

770084



ACCOUNT NO. : 072100000032

REFERENCE : 687530 4340257

AUTHORIZATION :

COST LIMIT : \$ 52.50

Patricia Pizit

FILED
00 MAY 10 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : May 5, 2000

ORDER TIME : 4:37 PM

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ORDER NO. : 687530-025

CUSTOMER NO: 4340257

CUSTOMER: Kathleen Haggerty, Legal Asst.
Smith, Hulsey & Busey
225 Water St. / Ste. 1800
First Union National Bank Twr.
Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: BAPTIST/ST. VINCENT'S
PROPERTIES, INC.

EFFECTIVE DATE: _

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

(2)

Amend + N.C.

G. COULLETTE MAY 11 2000

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: _____

RECEIVED
00 MAY 10 PM 4:54
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

*o.k. to remove
initial from directors
per Janine*

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
BAPTIST/ST. VINCENT'S PROPERTIES, INC.**

FILED
00 MAY 10 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of this Corporation is Baptist/St. Vincent's Properties, Inc.

B. Amendments to the Articles of Incorporation were adopted on May 1, 2000, by the sole Member of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (1999), to amend its name, delete historical information contained in Article X and to amend the provisions for approval of amendments to the Bylaws of this Corporation stated in Article IX of the Articles of Incorporation and for approval of amendments to the Articles of Incorporation of this Corporation stated in Article XI, renumbered after amendment as Article X, as follows:

"ARTICLE I - NAME

The name of this Corporation shall be Baptist Health Properties, Inc."

"ARTICLE IX - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation."

"ARTICLE XI - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Member.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments and restatements to them.

E. The Member of this Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAPTIST HEALTH PROPERTIES, INC.**

ARTICLE I - NAME

The name of this Corporation shall be Baptist Health Properties, Inc.

ARTICLE II - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all of the members, this Corporation may be dissolved. In the event of the liquidation or dissolution of this Corporation, whether voluntary or involuntary, the assets of this Corporation, after the payment of all of the debts of this Corporation and expenses of dissolution, shall be distributed to any of this Corporation's members that is a corporation or other entity formed and operated exclusively to receive and administer funds for scientific, educational or charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and is qualified as such (hereinafter referred to as "charitable organizations") and that is permitted to receive such assets under Florida law or, if there are none, to any other charitable organization. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members (other than members that are charitable organizations, which, to the extent permitted under Florida law, shall receive a distribution of all of the assets of this Corporation), directors or officers of this Corporation.

ARTICLE III - GENERAL PURPOSES OF THE CORPORATION

The purposes for which this Corporation is organized are:

(a) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Code. No part of the net earnings of this Corporation shall inure to the benefit of or be distributable to its directors or officers or to other private persons, except that this 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 above.

(b) To acquire real property and other assets by purchase, grant, bequest or otherwise.

(c) To own or lease, own or lease and operate, manage and otherwise utilize or dispose of real property and other assets for the purposes of distributing the net income to a tax-exempt organization as hereinabove defined.

(d) To operate without regard to race, creed, sex, religion or national origin.

(e) To make grants to other charitable organizations.

(f) To carry out its functions such that no substantial part of the activities of this Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. This Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

(g) To have and exercise all powers of any corporation not for profit under the laws of the State of Florida, as in effect from time to time. No part of the assets, income, or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except as provided herein and except to the extent permitted under Chapter 617, Florida Statutes.

(h) To engage in any lawful business or activity not prohibited by these Articles of Incorporation.

(i) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code and the regulations promulgated thereunder as they now exist or as they may hereafter be amended.

ARTICLE IV - MEMBERS

This Corporation is organized without capital stock. The qualifications of members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207, and the name of its registered agent at this address is Harvey Granger.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 800 Prudential Drive, Jacksonville, Florida 32207, and its mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Corporation are to be managed by a Board of Directors of not less than five nor more than 18 individuals. The names and addresses of the members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
T. O'Neal Douglas, Sr.	Independent Life Insurance Company One Independent Drive Jacksonville, Florida 32276
Henry W. Hill	Suite 1803 Gulf Life Tower Gulf Life Drive Jacksonville, Florida 32207
Richard H. Malone	800 Prudential Drive Jacksonville, Florida 32207
William C. Mason	800 Prudential Drive Jacksonville, Florida 32207
J. Larry Read	800 Prudential Drive Jacksonville, Florida 32207
Robert L. Rowe, Jr.	1109 Barnett Bank Building Jacksonville, Florida 32202

Judson S. Whorton

American Heritage Life Insurance
Company
11 East Forsyth Street
Jacksonville, Florida 32202

ARTICLE VIII - METHOD OF ELECTION OF BOARD OF DIRECTORS

The manner in which the directors are to be elected shall be stated in the Bylaws.

ARTICLE IX - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

ARTICLE X - AMENDMENTS

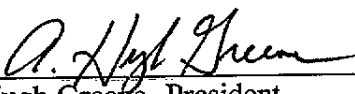
This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until ratified by the Member of this Corporation.

ARTICLE XI - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

IN WITNESS WHEREOF, Baptist/St. Vincent's Properties, Inc. has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be signed in its name by its President this 1st day of May, 2000.

BAPTIST/ST. VINCENT'S PROPERTIES, INC.

By: 
A. Hugh Greene, President

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