

N93000004237

BLACK, CROTTY, SIMS, HUBKA,
BURNETT, BIRCH AND SAMUELS, L.L.P.

DAVID L. BLACK
(1900-1974)
MARVIN SAMUELS
(1953-1988)

E. WILLIAM CROTTY
G. LARRY SIMS
HAROLD C. HUBKA
RANDOM R. BURNETT
DONALD M. BIRCH, JR.
KATHLEEN L. CROTTY
MARLA J. RAWNSLEY
MICHAEL D. CROTTY

ATTORNEYS & COUNSELORS AT LAW

501 N. GRANDVIEW AVENUE, 3RD FLOOR
SUNTRUST BUILDING
P.O. DRAWER 265669
DAYTONA BEACH, FLORIDA 32126-5669
TELEPHONE (904) 253-8195
FACSIMILE (904) 253-8198
E-MAIL: black@america.com

Also Available for Consultation at:
1341 G STREET, N.W., SUITE 1100
WASHINGTON, D.C. 20005
(202) 626-8500

OF COUNSEL
W. GARRETT CROTTY
PATRICK J. O'CONNOR
ROBERT L. LIPSHUTZ
GLENN R. PADGETT

GOVERNMENTAL CONSULTANT
T.K. WETHERELL*
(*Not an Attorney)

November 18, 1997

Sandra B. Mortham, Secretary
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-11/20/97--01016--004
*****35.00 *****35.00

RE: HALIFAX HEALTHY FAMILIES CORPORATION

Dear Madam Secretary:

Enclosed please find the original and one copy of the Fifth Amendment to the Articles of Incorporation for the above named corporation. After filing, please return a **stamped** copy of these Amendments to me at the above address. Also enclosed please find our firm's check in the amount of \$35.00 to cover the cost of the filing fee.

Thank you in advance for your prompt attention to this matter.

Sincerely,

Marita D. Landry
Marita D. Landry, Secretary to
Kathleen L. Crotty, Esq.

/mdl
Enclosures

FILED
97 DEC 15 PM 2:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TLL DEC 15 1997

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BURNETT, BIRCH AND SAMUELS, L.L.P.

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GOVERNMENTAL CONSULTANT
T.K. WETHERELL*
(*Not an Attorney)

December 12, 1997

Thelma Lewis
Corporate Specialist Supervisor
State of Florida
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: REFERENCE NO.: N93000004237 -HALIFAX HEALTHY FAMILIES
CORPORATION

Dear Ms. Lewis:

Enclosed please find the original and one copy of the corrected and re-executed Fifth Amendment to the Articles of Incorporation for the above named corporation. After filing, please return a stamped copy of these Amendments to me at the above address. Since we enclosed our firm's check in the amount of \$35.00 to cover the cost of the filing fee with our original letter of November 17, 1997, no additional check is enclosed.

Thank you in advance for your prompt attention to this matter.

Sincerely,



Marita D. Landry, Secretary to
Kathleen L. Crotty, Esq.

/mdl
Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 25, 1997

MARITA D. LANDRY, SECRETARY
BLACK, CROTTY, SIMS, HUBKA, ET AL
P. O. DRAWER 265669
DAYTONA BEACH, FL 32126-5669

SUBJECT: HALIFAX HEALTHY FAMILIES CORPORATION
Ref. Number: N93000004237

We have received your document for HALIFAX HEALTHY FAMILIES CORPORATION and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 297A00056372

**FIFTH AMENDMENT TO THE
ARTICLES OF INCORPORATION
OF**

HALIFAX HEALTHY FAMILIES CORPORATION

The undersigned directors, representing a majority of the Board of Directors, pursuant to Article IX of the Articles of Incorporation, hereby amend the Articles of Incorporation and the Articles of Amendment to the Articles of Incorporation in the following manner:

ARTICLE III

PURPOSES

The purposes for which the Corporation is formed are:

A. To enhance access to health care for the Central Florida community through its own efforts, or in conjunction with other entities;

B. To coordinate and facilitate outreach and educational programs pertaining to community health involving and on behalf of the Member of the Corporation and its affiliates;

C. To provide liaison between the Member of the Corporation and cooperating public and private bodies engaged in health education, preventive care, and related social service issues, and to represent the Member of the Corporation on such issues in public and private forums.

The Corporation is organized exclusively for charitable, educational and scientific purposes, as a not for profit corporation, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and its activities shall be conducted for such purposes in such a manner

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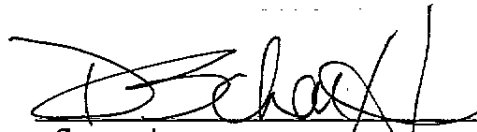
that no part of its net earnings shall inure to the benefit of any member, director officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not for profit corporations under Chapter 617, Florida Statutes; provided however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Code. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes hereinabove set forth, including the payment of expenses incidental thereto, and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of the Corporation's activities shall inure to the benefit of any individual, and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

All other Articles of the Articles of Incorporation and the Amendments thereto shall remain in full force and effect.

SECRETARY'S CERTIFICATE

This is to certify that the foregoing Fifth Amendment to the Articles of Incorporation of Halifax Healthy Families Corporation, a Florida Not-For-Profit Corporation, have been duly adopted by the requisite vote by the Board of Directors of said Corporation on this 30 day of October, 1997. There are no members of the Corporation who are entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting Secretary of the Corporation, has signed this Certificate and affixed the seal of the Corporation herein dated this 10 day of December, 1997.

A handwritten signature in dark ink, appearing to read "D. Schaff", is written over a horizontal line.

Secretary
Halifax Healthy Families Corporation

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, the undersigned authority, personally appeared Dea Schaffer, Secretary of the Board of Directors of HALIFAX HEALTHY FAMILIES CORPORATION, a corporation not for profit, personally know to me, and acknowledged before me that she/he executed the above and foregoing Third Amendment to the Articles of Incorporation of HALIFAX HEALTHY FAMILIES CORPORATION.

WITNESS my hand and seal in the County and State aforesaid this 10 day of December, 1997.

Gloria M. Rich
Notary Public State of Florida
My Commission Expires:



GLORIA M. RICH
MY COMMISSION # CC475456 EXPIRES
July 20, 1999
BONDED THRU TROY FARM INSURANCE, INC.