Commissioner Gregoire, to:

**APPROVE THE RECOMMENDED REVISIONS AND RESTATED BYLAWS.**

Motion carried unanimously.

5.1.3. Approval of appointments to Broward Health ACO Services, Inc. Board of Directors

Mr. Sprada presented the recommended appointment of officers:

- Gino Santorio President/CEO of Broward Health
- Dr. Aldo Calvo Physician Member
- Dr. Avinash Persad Physician Member
- Dr. Husman Khan Physician Member
MINUTES

North Broward Hospital District Board Of Commissioners
1700 Northwest 49th Street, Suite #150, Ft. Lauderdale, 33309

- Dr. Mohammed Allarahka  Physician Member
- Dr. Joshua Lenchus  Physician Member
- Dr. Keith Foster  Physician Member
- Jon Albee  Medicare Beneficiary Member
- Modesto Gato  AVP Finance

**MOTION**

It was **moved** by Mr. Santorio, **seconded** by Commissioner Angier that:

THE APPOINTMENTS TO BROWARD HEALTH ACO SERVICES, INC. BOARD OF DIRECTORS BE APPROVED.

Motion **carried** unanimously.

Mr. Santorio noted that there was a conflict within the language stated on page 3, Article III, Board of Directors, Section 8 (b), *participation by these means constitutes presence in person at the meeting*, as it did not conform with Attorney General’s guidance for Florida law, nor with outside counsel’s recommendations related to Broward Health’s Bylaws.

He further recommended that the last line that read, *participation by these means constitutes presence in person at the meeting*, be deleted from section 8 (b), within a motion.

**POINT OF ORDER**

Commissioner Angier suggested that the correction be done at the meeting of the newly created ACO Board of Directors that was just formed in the last vote.

6. **ADJOURNMENT** 10:48 am

**MOTION**

It was **moved** by Commissioner Klein, **seconded** by Commissioner Ure to:

ADJOURN THE ACO BOARD OF DIRECTORS MEETING.

Motion **carried** unanimously.

Respectfully submitted,
Commissioner Stacy L. Angier, Secretary/Treasurer

For additional meeting detail, please visit www.BrowardHealth.org/pages/board-calendar
BROWARD HEALTH ACO SERVICES, INC.
RESOLUTIONS
APPROVING AMENDMENT
OF
ARTICLES OF INCORPORATION

WHEREAS, Florida law requires Broward Health ACO Services, Inc. (the "ACO") to recommend changes to its Articles of Incorporation to North Broward Hospital District as the sole member ("Member") of the ACO for the Member’s approval;

RESOLVED, the Board of Directors approve the changes to the Bylaws of the ACO as detailed in the tracked change version of the Articles of Incorporation of the ACO attached hereto and incorporated herein as Exhibit A to Broward Health ACO Services, Inc. Resolutions Approving Amendment of Articles of Incorporation ("Proposed Amendments"). In sum, the following Proposed Amendments to the Articles of Incorporation of the ACO, without limitation, are as follows:

1. Amending Article II to allow the ACO to form one or more wholly owned limited liability companies for the purpose of managing and operating programs with different payors as separate divisions.

2. Amending Article V to provide that the number of Directors shall be fixed from time to time by the Member and to provide that a Director may be removed by the Member with or without cause.

3. Amending Article V to delete the current requirements that one Director shall be a Medicare beneficiary who is served by the ACO, another Director shall be a physician who, at all times, has a participation agreement in effect with the ACO and all other Directors must be a Commissioner of North Broward Hospital District, and provide, in lieu thereof, that at such time as the ACO may proceed to apply to operate a Medicare Accountable Care Organization, one such Director shall be a Medicare beneficiary who is served by the ACO and another Director shall be a physician who, at all times during his or her directorship, has in force an agreement with the ACO to participate in the ACO’s programs.

4. Amending Article V remove the requirement that neither a Director nor a member of his or her immediate family shall have a conflict of interest and provide, in lieu thereof, that all Directors shall comply with the ACO’s Conflict of Interest Policy.

5. Amending Articles VI and VII to delete the names and addresses of the initial Officers and Directors.
6. Amending Article XI to change the street address of the registered office of the ACO to: 1800 N.W. 49th Street, Fort Lauderdale, Florida 33309 and the name of the registered agent of the ACO is Linda Epstein.

