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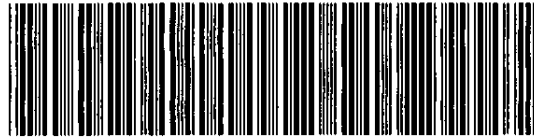
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 15 2010

CARY A. HARDEE, II

Attorney at Law
170 Southwest Pinckney Street
Madison, Florida 32340

Office 850/973-4007
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P. O. Drawer 450
Madison, FL 32341

January 7, 2010

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

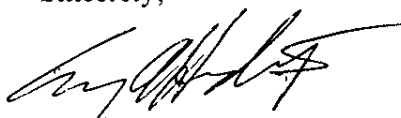
Re: **FRIENDS OF THE HOSPITAL, INC.**
My File No.: 7321

Dear Madam or Sir:

Please find enclosed the original Articles of Incorporation which includes the Designation and Acceptance of the Registered Agency for the above non-profit corporation. Also enclosed is my check in the amount of \$78.75 which represents the fee to file the documents and to have a certified copy returned to me.

I trust you will find everything to be in order. If you require anything additional, please do not hesitate to contact me.

Sincerely,



Cary A. Hardee, II

CAH/eh
Enclosures

**ARTICLES OF INCORPORATION
OF
FRIENDS OF THE HOSPITAL, INC.**

The undersigned incorporator hereby files these Articles of Incorporation of Friends of the Hospital, Inc. with the Florida Department of State. These articles shall be effective upon the filing of these Articles with the Florida Department of State. Friends of the Hospital, Inc. (this "Corporation") shall continue as a Florida Not-for-Profit Corporation under the laws of the State of Florida, Chapter 617.

ARTICLE I – NAME

The name of this Corporation shall be Friends of the Hospital, Inc.

ARTICLE II – DURATION

This Corporation shall exist perpetually.

ARTICLE III – PURPOSES, LIMITATIONS AND DISSOLUTION

Section 3.1. Purposes. The Corporation is organized exclusively for charitable, public scientific, and educational purposes, including, without limitation, the following:

The purpose of this organization shall be to maintain an association of persons vitally interested in the Madison County Memorial Hospital owned by the Madison County Health and Hospital District, a special district of the State of Florida and operated by Madison County Health Hospital Systems, Inc., a not for profit corporation of the State of Florida (hereinafter the "hospital") (any change in the location of the hospital or the name of the hospital shall not affect this organization provided that the library remains in within Madison County, Florida); to stimulate the full use of the hospital's resources and services; to receive and encourage gifts and memorials to the hospital; and to provide communication with and meetings of interest for the membership. This corporation is organized exclusively for charitable, educational and literary purposes, including, for such purposes, the making of distributions to

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organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3.2. Other Activities. Subject to the restrictions and limitations in these Articles, the Corporation may engage in all lawful activities that are necessary or desirable to advance the purposed described in this Article and may cooperate with other individuals, organizations, institutions, foundations and agencies having similar purposes.

Section 3.3. Powers and Limitations on Activities. The Corporation shall have all the powers of a not-for-profit corporation under Florida law. However, (a) no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any 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 this Article III; (b) 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 publishing or distribution of statements) any political campaign on behalf of any candidate for public office; and (c) notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, or (b) by a corporation, described in Sections 170(c), 170(b)(1)(A), 2055(a) and 2522(a) of the Internal Revenue Code of 1986 or the corresponding provision of any future Federal Tax Law. Any references to the Internal Revenue Code and provisions thereof shall include successor provisions of any future corresponding Federal Tax Law.

Section 3.4. Dissolution. Upon the dissolution of the Corporation, all assets which remain after payment of all liabilities of the Corporation shall be distributed, at the sole discretion of the Board of Directors, to the Madison County Health Hospital Systems, Inc.

and if it is then qualified as an exempt organization under section 501(c)(3) of the Internal Revenue Code and is then described in Section 170(c), 170(b)(1)(A), 2055(a) and 522(a) of the Internal Revenue Code; or, (2) the Madison County Health and Hospital District.

ARTICLE IV – NON-STOCK CORPORATION AND MEMBERS

This Corporation is organized under a non-stock basis. The Corporation shall have one class of membership. Any individual who is interested in and in accord with the purpose set forth in Article III hereof is eligible for membership in this organization and becomes a member upon payment of dues. Members whose dues are paid are eligible to vote on matters concerning the organization.

ARTICLE V – MANAGEMENT OF AFFAIRS-BOARD OF DIRECTORS

Section 5.1. General. The affairs of the Corporation shall be managed by a Board of Directors, consisting of not less than five (5) persons having the right to vote, including the Chairman of the Board and at least four other persons.

Section 5.2. Appointment of Directors. The Directors shall be appointed by a majority vote of the Madison County Health and Hospital District. However, the Board of Directors of the Madison County Health and Hospital District shall have the authority to remove any or all of the Directors at any time and appoint their successors. All rights and powers of a Director shall immediately cease upon his or her removal.

Section 5.3. Voting. A quorum of the Board shall consist of one-third of the number of voting Directors then serving under Section 5.1. The affirmative vote of a majority of the Directors present shall constitute the act of the Board unless otherwise required by the Articles of Incorporation or Bylaws. Notwithstanding any provision of these Articles to the contrary, when the number of voting Directors is less than three (3), a unanimous vote is required.

