

726307

ADVENTIST
HEALTH SYSTEM

Federal Express

December 14, 2000

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*****43.75 *****43.75

Secretary of State
Corporations Division
409 East Gaines Street
Tallahassee, Florida 32399

RE: Articles of Amendment
Adventist Health System/Sunbelt, Inc.

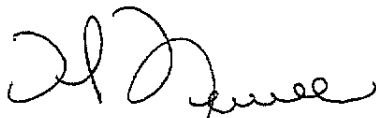
Dear Madam:

Please find enclosed the Articles of Amendment, together with our check in the amount of \$43.75, which we understand is the fee for recording the enclosed Articles of Amendment and returning to our attention a certified copy of the Articles of Amendment for our files.

If at all possible, we would appreciate your returning the requested document to our attention by using the enclosed Federal Express air bill.

Should you have any questions, please give us a call.

Sincerely,



T. L. Trimble, Vice President
Legal Services

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Enclosures (2)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 1:13

Amend

V. SHEPARD DEC 21 2000

**ARTICLES OF AMENDMENT
TO
RESTATED ARTICLES OF INCORPORATION
OF
ADVENTIST HEALTH SYSTEM/SUNBELT, INC.
(A Corporation Not For Profit)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 DEC 15 PM 1:13

Pursuant to the provisions of Section 617.1006, Florida Statutes, the undersigned corporation hereby certifies as follows:

1. The name of this Corporation is Adventist Health System/Sunbelt, Inc.
2. Article VI, ("Officers"), Section 1(a) ("Board Officers") shall be deleted in its entirety, and the following inserted in lieu thereof:

Board Officers. Board Officers shall include a Chair of the Board of Directors, two Vice Chairs, and a Secretary.

3. The provisions of Article VI ("Officers"), Section 1(c) ("Administrative Officers") shall be deleted in its entirety, and the following inserted in lieu thereof:

Administrative Officers. Administrative Officers of this Corporation may include a Chief Executive Officer and other executives as appointed by the President.

4. Article VII ("Board of Directors and Executive Committee"), Section 1 ("Governance") shall be deleted in its entirety, and the following inserted in lieu thereof:

The business affairs and the funds of this corporation shall be under the control and management of a Board of Directors and its Executive Committee. The number of directors of this corporation shall not exceed twenty-two (22). The number of directors may be increased or decreased from time to time, either by amendment of the Restated Articles of Incorporation of

this corporation or by amendment of the Bylaws of this corporation.

5. Article X ("Dissolution") shall be deleted in its entirety, and the following inserted in lieu thereof:

This corporation is not organized, nor shall it be operated, for the pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to its members and it is organized solely for non profit purposes. The property, assets, profits or net income of this corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of this corporation shall be distributed to the Southern Union Conference of Seventh-day Adventists, the Southwestern Union Conference of Seventh-day Adventists, and the Lake Union Conference of Seventh-day Adventists, all of which are organized and operated exclusively for religious and charitable purposes and have operated exclusively for religious and charitable purposes and have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code in accordance with a plan of distribution adopted by the Board of Directors at a meeting duly called and convened, at which a quorum was present and not less than two-thirds (2/3) of the directors presented cast an affirmative vote for the plan of distribution, such plan of distribution to be consistent with the provisions of this Article X.

The identity of the party to receive the assets shall be determined by the

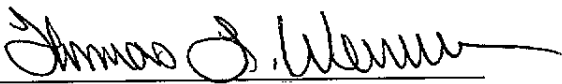
location from which the assets were derived can be determined and said source is other than the union conference wherein the assets are located, the asset shall be disbursed to the union conference from which it is shown to have been derived.

6. The Articles of Amendment were duly adopted by the membership of Adventist Health System/Sunbelt, Inc., effective December 12, 2000, in accordance with the provisions of the Bylaws. The number of votes cast for the amendments were sufficient for approval.

IN WITNESS WHEREOF, the undersigned Thomas L. Werner, the President of the corporation, has executed these Articles of Amendment on December 13, 2000.

ADVENTIST HEALTH SYSTEM/
SUNBELT, INC.

By:


Thomas L. Werner
President

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