7. Amending Article XIII to provide the following actions must be approved by a majority of the Board of Directors of the ACO and submitted to the Member for approval:

   a. A merger or other combination of the ACO with any entity;
   b. The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the ACO in the amount of $250,000 or more;
   c. Adoption of a plan of liquidation and dissolution;
   d. Incurrence of any indebtedness in the amount of $250,000 or more;
   e. Issuance of membership interests in the ACO;
   f. Entering into any contract or agreement requiring payments in the amount of $250,000 or more; and
   g. Payment of compensation to the Directors of the ACO.

8. Such other clean up and administrative edits highlighted in the tracked change version of the Amended and Restated Articles of Incorporation containing the Proposed Amendments attached hereto as Exhibit A.

   RESOLVED, the Board of Directors hereby submit the Amended and Restated Articles of Incorporation containing the Proposed Amendments substantially in the form attached hereto as Exhibit B to the Member and recommend the Member vote to approve such Amended and Restated Articles of Incorporation to supersede and replace the prior Articles of Incorporation of the ACO and authorize the ACO to file the same with the Florida Division of Corporations.

   FURTHER RESOLVED, that the officers of the ACO be, and they hereby are, and each of them hereby is, authorized, empowered and directed, in the name of, for and on behalf of the ACO, to do and perform all such other acts and to take all such other steps as any one or more of them may in their discretion deem necessary, appropriate, advisable or convenient and proper to carry out the intent of the foregoing resolutions.
Exhibit A
to
Broward Health ACO Services, Inc.
Resolutions Approving Amendment of Articles of Incorporation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROWARD HEALTH ACO SERVICES, INC.

The undersigned hereby forms a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, does hereby adopt the following Articles of Incorporation.

In compliance with the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the “Act”), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the “Articles”) for the purpose of amending and restating the Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., a Florida not-for-profit corporation (the “Corporation”), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on July 5, 2013 (the “Original Articles”) and assigned Document Number N13000006184. These Articles shall supersede and replace the Original Articles in their entirety.

ARTICLE I-NAME

The name of the Corporation shall be: BROWARD HEALTH ACO SERVICES, INC. (the “Corporation”).

ARTICLE II-PURPOSES

This Corporation is a not-for-profit corporation formed under Chapter 617 of the Florida Statutes, organized and to be operated, and the business and objects to be carried on by it, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To provide health care services through independent contractors and others (known as participating providers and suppliers) to patients who include, but are not limited to, Medicare beneficiaries under contracts (known as Participation pursuant to agreements) with third party payors who include, but are not limited to, the Center for Medicare and Medicaid Services. In no event, however, will any of the relationships with participating providers and suppliers referred to above be a partnership or joint venture in violation of Article VII, Section 10 of the Florida Constitution; and

(b) To form one or more wholly owned limited liability companies for the purpose of managing and operating programs with different payors as separate divisions; and

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(c) (b) To conduct any and all lawful affairs and business incident to the purpose for which this Corporation is organized.

In no event shall this Corporation engage in any activity which would be contrary to the activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation or goods or property actually sold or leased to the Corporation.

ARTICLE III-MEMBERS

This Corporation’s sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the "Member").

ARTICLE IV-NON STOCK CORPORATION

This Corporation shall have no capital stock.

ARTICLE V-OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member. The number of Directors shall be fixed from time to time by the Member. A Director may be removed by the Member with or without cause.

The initial Board of Directors shall consist of four members as set forth in Article VII below. For each succeeding period, The Board of Directors shall consist of not less than five nor more than nine members. The number of Directors shall be fixed from time-to-time as set forth in the By-Laws of the Corporation. At such time as the Corporation may proceed to apply to operate a Medicare Accountable Care Organization, one such Director shall be a Medicare beneficiary who is served by the Corporation. Neither that Director nor any member of his or her immediate family shall have a conflict of interest (i.e., meet the criteria for any other Director position on the Board of Directors), and another such Director shall be a physician who, at all times during his or her directorship, has in force a Participation agreement with the Corporation. All other directors shall, at all times during each of their directorships, be a member of the Board of
Commissioners of the North Broward Hospital District to participate in the Corporation’s programs. All Directors shall comply with the Corporation’s Conflict of Interest Policy.

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.

