N95000004486

THE UNITED STATES CORPORATION COMPANY

97 DEC 24 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 648838 4312787

AUTHORIZATION : Patricia Pizzuti

COST LIMIT : $ 87.50

ORDER DATE : December 24, 1997

ORDER TIME : 10:32 AM

100002382141--5

ORDER NO. : 648838-005

CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: BHS REAL ESTATE FOUNDATION, INC.

EFFICTIVE DATE:

XX ARTICLES OF AMENDMENT
___ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
___ PLAIN STAMPED COPY
___ CERTIFICATE OF GOOD STANDING

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RECEIVED
DIVISION OF CORPORATIONS

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: ___

* 02260, 00564, 00672

FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RESUBMIT
Please give original submission date as file date.

December 24, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: BHS REAL ESTATE FOUNDATION, INC.
Ref. Number: N95000004486

We have received your document for BHS REAL ESTATE FOUNDATION, INC. and the authorization to debit your account in the amount of $87.50. However, the document has not been filed and is being returned for the following:

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.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Hogan
Corporate Specialist

Letter Number: 797A00060380

RECEIVED
98 JAN -5 PM 4:29
DIVISION OF CORPORATION

97 DEC 24 AM 11:49
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Amendment

To The Articles of Incorporation

of

BHS Real Estate Foundation, Inc.

The following amendments were adopted by majority vote of the Board of Directors and Members of BHS Real Estate Foundation, Inc. at a meeting held on December 9, 1997, at which a quorum was present and the number of votes cast was sufficient for approval, with such Amendments to be effective as of December 9, 1997:

1. Paragraph b) of Article II is amended to read as follows:

"(b) The purposes of the corporation are, and shall be, to encourage, aid, enrich, foster, support and promote the health care programs, operations and activities of Baptist Hospital of Miami, Inc., a not-for-profit Florida corporation, operating a community hospital in Miami, Florida; South Miami Hospital, Inc., a not-for-profit Florida corporation operating a community hospital in South Miami, Florida; Homestead Hospital, Inc., a not-for-profit Florida corporation operating a community in Homestead, Florida, and Keys Hospital Foundation, Inc., d/b/a Mariners Hospital, a not-for-profit Florida corporation, operating a community hospital in Tavernier, Florida, and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real properties, and to hold, improve, operate, manage, lease, convey, dispose of by gift, sale, lease or otherwise and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally all acts reasonably incident to such purposes and objectives, all for the use and benefit of the said Baptist Hospital of Miami, Inc., South Miami Hospital, Inc., Homestead Hospital, Inc., and Keys Hospital Foundation, Inc., d/b/a Mariners Hospital."

2. Article XII is amended to read as follows:

"Upon dissolution of the corporation, all of its assets and properties then on hand, if any, shall at the direction of the Board of Trustees of Baptist Health Systems of South Florida, Inc. be distributed to Baptist Hospital of Miami, Inc., South Miami Hospital, Inc., Homestead Hospital, Inc., and/or Keys Hospital Foundation, Inc., d/b/a Mariners Hospital, provided, however, that should these corporations be not then in existence, or in the event they do not then qualify as exempt organizations under Section 501(c)(3) of the Code as the same may be amended, the said assets and properties of the corporation shall, at the direction of the Board of Trustees of Baptist Health Systems of South Florida, Inc. be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501 (c) (3) of the Code."

These amendments were ratified by majority vote of the Board of Trustees and Members of the Board of Trustees of Baptist Health Systems of South Florida, Inc., at a meeting held on December 9, 1997, at which a quorum was present, and the number of votes cast for ratification was sufficient for approval. The date of adoption was December 9, 1997.

DATED this 22nd day of December, 1997.

(Corporate
Seal)

James Carr, Chairman of the Board of Directors of BHS Real Estate Foundation, Inc.

Attest: ______________________
Melvin Morgenstern, Secretary of the Board of Directors of BHS Real Estate Foundation, Inc.

(Corporate
Seal)

Donald Burgess Chairman of the Board of Trustees of Baptist Health Systems of South Florida, Inc.

Attest: ______________________
Dr. Emit O. Ray, Secretary of the Board of Trustees of Baptist Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by JAMES CARR and MELVIN MORGENTERN, Chairman and Secretary, respectively, of the Board of Directors of BHS Real Estate Foundation, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

____
Name:
Notary Public, State of Florida
My Commission Expires

NOTARY PUBLIC STATE OF FLORIDA

KYLE R. SAXON
Comm. No. CC 410982
My Comm. Exp. Nov. 26, 1998
Bonded thru Pichard Ins. Agcy.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 22nd day of December, 1997, by DONALD BURGESS and DR. EMIT O. RAY, Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health Systems of South Florida, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

Name:
Notary Public, State of Florida
My Commission Expires

NOTARY PUBLIC STATE OF FLORIDA

KYLE R. SAXON
Comm. No. CC 410982
My Comm. Exp. Nov. 26. 1998
Bonded thru Pichard Ins. Agcy.