

AMENDED AND RESTATED BYLAWS
OF
BROWARD HEALTH ACO SERVICES, INC.
(a Florida not-for-profit Corporation)

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. The Board of Directors shall have responsibility for oversight and strategic direction of the Corporation, holding Corporation management accountable for the Corporation's activities. Moreover, the Board of Directors shall have a fiduciary duty to the Corporation, including the duty of loyalty, and must act consistent with that fiduciary duty. Directors must be natural persons who are at least 18 years of age but need not be residents of Florida. At least one Director must be a Medicare beneficiary who (1) is served by the Corporation; (2) is not an ACO provider/supplier, as defined in 42 C.F.R. § 425.20; (3) does not have a conflict of interest with the Corporation; and (4) does not have an immediate family member who has a conflict of interest with the Corporation. At least one additional 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. 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 the Member. ~~Directors shall be appointed by the Member from time to time as the needs of the Corporation may require. 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 total number of Directors, last fixed by the Member.~~ The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to appoint Directors and to fix the number of Directors within any limits set forth in the Articles of Incorporation.

Deleted: resolution of

Deleted: Any decrease in the number of Directors shall not shorten the term of an incumbent Director.

Deleted: appointed

Deleted: 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. The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to fill by appointment a vacancy occurring in the Board of Directors.

Deleted: 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. The President/CEO of the North Broward Hospital District, or his or her designee, is authorized to act on behalf of the Member to remove a Director 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. In addition to physical presence, for the purposes of these Bylaws, “present” shall also mean a presence via electronic communications technology, provided that all Directors are able to simultaneously hear each other during the meeting and such meetings otherwise comply with the requirements of § 286.011, Florida Statutes.

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 and/or via any electronic means appropriate for the Board of Directors to conduct its business, 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 of 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 quorum is established.

(c) Regular and special meetings of the Board of Directors shall be held with such frequency and on such occasions as determined appropriate by the Board of Directors.

(d) Unless otherwise determined or scheduled by the Board of Directors at a regularly scheduled meeting, the first regular meeting of each calendar year of the Board of Directors shall be the annual meeting of the Board of Directors.

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 **Committees**

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. Unless a different individual is elected by the majority of the Board of Directors at an annual meeting of the Board of Directors, the President/CEO of the North Broward Hospital District shall serve as the President of the Corporation. Unless a different individual is elected by the majority of the Board of Directors at an annual meeting of the Board of Directors, the Sr. Vice President/Chief Financial Officer of the North Broward Hospital District shall serve as the Vice President of the Corporation. Unless a different individual is elected by the majority of the Board of Directors at an annual meeting of the Board of Directors, 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, 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, shall have such powers and perform such duties as the Board of Directors shall from time to time designate, and shall be subject to the direction of the Board of Directors. The President shall serve as chairman of the Board of Directors unless he or she delegates such role to another officer. The President may delegate certain duties as the President deems appropriate.

The Vice President shall have such powers and perform such duties as the Board of Directors shall from time to time designate. In the absence or disability of the President, the Vice President shall have the powers and shall exercise the duties of the President of the Corporation on an interim basis, unless and until the Board of Directors designates any other officer to hold such duties on an interim basis.

The Secretary shall have such powers and perform such duties as the Board of Directors shall from time to time designate.

The Treasurer shall have such powers and perform such duties as the Board of Directors shall from time to time designate.

Such other officers may be appointed by the Board of Directors from time to time and shall have such powers and perform such duties as the Board of Directors may from time to time designate.

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 issued 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.

Section 4. Compliance. The Corporation will have a compliance plan that satisfies 42 C.F.R. § 425.300, as it may be amended. The Corporation will have a chief compliance officer who is not legal counsel to the Corporation and who reports directly to the Corporation's Board of Directors. The Corporation's chief compliance officer will have responsibility for carrying out

the compliance plan. Unless a different individual is appointed by the Board of Directors of the Corporation, the chief compliance officer of the Member shall serve as the chief compliance officer of the Corporation.

ARTICLE IX
Amendment

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