ARTICLE VI - NAMES OF OFFICERS

The names of the initial officers are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Office</th>
</tr>
</thead>
<tbody>
<tr>
<td>Frank Nask</td>
<td>President</td>
</tr>
<tr>
<td>Robert Martin</td>
<td>Vice President</td>
</tr>
<tr>
<td>Deborah Breen</td>
<td>Secretary/Treasurer</td>
</tr>
</tbody>
</table>

ARTICLE VII - INITIAL BOARD OF DIRECTORS

The number of Directors shall initially be four. The names and addresses of the persons who shall serve as the initial members of the Board of Directors are as follows:

<table>
<thead>
<tr>
<th>Name</th>
<th>Address</th>
</tr>
</thead>
<tbody>
<tr>
<td>Joel K. Gustafson, Esq.</td>
<td>e/o North Broward Hospital-District 303 S.E. 17th Street Ft. Lauderdale, FL 33316</td>
</tr>
<tr>
<td>Miguel Fernandez</td>
<td>e/o North Broward Hospital-District 303 S.E. 17th Street Ft. Lauderdale, FL 33316</td>
</tr>
<tr>
<td>David DiPietro, Esq.</td>
<td>e/o North Broward Hospital-District 303 S.E. 17th Street Ft. Lauderdale, FL 33316</td>
</tr>
<tr>
<td>Debbie L. Kohl</td>
<td>e/o North Broward Hospital-District 303 S.E. 17th Street Ft. Lauderdale, FL 33316</td>
</tr>
</tbody>
</table>

ARTICLE VIII - INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

ARTICLE IX - BY-LAWS

The By-Laws of the Corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded solely by vote of the sole Member at the
annual meeting of the sole Member or at a duly called meeting of the sole Member in accordance with the By-Laws.

ARTICLE X-AMENDMENTS VIII-AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI-EARNINGS IX-EARNINGS

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 set forth in Article II hereof.

ARTICLE XII-DISSOLUTION X-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, the North Broward Hospital District, a special taxing district of the State of Florida, the Member, or if such organization has ceased to exist, to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which provides health care services to the residents of Northern Broward County, Florida.

ARTICLE XIII-INITIAL REGISTERED XI-REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be: 2099 East Commercial Boulevard, Suite 200 1800 N.W. 49th Street, Fort Lauderdale, Florida 33308 33309.

The name of the initial registered agent of this Corporation shall be Kerry L. Ezrol, Esquire Linda Epstein at that address.

ARTICLE XIV-CORPORATION'S XII-CORPORATION'S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be: 203 S.E. 171800 N.W. 49th Street, Fort Lauderdale, Florida 33316 33309.

ARTICLE XV-INCORPORATOR XIII-RESERVED POWERS

The following actions must be approved by a majority of the Board of Directors of the Corporation and submitted to the Member for approval:

The following is the name and street address of the incorporator signing these Articles:
IN WITNESS WHEREOF, I have set my hand and seal this 27th day of June, 2012.

(a) A merger or other combination of the Corporation with any entity;

(b) The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the Corporation in the amount of $250,000 or more;

(c) Adoption of a plan of liquidation and dissolution;

(d) Incurrence of any indebtedness in the amount of $250,000 or more;

(e) Issuance of membership interests in the Corporation;

(f) Entering into any contract or agreement requiring payments in the amount of $250,000 or more; and

(g) Payment of compensation to the Directors of the Corporation.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., I hereby accept and agree to act in this capacity.

By: __________________________
    Linda Epstein, Esquire

Dated: June 27, 2013, September ___, 2019
CERTIFICATE RE: MEMBER APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BROWARD HEALTH ACO SERVICES, INC.

The foregoing Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC. were adopted by the sole Member, NORTH BROWARD HOSPITAL DISTRICT, on September __, 2019 and the number of votes cast for the amendment was sufficient for approval.

By: Gino Santorio
Its: President

Dated: September __, 2019
Exhibit B

to

Broward Health ACO Services, Inc.

Resolutions Approving Amendment of Articles of Incorporation

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BROWARD HEALTH ACO SERVICES, INC.

In compliance with the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes (the “Act”), the undersigned hereby submits these Amended and Restated Articles of Incorporation (the “Articles”) for the purpose of amending and restating the Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., a Florida not-for-profit corporation (the “Corporation”), and certifies as follows:

The original Articles of Incorporation of the Corporation were filed with the Florida Department of State on July 5, 2013 (the “Original Articles”) and assigned Document Number N13000006184. These Articles shall supersede and replace the Original Articles in their entirety.

ARTICLE I-NAME

The name of the Corporation shall be: BROWARD HEALTH ACO SERVICES, INC. (the “Corporation”).

