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Amend

*JB
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Dedicated to Client Service

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February 4, 2005

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: DOCTORS' MEMORIAL HOSPITAL, INC.

Dear Sir or Madam:

Enclosed herewith for processing are the original and one copy of the proposed Articles of Amendment to Articles of Incorporation for the above referenced corporation, together with a check in the amount of \$43.75 to cover the necessary charges.

If further information or monies are required, please contact our office. We would appreciate your returning to this firm a certified copy of the Articles of Amendment.

Thank you for your assistance in this matter.

Sincerely,
MICHAEL S. SMITH

By: Charlie Johns
Charlie Johns
Legal Assistant

/cj
Encls.

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**ARTICLES OF AMENDMENT
TO
NOT FOR PROFIT ARTICLES OF INCORPORATION
OF
DOCTORS' MEMORIAL HOSPITAL, INC.**

Pursuant to the provisions of Section 617.1002, et seq., Florida Statutes, the Articles of Incorporation of the above named corporation are amended as follows:

First: Amendments adopted:

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation shall be 333 N. Byron Butler Parkway, Perry, Florida 32347.

ARTICLE V.

DIRECTORS

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of five or more directors, the exact number to be fixed from time to time as set forth in, or in the manner prescribed by, these Articles of Incorporation or the Bylaws.

ARTICLES VII

COMPOSITION OF BOARD OF DIRECTORS

The Board of Directors shall consist of eight persons, seven of whom shall be at large, five shall be appointed by the Taylor County Board of County Commissioners, two by the

City Council of the City of Perry, Florida. One member shall be an employee of the Corporation and elected by its employees. The number of persons which shall constitute the entire Board shall be not less than five nor more than eleven. No reduction in the number of Directors shall have the effect of removing any Director prior to the expiration of his or her term of office.

ARTICLE VIII

APPOINTMENT AND VACANCIES

In the event of any vacancy or vacancies on the Board of Directors, a replacement Director or Directors of the Corporation shall be appointed by a majority vote of the Taylor County Board of County Commissioners or the City Council of the City of Perry, Florida, depending on whether the vacancy or vacancies created were appointments originally made by the Board of County Commissioners or City Council. The appointments shall be made from among those persons nominated by the Board of Directors. The Board of Directors shall solicit recommendations from the Board of County Commissioners and City Council. The Board of Directors shall, by a majority vote, forward to the Board of County Commissioners and/or the City Council a list of up to three nominees for each vacancy. The Board of County Commissioners and City Council shall make the appointment to fill the vacancy or vacancies from these three nominees recommended by the Board.

No governmental or publicly elected official shall be eligible to serve on the Board.

In the event of a vacancy in the Director position designated for the hospital employee representative, the hospital employees shall select a replacement director by a majority vote of the employees which shall be conducted in a method and manner approved by the Board of Directors.

The Chief of Medical Staff shall be appointed an ex-officio member of the Board without a right to vote. The Chief of Medical Staff may attend any regular sessions of the Board unless otherwise directed by the Board.

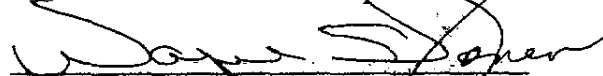
Second: The foregoing amendments were adopted on November 9, 2004, by the written consent of all the Directors of the Corporation entitled to vote on the amendments in accordance with Florida Statutes Section 617.1002, et seq.

Third: The Corporation is a non-stock, non-member corporation as provided in its Articles of Incorporation. There is no member or members entitled to vote on the amendment. The amendment was adopted by the Board of Directors.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to Articles to Not for Profit Articles of Incorporation of Doctors' Memorial Hospital, Inc. this 7 day of NOVEMBER, 2004.

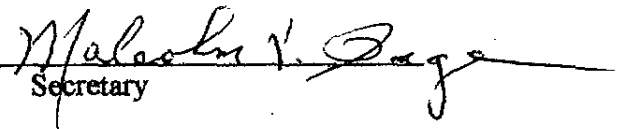
DOCTORS' MEMORIAL HOSPITAL, INC.,

A Florida Not for Profit Corporation



WAYNE JONES,
Chairman of the Board of Directors

(Corporate Seal)

ATTEST: 
Secretary