

N19863

BRANNEN, STILLWELL & PERRIN, P.A.

JOE S. BRANNEN*
CLARK A. STILLWELL
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*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

June 13, 2000

(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

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

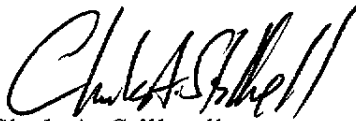
Re: Citrus Memorial Health Foundation, Inc.

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

CAS/mcs
Enclosures
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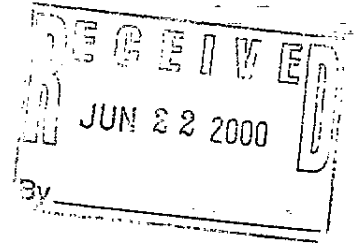
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 2:08

Amend

V. SHEPARD JUN 28 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State



June 20, 2000

CLARK A. STILLWELL
POST OFFICE BOX 250
INVERNESS, FL 34451-0250

SUBJECT: CITRUS MEMORIAL HEALTH FOUNDATION, INC.
Ref. Number: N19863

We have received your document for CITRUS MEMORIAL HEALTH FOUNDATION, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must state that there are no members or members entitled to vote.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 400A00034953

RECEIVED
00 JUN 27 AM 8:00
DIVISION OF CORPORATIONS

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

JOE S. BRANNEN*
CLARK A. STILLWELL
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KEVIN K. DIXON
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*OF COUNSEL
**BOARD CERTIFIED IN REAL ESTATE

June 23, 2000

(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

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:

Pursuant to your request, enclosed please find the original Articles of Amendment of Citrus Memorial Health Foundation, Inc. with the revisions contained therein. Please file the original and return a certified copy to my office.

Very truly yours,

BRANNEN, STILLWELL & PERRIN, P.A.



Clark A. Stillwell

CAS/ts

Enclosures

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**ARTICLES OF AMENDMENT
OF
CITRUS MEMORIAL HEALTH FOUNDATION, INC.
(A Florida Not-For-Profit Corporation)**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JUN 27 PM 2:08

Pursuant to unanimous vote of the Board of Directors of Citrus Memorial Health Foundation, Inc. taken on May 29, 2000 as authorized by the Articles of Incorporation and further, that there are no members or members entitled to vote on said amendment, CITRUS MEMORIAL HEALTH FOUNDATION, INC., a Florida not-for-profit corporation, through its undersigned Chairman, JOSEPH S. BRANNEN and Secretary, ALIDA LANGLEY, hereby amend its Articles of Incorporation as follows:

7.3 DIRECTOR CATEGORIES AND TERM OF OFFICE.

There shall be three (3) categories of directors: Hospital Directors, At Large Directors and an Ex Officio Director.

7.3.1 Hospital Directors. Two (2) members of the Board of Directors shall consist of the Chairman and Vice Chairman of the Citrus County Hospital Board. A member of the Board of Directors serving thereon by reason of his or her holding the office of Chairman or Vice Chairman of the Citrus County Hospital Board shall serve on the Board of Directors of the Corporation for as long, and only as long, as he or she continues to hold the office of Chairman or Vice Chairman of the Citrus County Hospital Board.

7.3.2 At Large Directors. There shall be a minimum of five (5) and a maximum of eleven (11) 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.

7.3.3 Ex Officio Director. The Chief/President of the medical staff shall serve as an ex-officio, non voting member of the Citrus Memorial Health Foundation Board representing the medical staff of Citrus Memorial Hospital. The ex-officio member shall be excused from special meetings, executive sessions, strategic business planning meetings, and discussions of competitive sensitive issues.

In the event the Chief/President of the medical staff serves on a board of a competing hospital or major healthcare provider; then the Vice Chief/Vice President of the medical staff will serve as an ex-officio member of the Citrus Memorial Health Foundation Board representing the medical staff of Citrus Memorial Hospital.

Effective upon the foregoing amendment being accepted and approved by the Secretary of State of the State of Florida, the Articles of Incorporation of the corporation shall be amended to include Article VII, Sections 7.3, 7.3.1, 7.3.2 and 7.3.3 set forth above.

The foregoing amendment was adopted in writing by the Directors of the corporation on May 22, 2000.

IN WITNESS WHEREOF, the undersigned Chairman of the Board of Directors and Secretary of this corporation have executed these Articles of Amendment this 13th day of June, 2000.



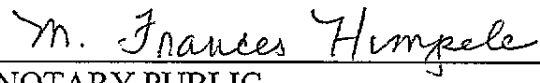
JOSEPH S. BRANNEN
Chairman of the Board



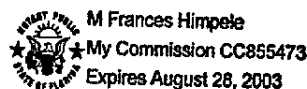
ALIDA LANGLEY
Secretary

STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on this 13th day of June, 2000, by JOSEPH S. BRANNEN, Chairman of the Board, who is personally known by me/produced a drivers license and who did take an oath.



NOTARY PUBLIC



STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me on this 13th day of June, 2000, by ALIDA LANGLEY, Secretary, who is personally known by me/produced a drivers license and who did take an oath.



NOTARY PUBLIC

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Clark A. Stillwell
MY COMMISSION # CC925605 EXPIRES
May 1, 2004
BONDED THRU TROY FAIN INSURANCE, INC.