ARTICLE II-PURPOSES

This Corporation is a not-for-profit corporation formed under Chapter 617 of the Florida Statutes, organized and to be operated, and the business and objects to be carried on by it, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and not for pecuniary profit. More specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

(a) To provide health care services through independent contractors and others (known as participating providers and suppliers) to patients who include, but are not limited to, Medicare beneficiaries pursuant to agreements with third party payors who include, but are not limited to, the Center for Medicare and Medicaid Services. In no event, however, will any of the relationships with participating providers and suppliers referred to above be a partnership or joint venture in violation of Article VII, Section 10 of the Florida Constitution;

(b) To form one or more wholly owned limited liability companies for the purpose of managing and operating programs with different payors as separate divisions; and

(c) To conduct any and all lawful affairs and business incident to the purpose for which this Corporation is organized.
In no event shall this Corporation engage in any activity which would be contrary to the activities: (1) permitted to be engaged in by any organization the activities of which are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986; or (2) of a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as hereafter amended, and the applicable rules and regulations thereunder.

The Corporation shall not engage, nor shall any of its funds, property, or income be used, in carrying on propaganda or otherwise attempting to influence legislation, nor shall the Corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the Corporation engage in subversive activities.

No compensation shall be paid to any member, officer, director, trustee, creator or organizer of the Corporation or substantial contributor to it except as a reasonable allowance for services actually rendered to or for the Corporation or goods or property actually sold or leased to the Corporation.

ARTICLE III-MEMBERS

This Corporation’s sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the “Member”).

ARTICLE IV-NON STOCK CORPORATION

This Corporation shall have no capital stock.

ARTICLE V-OFFICERS AND DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The Directors shall be appointed by the Member. The number of Directors shall be fixed from time to time by the Member. A Director may be removed by the Member with or without cause.

The Board of Directors shall consist of not less than five nor more than nine members. The number of Directors shall be fixed from time-to-time as set forth in the By-Laws of the Corporation. At such time as the Corporation may proceed to apply to operate a Medicare Accountable Care Organization, one such Director shall be a Medicare beneficiary who is served by the Corporation and another such Director shall be a physician who, at all times during his or her directorship, has in force an agreement with the Corporation to participate in the Corporation’s programs. All Directors shall comply with the Corporation’s Conflict of Interest Policy.

The officers of the Corporation shall consist of a President, Vice President, Secretary/Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms.
ARTICLE VI-INDEMNIFICATION OF DIRECTORS AND OFFICERS

This Corporation shall indemnify any Director or Officer who by virtue of his or her being a Director or Officer of this Corporation, is made a party to any action or proceeding, except when such Director or Officer is adjudicated guilty of malfeasance in the discharge of his or her duties to this Corporation. Indemnification shall be for all reasonable expenses, including any and all attorneys and paralegal fees and costs, incurred as a result of such action or proceeding.

ARTICLE VII-BY-LAWS

The By-Laws of the Corporation may be altered or rescinded solely by vote of the Member at the annual meeting of the Member or at a duly called meeting of the Member.

ARTICLE VIII-AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE IX-EARNINGS

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 set forth in Article II hereof.

ARTICLE X-DISSOLUTION

Upon the liquidation or dissolution of the Corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the Corporation, shall be distributed to, and only to, the Member, or if such organization has ceased to exist, to any one or more organizations qualified as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which provides health care services to the residents of Northern Broward County, Florida.

ARTICLE XI-REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation shall be: 1800 N.W. 49th Street, Fort Lauderdale, Florida 33309.

The name of the registered agent of this Corporation shall be Linda Epstein at that address.

ARTICLE XII-CORPORATION’S PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The principal office and/or mailing address of this Corporation shall be: 1800 N.W. 49th Street, Fort Lauderdale, Florida 33309.

ARTICLE XIII-RESERVED POWERS
The following actions must be approved by a majority of the Board of Directors of the Corporation and submitted to the Member for approval:

(a) A merger or other combination of the Corporation with any entity;

(b) The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the Corporation in the amount of $250,000 or more;

(c) Adoption of a plan of liquidation and dissolution;

(d) Incurrence of any indebtedness in the amount of $250,000 or more;

(e) Issuance of membership interests in the Corporation;

(f) Entering into any contract or agreement requiring payments in the amount of $250,000 or more; and

(g) Payment of compensation to the Directors of the Corporation.

CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC., I hereby accept and agree to act in this capacity.

By: __________________________
    Linda Epstein, Esquire

Dated: September __, 2019
CERTIFICATE RE: MEMBER APPROVAL OF AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BROWARD HEALTH ACO SERVICES, INC.

The foregoing Amended and Restated Articles of Incorporation of BROWARD HEALTH ACO SERVICES, INC. were adopted by the sole Member, NORTH BROWARD HOSPITAL DISTRICT, on September __, 2019 and the number of votes cast for the amendment was sufficient for approval.

BROWARD HEALTH ACO SERVICES, INC.