Section 5.4. Initial Board Members. The names, addresses and terms of the persons who are to serve on the Board until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
Thomas R. Hardee	431 Robinwood Drive, Madison, Florida 32340
Tim Sanders	Madison County Courthouse, Madison, Florida 32340
Joe Peavy	5188 North State Road 53, Madison, Florida 32340
Rosa Richardson	259 Southeast Bamboo Trail, Madison, Florida 32340
Kay Harris	5340 State Road 53 South, Madison, Florida 32340
Jim Sale	369 North Washington Avenue, Madison, Florida 32340
Jada Woods	

ARTICLE VI-COMMITTEES

Section 6.1. Committees. The Board may designate committees as provided in the Bylaws or by resolution. Each member of a committee shall serve at the pleasure of the Board. Each such committee shall exercise those powers designated in the Bylaws or in the resolution forming the committee.

ARTICLE VII – OFFICERS

The officers of the Corporation shall be a President of the Board and such other officers as set forth in the Bylaws of the Corporation. The election of officers; their terms of office; the persons who may serve in an office; and their duties and responsibilities shall be controlled by the Bylaws.

ARTICLE VIII – AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended, modified, or rescinded only upon approval of the Members. The Board of Directors may propose amendments to these Articles of Incorporation if such proposed amendment is approved for proposal to the Members by a two-thirds vote of the Directors present and voting at any annual meeting or special meeting called for that purpose, and, in addition, approval by a two-thirds vote of the Board of Directors of the Madison County Health and Hospital District.

ARTICLE IX – AMENDMENTS TO BYLAWS

The Bylaws may be amended at any time by the Board of Directors provided the amendment has first been submitted to and approved in writing by the Board of Directors of the Madison County Health and Hospital District, in which case the Bylaw amendment shall be effective upon its adoption by the Board (unless a later date is specified in the amendment). Amendments to the Bylaws shall be made by a majority vote of the Directors present at any special meeting of the Board after approval by the Board of Directors of the Madison County Health and Hospital District. Promptly after the Bylaws are adopted or amended, the Secretary shall furnish a certified copy of the amended bylaws to the Members. In any matter in which a provision of the Bylaws contradicts a provision of these Articles, these Articles shall control.

ARTICLE X – PRINCIPAL OFFICE

The principal office and mailing address of the Corporation shall be:

303 Northeast Marion Street
Madison, Florida 32340

ARTICLE XI – REGISTERED AGENT AND OFFICE

The name and street address of the registered agent and office of the Corporation are:

Mr. Thomas R. Hardee
431 Southeast Robinwood Drive
Madison, Florida 32340

ARTICLE XII – REPORTS

The Board shall submit to the Members written financial statements and reports detailing the Corporation's operations and any other matter requested by the Members. The reports shall be submitted as the Members shall require.

ARTICLE XIII – ACTIONS REQUIRING MEMBERS' CONSENT

The Corporation may not take any of the following actions unless the Board of Directors consent:

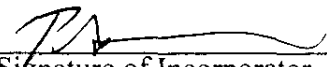
- A. the opening or closing of any of the Corporation's offices.
- B. The mortgage or pledge, or creation of a security interest in, or conveyance of title to, all or any part of the property and assets of the Corporation of any description (except for purchase money mortgages or sales made for market value in the ordinary course of business).
- C. The sale of all or substantially all of the assets of the Corporation or the merger with or acquisition of any other entity.
- D. Except as otherwise directed in advance and in writing by the Members, the execution of any contract having a term greater than twelve (12) months through which management, financial, administrative, or fund-raising services will be provided to the Corporation.
- E. The termination of the activities or dissolution of the Corporation.
- F. The appointment of a receiver for the Corporation, commencement of bankruptcy proceedings for the Corporation, any general assignment by the Corporation for the benefit of its creditors, or the like.

ARTICLE XIV – INCORPORATOR

is: The name and street address of the incorporator of this Corporation

Thomas R. Hardee
431 Southeast Robinwood Drive
Madison, Florida 32340

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on December 30, 2009.



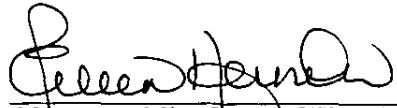
Signature of Incorporator

STATE OF FLORIDA

COUNTY OF MADISON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, one, Thomas R. Hardee, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal
on this 30th day of December, 2009.



Notary Public, State of Florida

My Commission Expires:



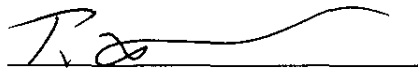
EILEEN HERNDON
Notary Public, State of Florida
My Comm. Expires Oct. 31, 2011
Comm No DD 724467

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND
AGENT FOR THE SERVICE OF PROCESS WITHIN
FLORIDA**

In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following
is submitted:

Friends of the Hospital, Inc. hereby designates Thomas R. Hardee, as its registered
agent to accept service of process within this State.

Dated this 30th day of December, 2009.




Thomas R. Hardee

Having been named as registered agent to accept service of process for the above

Corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 30th day of December, 2009.



Thomas R. Hardee

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