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2-1-03SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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BASIC AMENDMENT**UNIVERSITY MEDICAL CENTER FOUNDATION, INC.**

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**ARTICLES OF AMENDMENT
OF THE ARTICLES OF INCORPORATION
OF
UNIVERSITY MEDICAL CENTER FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of the Corporation is University Medical Center Foundation, Inc.
- B. Amendments to the Articles of Incorporation were adopted on January 30, 2003, to be effective February 1, 2003, by action of the sole Member of the Corporation to amend and restate in their entirety the provisions of Article I, Section (a) of Article IV and Article VII.
- C. As a result of that action, the noted provisions of the Articles of Incorporation shall read as follows, effective February 1, 2003:

**Article I
Name**

The name of the Corporation is Shands Jacksonville Foundation, Inc.

EFFECTIVE DATE

2-1-03

**Article IV
Purposes**

(a) To support and encourage health care, medical, human and related services in North Florida and surrounding areas by operating for the benefit of Shands Jacksonville Medical Center, Inc., which organization is qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"), as amended from time to time, or the corresponding provision of any subsequent federal tax law, and which organization is described in Section 509(a)(1) of the Code as a public charity; provided, however, that if Shands Jacksonville Medical Center, Inc. ceases to qualify under Section 501(c)(3) of the Code and be described in either Section 509(a)(1) or 509(a)(2) as a public charity, then one or more affiliates or subsidiaries of Shands Jacksonville Medical Center, Inc. that are organized and operated exclusively for charitable, scientific, health and educational purposes and are described in Section 501(c)(3) and either Section 509(a)(1) or Section 509(a)(2) of the Code shall be substituted for Shands Jacksonville Medical Center, Inc.

**Article VII
Manner of Election of Directors**

The number and manner of election of Directors of the Corporation shall be as provided in the Bylaws.

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JAN-30-2003 THU 04:18 PM SMITH HULSEY & BUSEY

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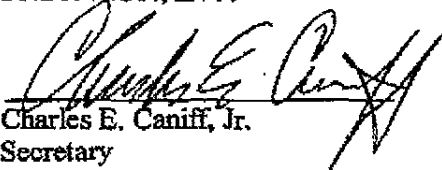
D. There are no other amendments to the Articles of Incorporation.

E. The sole Member of the Corporation was entitled to vote on these amendments, and the number of votes cast for the amendments was sufficient for approval by the sole Member.

IN WITNESS WHEREOF, University Medical Center Foundation, Inc. has caused these Articles of Amendment to be signed in its name by its Secretary on this 30th day of January, 2003.

**UNIVERSITY MEDICAL CENTER
FOUNDATION, INC.**

By:


Charles E. Caniff, Jr.
Secretary

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