By: Gino Santorio
Its: President

Dated: September __, 2019
BROWARD HEALTH ACO SERVICES, INC.
RESOLUTIONS
APPROVING AMENDMENT
OF
BYLAWS

WHEREAS, Broward Health ACO Services, Inc. (the "ACO") desires to modify its Bylaws and North Broward Hospital District as the sole member ("Member") is required to approve such amendment;

RESOLVED, the Board of Directors approve the changes to the Bylaws of the ACO as detailed in the tracked change version of the Bylaws of the ACO attached hereto and incorporated herein as Exhibit A to Broward Health ACO Services, Inc. Resolutions Approving Amendment of Bylaws ("Proposed Amendments"). In sum, the following Proposed Amendments to the Bylaws of the ACO, without limitation, are as follows:

1. Amending Article III, Section 1, to provide the following actions must be approved by a majority of the Board of Directors of the ACO and submitted to the Member for approval:

   a. A merger or other combination of the ACO with any entity;
   b. The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the ACO in the amount of $250,000 or more;
   c. Adoption of a plan of liquidation and dissolution;
   d. Incurrence of any indebtedness in the amount of $250,000 or more;
   e. Entering into any contract or agreement requiring payments in the amount of $250,000 or more;
   f. Issuance of membership interests in the ACO; and
   g. Payment of compensation to the Directors of the ACO.

2. Amending Article III, Section 2 to provide that, subject to Member approval, the Board of Directors may approve paying Directors reasonable compensation consistent with the fair market value of the Directors’ services on the Board. The Directors may be paid their actual expenses, if any, of attendance at meetings of the Board of Directors upon approval by the Board of Directors without Member approval.

3. Amending Article III, Section 5 to provide that the number of Directors shall be fixed from time to time by the Member and to provide that a Director may be removed by the Member with or without cause.

4. Amending Article III, Section 8(b) to provide that members of the Board of Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment provided a physical quorum is established.
5. Amending Article III, Section 9 to provide that regular and special meetings of the Board of Directors must be preceded by written notice in accordance with Federal and State laws and regulations.

6. Amending Article III, to delete Section 11 providing for Director action without a meeting.

7. Amending Article IV to delete the current provision appointing committees of the Board and to provide, in lieu thereof, that the ACO shall had such committees of the Board as the Board may determine from time to time.

8. Amending Article IX to provide that the Member may amend or repeal and adopt new Bylaws of the ACO.

9. Such other clean up and administrative edits highlighted included in the tracked change version of the Bylaws containing the Proposed Amendments attached hereto as Exhibit A.

RESOLVED, the Board of Directors hereby submit the Amended and Restated Bylaws containing the Proposed Amendments substantially in the form attached hereto as Exhibit B to the Member and recommend the Member vote to approve such Amended and Restated Bylaws to supersede and replace the prior Bylaws.

FURTHER RESOLVED, that the officers of the ACO be, and they hereby are, and each of them hereby is, authorized, empowered and directed, in the name of, for and on behalf of the ACO, to do and perform all such other acts and to take all such other steps as any one or more of them may in their discretion deem necessary, appropriate, advisable or convenient and proper to carry out the intent of the foregoing resolutions
Exhibit A

to
Broward Health ACO Services, Inc.
Resolutions Approving Amendment of Bylaws

AMENDED AND RESTATED BYLAWS

OF

BROWARD HEALTH ACO SERVICES, INC.
(a Florida not-for-profit Corporation)

Effective September , 2019

ARTICLE I
Offices

Section 1. Registered Office. The initial registered office of Broward Health ACO Services, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be located in Ft. Lauderdale, Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine.

ARTICLE II
Membership

Section 1. Membership. The Corporation's sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the "Member").

ARTICLE III
Board of Directors

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida. Provided, however, the following actions must be approved by a majority of the Board of Directors and submitted to the Member for approval:

(a) A merger or other combination of the Corporation with any entity;

(b) The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the Corporation in the amount of $250,000 or more;
(c) Adoption of a plan of liquidation and dissolution;

(d) Incurrence of any indebtedness in the amount of $250,000 or more;

(e) Entering into any contract or agreement requiring payments in the amount of $250,000 or more;

(f) Issuance of membership interests in the Corporation.; and

(g) Payment of compensation to the Directors of the Corporation.

Section 2. **Compensation.** The Directors shall serve in such capacity without compensation. Subject to Member approval as provided in Section 1(g), above, the Board of Directors may approve paying Directors reasonable compensation consistent with the fair market value of the Directors' services on the Board. The Directors may be paid their actual expenses, if any, of attendance at meetings of the Board of Directors upon approval by the Board of Directors without Member approval.

