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H.D. Robuck, R.P.C.

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702676

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BASIC AMENDMENT

LEESBURG REGIONAL MEDICAL CENTER, INC.

Certificate of Status	0
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Amended & Restated

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

March 6, 2003

LEESBURG REGIONAL MEDICAL CENTER, INC.
600 E. DIXIE AVENUE
LEESBURG, FL 34748-5925

SUBJECT: LEESBURG REGIONAL MEDICAL CENTER, INC.
REF: 702676

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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Darlene Connell
Document Specialist

FAX Aud. #: H03000071659
Letter Number: 703A00014176

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEESBURG REGIONAL MEDICAL CENTER, INC.**

ADOPTED EFFECTIVE: March 5th, 2003

The following Amended and Restated Articles of Incorporation were unanimously adopted by the members of Leesburg Regional Medical Center, Inc., a Florida not for profit corporation, at a meeting of such members held on March 4th, 2003. Such Amended and Restated Articles of Incorporation shall supersede, effective March 5th, 2003, the Articles of Incorporation of such corporation, and all amendments thereto, previously in effect and on file with the Florida Secretary of State.

BE IT RESOLVED, that the Articles of Incorporation of Leesburg Regional Medical Center, Inc., a Florida not for profit corporation, as amended, be and hereby are amended to read in their entirety as follows:

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEESBURG REGIONAL MEDICAL CENTER, INC.**

ADOPTED EFFECTIVE: March 5th, 2003

ARTICLE I. NAME

The name of the Corporation is Leesburg Regional Medical Center, Inc.

ARTICLE II. CORPORATE MEMBER

The Corporation shall have one (1) Corporate Member: Central Florida Health Care Development Corporation, a Florida not for profit corporation. The Corporate Member shall have such powers reserved to it as shall be set forth in the Bylaws of the Corporation.

ARTICLE III. PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 600 East Dixie Avenue, Leesburg, Florida 34748.

ARTICLE IV. PURPOSES

The Corporation is organized and shall be operated exclusively as a not for profit corporation for charitable, scientific and educational purposes. Such purposes shall include, but not be limited to, the following:

1. Establishing, owning, operating and maintaining one or more hospitals for the care of persons suffering from illness and/or disabilities without regard to race, creed, color, sex, religious belief or national origin;
2. Establishing, operating or furnishing inpatient and outpatient facilities and services, including but not limited to clinics, laboratories, home health agencies, long-term and rehabilitative care, and pharmacies, for the care of persons suffering from illness and/or disabilities;
3. Carrying on educational activities related to rendering care to the sick and injured or the promotion of health;
4. Promoting and carrying on scientific research related to the care of the sick and injured;

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5. Training and providing continuing education for persons engaged in providing health care-related services;
6. Receiving by way of gift, purchase, grant, devise, will or otherwise, property (whether real, personal or mixed, and holding, using, maintaining, leasing, donating, pledging, encumbering, loaning, selling, conveying and otherwise disposing of all such property in furtherance of the objectives and purposes of the Corporation.
7. Participating, to the extent that the Board of Directors of the Corporation deems that circumstances warrant, in any activity designed to promote the general health of individuals residing in Central Florida; and
8. Engaging in any lawful act or activity in furtherance of the foregoing purposes.

ARTICLE V. LIMITATION ON CORPORATE POWERS

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Corporate Member (unless the Corporate Member then qualifies as an exempt organization under Section 115 or Section 501(c)(3) of the Code), 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 IV and except that the Corporation shall be authorized and empowered to make distributions upon partial liquidation to its Corporate Members that qualify as exempt organizations under Section 115 or Section 501(c)(3) of the Code;
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office; and
3. The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

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ARTICLE VI. METHOD OF ELECTION OF DIRECTORS

The Corporation's directors shall be elected in the manner set forth in the Corporation's Bylaws.

ARTICLE VII. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 610 East Main Street, Leesburg, Florida 34748, and the registered agent at such office is H.D. Robuck, Jr., P.A., whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE VIII. DISTRIBUTION UPON DISSOLUTION OR LIQUIDATION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the City of Leesburg, Florida (the "City"), if (i) it is then in existence and exempt from federal taxation under Section 115 of the Code, and (ii) the Lease between the City of Leesburg, Florida and the Corporation (formerly known as Leesburg Hospital Association, Inc.), dated as of April 1, 1982, as amended (the "Lease"), then contains a provision requiring such assets to be distributed to the City upon the Corporation's dissolution. If, at such time, the City is not in existence, or is not exempt as described above, or the Lease no longer contains such provision, then the Board of Directors shall distribute all of the assets of the Corporation to the Corporate Member, if then in existence and exempt from federal taxation under Section 501(c)(3) of the Code, or to the successor or assign of the Corporate Member, if such successor or assign is exempt as described above, and if the Corporate Member shall then be dissolved, not exempt as described above, or its successor or assign is not exempt as described above, then to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as the Board of Directors shall determine which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 115 of the Code. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the County in the State in which the principal office of the Corporation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes. The Corporate Member agrees not to take any actions which will result in the judicial dissolution of the Corporation.

ARTICLE IX. AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended only upon the approval of the Corporate Member.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has

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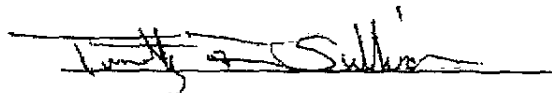
H.D. Robuck J.R.P.A.

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executed these Amended and Restated Articles of Incorporation as of March 5th, 2003.

A handwritten signature in black ink, appearing to read "Timothy Sullivan", is written over a horizontal line.

Timothy Sullivan, Chairman

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