

Approved by UPA Board on February 4, 2014

**AMENDMENT TO  
AMENDED AND RESTATED BY-LAWS  
OF  
UNIVERSITY PHYSICIAN ASSOCIATES  
OF NEW JERSEY, INC.  
A NON-PROFIT CORPORATION**

The Amended and Restated By-Laws of University Physician Associates of New Jersey, Inc. (the "Corporation") are hereby amended as follows:

1. Article II, Section 1, is hereby amended by deleting the third paragraph in its entirety and replacing it with the following:

As required by the appointment letter or employment contract between the University and a faculty member, all Part-time and Voluntary Faculty members shall be required to participate in the Plan with respect to patient care services rendered or originated at the Hospital, the DOC, the Ambulatory Care Center, the Cancer Center, the BHSB, and all other NJMS - or UPA- owned, affiliated and/or operated facilities or sites or other locations assigned by the Dean, except as follows: (i) Voluntary and Part-time faculty shall not be required to participate in the Plan with respect to patient care services which are not rendered on the Campus; (ii) Voluntary faculty members are not required to participate in the Plan with respect to patient care services rendered by the Voluntary faculty members to their own private patients subsequently treated by them on the Campus; (iii) Part-time faculty members are not required to participate in the Plan with respect to patient care services rendered by the Part-time faculty members to their own private patients subsequently treated by them at University Hospital or University Hospital owned facilities; and (iv) other exceptions approved by the Board of Directors and the Dean of the School.

2. Article XII is hereby deleted in its entirety and replaced with the following:

**"EFFECTIVE DATE**

These Amended and Restated By-Laws became effective on July 1, 2013, as subsequently amended on February 4, 2014."

Dated: February 4, 2014