Section 3. **Number, Appointment & Resignation.**

(a) The initial Board of Directors shall consist of four members as set forth in the Articles of Incorporation. For each succeeding period, this Corporation shall have not less than five (5) but not more than nine (9) Directors. The number of Directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by resolution of the Board of Directors. Any decrease in the number of Directors shall not shorten the term of an incumbent Director. Directors shall be
(a) appointed annually by the Member. Each Director appointed shall hold office until his or her successor is duly appointed and qualified or until his or her resignation or removal. In the absence of an express determination by the Board Member, the number of Directors, until changed by the Board Member, shall be the number of Directors appointed by the Member during the preceding annual period.

(b) A Director may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Member may fill the pending vacancy, pursuant to Article III, Section 4 below, effective at the effective time of the resignation.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by appointment by the Member. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any Director position to be filled by reason of an increase in the number of Directors may be filled by appointment by the Member, but only for a term of office continuing until the next appointment of Directors.

Section 5. Removal of Directors. The Board of Directors by majority vote may remove one or more Directors with or without cause. A Director may be removed by the Board of Directors at a meeting, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is the removal of the Director Member with or without cause.

Section 6. Quorum and Voting. A majority of the number of Directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors.

Section 7. Deemed Assent. A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the Director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the Director votes against or abstains from the action taken.

Section 8. Meetings.

(a) Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the President. Meetings of the Board of Directors may be called by any member of the Board of Directors or by the President. A majority of the Directors present, regardless whether a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Directors who were present.
(b) Members of the Board of Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting; participation by these means constitutes presence in person at the meeting, provided a physical quorum is established.

**Section 9. Notice of Meetings.** Regular meetings of the Board of Directors must be preceded by at least fifteen (15) days written notice of the date, time and place of the meeting in accordance with Federal and State laws and regulations. Special meetings of the Board of Directors must be preceded by at least ten (10) days written notice of the date, time and place of the meeting in accordance with Federal and State laws and regulations. The notice need not describe either the business to be transacted at or the purpose of the special meeting, unless otherwise required by these bylaws or by law.

**Section 10. Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given to a Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the meeting.

**Section 11. Director Action Without a Meeting.** Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by the written consent of all members of the Board of Directors. The action must be evidenced by one or more written consents describing the action to be taken and signed by each Director, which consent(s) shall be filed in the minutes of the proceedings of the Board. The action taken shall be deemed effective when the last Director signs the consent, unless the consent specifies otherwise.

**ARTICLE IV**

**Committees**

The Corporation shall have such committees of the Board as the Board may determine from time to time.

To assist the Board in the proper management and control of the affairs of the Corporation, Article IV titled "Committees" of the Bylaws of the North Broward Hospital District is incorporated herein by this reference. The Corporation shall have such other Committees of the Board as the Board may determine from time to time. Except as otherwise provided in the Bylaws of the North Broward Hospital District, the Board may from time to time establish, eliminate and modify the power or authority of any of the Board's Committees; change the size of a Committee; and add, remove or replace the chairperson or member of any Committee.

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ARTICLE V
Officers

Section 1. Officers. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer. The President/CEO of the North Broward Hospital District shall serve as the President of the Corporation. The Sr. Vice President/Chief Financial Officer of the North Broward Hospital District shall serve as the Vice President of the Corporation. The Vice President of Financial Operations of the North Broward Hospital District shall serve as the Secretary and Treasurer of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of the Corporation shall have the following duties:

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. He or she shall perform all duties as the Board of Directors shall from time to time reasonably designate and shall be subject to the direction of the Board of Directors.

Each Vice President, if any, shall have such powers and perform such duties as the Board of Director shall from time to time designate. In the absence or disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

The Secretary shall perform such duties as are prescribed by the Board of Directors.

The Treasurer shall perform such duties as are prescribed by the Board of Directors or the Chairman of the Board.

Each Assistant Secretary and Assistant Treasurer, if any, shall be appointed by the Board of Directors and shall have such powers and shall perform such duties as are prescribed by the Board of Directors.

Section 3. Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.

Section 4. Removal of Officer. The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

ARTICLE VI
Corporate Records
Section 1. **Corporate Records.**

(A) The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(B) The Corporation shall maintain, at its registered office in this state, a copy of the Articles of Incorporation and its By-Laws, as amended, and accurate accounting records.

