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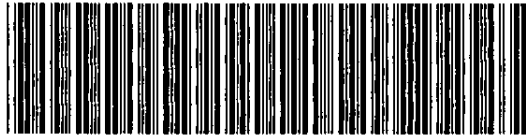
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Amended & Restated

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Articles & name Change

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2012 NOV 26 PM 4:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*DR
4/27/12*

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Alliance Healthcare Foundation, Inc.

DOCUMENT NUMBER: 740885

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Philip J. Braun

(Name of Contact Person)

Central Florida Health Alliance

(Firm/ Company)

600 East Dixie Avenue

(Address)

Leesburg, FL 34748

(City/ State and Zip Code)

pbraun@cfhalliance.org

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Philip J. Braun

(Name of Contact Person)

at (352) 323-5924

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
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Certified Copy
(Additional Copy is
Enclosed) |
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Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
ALLIANCE HEALTHCARE FOUNDATION
A FLORIDA NOT FOR PROFIT CORPORATION**

ADOPTED: November 13, 2012

FILED

NOV 26 PM 4:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617 of Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

ARTICLE I

Name

The name of the Corporation is hereby changed to the **LEESBURG REGIONAL MEDICAL CENTER FOUNDATION, INC.** (the "Corporation").

ARTICLE II

Members

The Corporation shall have one (1) Corporate Member who shall be **LEESBURG REGIONAL MEDICAL CENTER, INC.**, a Florida not for Profit Corporation.

ARTICLE III

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Principal Office

The street address of the principal office of the Corporation is at 701 N. Palmetto Street, Suite G, Leesburg, Florida 34748.

ARTICLE V

Purposes

1. The specific and primary purposes for which the Corporation is organized are to receive and hold cash or other personal property or receive real property and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof, exclusively for charitable, religious, scientific, literary or educational purposes whether directly or by contributions to any organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, such funds shall be paid to Central Florida Health Alliance, Inc. or its affiliates or subsidiaries.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services

rendered to or for the Corporation affecting one or more of its purposes) and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, deliver all assets of the Corporation to the LEESBURG REGIONAL MEDICAL CENTER, INC, if still in existence and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or, if not still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, then the net assets of the Corporation shall be paid to CENTRAL FLORIDA HEALTH ALLIANCE, INC., if still in existence and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the

corresponding provision of any future United States Internal Revenue Law), or, if not still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, then the net assets of the Corporation shall be paid to another 501(c)(3) Foundation providing health care in the areas within and surrounding the City of Leesburg.

ARTICLE VI
Limitation on Corporate Powers

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, 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, a private party, including the member(s), directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3 The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
Appointment Of Board of Directors

The number of Directors and method of appointment shall be in manner set forth in Corporate Bylaws.

ARTICLE VIII
Initial Registered Office and Registered Agent

The registered office of the Corporation is located at 600 East Dixie Avenue, Leesburg, Florida 34748 and the registered agent at such office is Philip J. Braun, whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE IX
Distribution Upon Dissolution or Liquidation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the corporation to Leesburg Regional Medical Center, Inc., if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. If Leesburg Regional Medical Center, is then not so exempt, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to Leesburg Regional Medical Center, Inc., as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organization and operated exclusively for charitable, educational, and scientific purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code. No director, officer, member, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE X
Amendments

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

This Amended and Restated Articles of Incorporation have been sufficiently approved by the Corporate Member and **IN WITNESS WHEREOF**, the undersigned person has executed these Amended Articles of Incorporation as of November 13, 2012.



Robert Q. Williams, Esq. Chairman

CONSENT REGISTERED AGENT

I, Philip J. Braun, hereby accept and consent to my appointment as registered agent of the Leesburg Regional Medical Center Foundation, Inc.


Philip J. Braun