LAW OFFICES
BRANNEN, STILLWELL & PERRIN, P.A.

JOE S. BRANNEN*
CLARK A. STILLWELL
DONALD F. PERRIN**
KEVIN K. DIXON
DENISE A. LYN

*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

(352) 726-6767
FAX # (352) 726-8283
BANK OF INVERNESS BLDG.
320 HIGHWAY 41 SOUTH
INVERNESS, FLORIDA 34450

Mailing Address:
POST OFFICE BOX 250
INVERNESS, FLORIDA 34451-0250

N19863

October 27, 1998

100002674411--9
-10/28/98--01056--011
*****43.75 *****43.75

Secretary of State
Division of Corporations
Amendment Section
Post Office Box 6327
Tallahassee, FL 32314

Re: Citrus Memorial Health Foundation, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Amendment of Citrus Memorial Health Foundation, Inc. Please file the original and return a certified copy to my office. Also enclosed is my firm's check in the amount of $43.75 representing the filing fee of $35.00 and $8.75 for a certified copy of the Articles of Amendment.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.

Clark A. Stillwell

Spoke to Clark Stillwell about number of votes cast was sufficient for approval & printing names of officers under signatures on 11-2-98 DMS

CAS/mcs
Enclosures
C:\WPDOCS\HEALTH\SECSTATE.LTR

Amend 11-2-98 DMS

FILED
98 OCT 28 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF AMENDMENT

OF

CITRUS MEMORIAL HEALTH FOUNDATION, INC.

(A Florida Not-For-Profit Corporation)

CITRUS MEMORIAL HEALTH FOUNDATION, INC., a Florida corporation not-for-profit, through its undersigned President and Secretary, hereby amend its Articles of Incorporation as follows:

7.3 <u>**DIRECTOR CATEGORIES AND TERM OF OFFICE.**</u>

There shall be two (2) categories of directors: Hospital Directors and At Large Directors.

> 7.3.2 <u>AT LARGE DIRECTORS.</u> There shall be a minimum of five (5) and a maximum of nine (9) At Large Directors who shall initially be the nine (9) Directors currently serving as Directors of the Corporation. Thereafter, Directors shall be nominated by the Board of Directors in the manner as shall be fixed in the Bylaws from time to time. The terms of the Directors shall be staggered at intervals of two, three and four years. At Large Directors shall be eligible to serve no more than *four (4) consecutive terms*, including his or her initial terms; provided, however, a former At Large Director shall again become eligible for Board membership one (1) year following the expiration of his or her most recently concluded term on the Board. At Large Directors holding the office of Chairman or Vice Chairman of the Citrus County Hospital Board will serve both seats.

Effective upon the foregoing amendment being accepted and approved by the Secretary of State of Florida, the Articles of Incorporation of the corporation shall be amended to include Article VII, Section 7.3.2 as set forth above.

The foregoing amendment was adopted in writing by the Directors of the corporation on October 26, 1998. There are no members.

FILED
98 OCT 28 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Secretary of this corporation have executed these Articles of Amendment this 26th day of October, 1998.

Chairman of the Board Stephen W. Alcorn

Secretary