**ARTICLE VII**

**Indemnification**

Section 1. **Right to Indemnification.** Each person (including the heirs, executors, administrators, or estate of such person) (1) who is or was a director or officer of the Corporation, (2) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative rule or regulation (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys’ fees, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his or her status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, regardless of whether the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. **Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of Directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. **Savings Clause.** If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each Director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.
ARTICLE VIII
Miscellaneous

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida," "Corporate Seal" and "not-for-profit" embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Corporation shall be signed by the President, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE IX
Amendment

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Board of Directors Member.
Exhibit B

to

Broward Health ACO Services, Inc.
Resolutions Approving Amendment of Bylaws

AMENDED AND RESTATED BYLAWS

OF

BROWARD HEALTH ACO SERVICES, INC.
(a Florida not-for-profit Corporation)

Effective September __, 2019

ARTICLE I
Offices

Section 1. Registered Office. The initial registered office of Broward Health ACO Services, Inc., a Florida not-for-profit corporation (the "Corporation"), shall be located in Ft. Lauderdale, Florida.

Section 2. Other Offices. The Corporation may also have offices at such other places, either within or without the State of Florida, as the Board of Directors of the Corporation (the "Board of Directors") may from time to time determine.

ARTICLE II
Membership

Section 1. Membership. The Corporation's sole Member shall be the North Broward Hospital District, a special taxing district of the State of Florida (the "Member").

ARTICLE III
Board of Directors

Section 1. Powers. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board of Directors. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida. Provided, however, the following actions must be approved by a majority of the Board of Directors and submitted to the Member for approval:

(a) A merger or other combination of the Corporation with any entity;

(b) The sale, or entering into an agreement to sell, mortgage, or grant a security interest in or otherwise dispose of assets of the Corporation in the amount of $250,000 or more;
(c) Adoption of a plan of liquidation and dissolution;

(d) Incurrence of any indebtedness in the amount of $250,000 or more;

(e) Entering into any contract or agreement requiring payments in the amount of $250,000 or more;

(f) Issuance of membership interests in the Corporation.; and

(g) Payment of compensation to the Directors of the Corporation.

Section 2. Compensation. Subject to Member approval as provided in Section 1.(g), above, the Board of Directors may approve paying Directors reasonable compensation consistent with the fair market value of the Directors’ services on the Board. The Directors may be paid their actual expenses, if any, of attendance at meetings of the Board of Directors upon approval by the Board of Directors without Member approval.

Section 3. Number, Appointment & Resignation.

(a) The Board of Directors shall consist of not less than five (5) but not more than nine (9) Directors. The number of Directors of the Corporation shall be fixed from time to time, within any limits set forth in the Articles of Incorporation, by resolution of the Member. Any decrease in the number of Directors shall not shorten the term of an incumbent Director. Directors shall be appointed annually by the Member. Each Director appointed shall hold office until his or her successor is duly appointed and qualified or until his or her resignation or removal. In the absence of an express determination by the Member, the number of Directors, until changed by the Member, shall be the number of Directors appointed by the Member during the preceding annual period.

(b) A Director may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Member may fill the pending vacancy, pursuant to Article III, Section 4 below, effective at the effective time of the resignation.

Section 4. Vacancies. Any vacancy occurring in the Board of Directors, including a vacancy created by an increase in the number of Directors, may be filled by appointment by the Member. A Director appointed to fill a vacancy shall hold office for the unexpired term of his or her predecessor in office. Any Director position to be filled by reason of an increase in the number of Directors may be filled by appointment by the Member, but only for a term of office continuing until the next appointment of Directors.

Section 5. Removal of Directors. A Director may be removed by the Member with or without cause.
Section 6. **Quorum and Voting.** A majority of the number of Directors fixed by or in accordance with these Bylaws shall constitute a quorum for the transaction of business at any meeting of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present shall be the act of the Board of Directors.

Section 7. **Deemed Assent.** A Director who is present at a meeting of the Board of Directors or a committee of the Board of Directors when corporate action is taken is deemed to have assented to the action taken unless (i) the Director objects at the beginning of the meeting (or promptly upon his arrival) to the holding of the meeting or transacting specified business at the meeting, or (ii) the Director votes against or abstains from the action taken.

Section 8. **Meetings.**

(a) Regular and special meetings of the Board of Directors shall be held at the principal place of business of the Corporation or at any other place, within or without the State of Florida, designated by the President. Meetings of the Board of Directors may be called by any member of the Board of Directors or by the President. A majority of the Directors present, regardless whether a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of an adjourned meeting shall be given to the Directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the Directors who were present.

(b) Members of the Board of Directors may participate in a meeting of the Board by means of a telephone conference or similar communications equipment through which all persons participating may simultaneously hear each other during the meeting, provided a physical quorum is established.

Section 9. **Notice of Meetings.** Regular meetings of the Board of Directors must be preceded by written notice in accordance with Federal and State laws and regulations. Special meetings of the Board of Directors must be preceded by written notice in accordance with Federal and State laws and regulations. The notice need not describe either the business to be transacted at or the purpose of the special meeting, unless otherwise required by these bylaws or by law.

Section 10. **Waiver of Notice.** Notice of a meeting of the Board of Directors need not be given to a Director who signs a waiver of notice either before or after the meeting. Attendance of a Director at a meeting shall constitute a waiver of notice of that meeting and a waiver of any and all objections to the place of the meeting, the time of the meeting and the manner in which it has been called or convened, except when a Director states, at the beginning of the meeting or promptly upon arrival at the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. The waiver of notice need not describe either the business to be transacted at or the purpose of the meeting.
ARTICLE IV
Commities

The Corporation shall have such committees of the Board as the Board may determine from time to time.

ARTICLE V
Officers

Section 1. Officers. The Corporation shall have a President, a Vice President, a Secretary and a Treasurer. The President/CEO of the North Broward Hospital District shall serve as the President of the Corporation. The Sr. Vice President/Chief Financial Officer of the North Broward Hospital District shall serve as the Vice President of the Corporation. The Vice President of Financial Operations of the North Broward Hospital District shall serve as the Secretary and Treasurer of the Corporation. Such other officers and assistant officers and agents as may be deemed necessary or desirable may be appointed by the Board of Directors from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of the Corporation shall have the following duties:

The President shall be the chief executive officer of the Corporation and shall preside at all meetings of the Board of Directors. He or she shall perform all duties as the Board of Directors shall from time to time reasonably designate and shall be subject to the direction of the Board of Directors.

Each Vice President, if any, shall have such powers and perform such duties as the Board of Director shall from time to time designate. In the absence or disability of the President, a Vice President specifically designated by the vote of the Board of Directors shall have the powers and shall exercise the duties of the President.

The Secretary shall perform such duties as are prescribed by the Board of Directors.

The Treasurer shall perform such duties as are prescribed by the Board of Directors or the Chairman of the Board.

Each Assistant Secretary and Assistant Treasurer, if any, shall be appointed by the Board of Directors and shall have such powers and shall perform such duties as are prescribed by the Board of Directors.

Section 3. Resignation of Officer. An officer may resign at any time by delivering written notice to the Corporation. The resignation shall be effective upon receipt, unless the notice specifies a later effective date. If the resignation is effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date provided the Board of Directors provides that the successor officer does not take office until the future effective date.
Section 4. **Removal of Officer.** The Board of Directors may remove any officer at any time with or without cause. Any officer or assistant officer, if appointed by another officer, may be removed by the appointing officer.

**ARTICLE VI**
**Corporate Records**

Section 1. **Corporate Records.**

(A) The Corporation shall keep as permanent records minutes of all meetings of its Board of Directors and committees having any authority of the Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation.

(B) The Corporation shall maintain, at its registered office in this state, a copy of the Articles of Incorporation and its By-Laws, as amended, and accurate accounting records.

**ARTICLE VII**
**Indemnification**

Section 1. **Right to Indemnification.** Each person (including the heirs, executors, administrators, or estate of such person) (1) who is or was a director or officer of the Corporation, (2) who is or was an agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (3) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative rule or regulation (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys’ fees, asserted against him or her or incurred by him or her in his or her capacity as such director, officer, trustee, partner, agent, employee or representative, or arising out of his or her status as such director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys’ fees, regardless of whether the Corporation would have the legal power to directly indemnify him or her against such liability.

Section 2. **Advances.** Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of Directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article and upon satisfaction of other conditions established
from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

Section 3. Savings Clause. If this Article or any portion of it is invalidated on any ground by a court of competent jurisdiction, the Corporation nevertheless indemnifies each Director of the Corporation to the fullest extent permitted by all portions of this Article that has not been invalidated and to the fullest extent permitted by law.

ARTICLE VIII
Miscellaneous

Section 1. Corporate Seal. The corporate seal of the Corporation shall be circular in form and shall include the name of the Corporation, the year incorporated, and the words "Florida," "Corporate Seal" and "not-for-profit" embossed thereon.

Section 2. Fiscal Year. The fiscal year of the Corporation shall end on June 30 of each calendar year, unless otherwise fixed by resolution of the Board of Directors.

Section 3. Checks. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issues in the name of the Corporation shall be signed by the President, the Treasurer or such other officer(s) or agent(s) of the Corporation as shall be determined from time to time by resolution of the Board of Directors.

ARTICLE IX
Amendment

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, by the Member.