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AUTHORIZATION :

Patricia Project

COST LIMIT : \$ 43.75

FILED
2002 MAR 29 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 29, 2002

ORDER TIME : 11:26 AM

ORDER NO. : 503094-005

CUSTOMER NO: 4312787

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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.

FILE FIRST

ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

RECEIVED
02 MAR 29 PM 12:13
DIVISION OF CORPORATION

C. Coulllette MAR 29 2002

CONTACT PERSON: Deborah Schroder -- EXT# 1118

EXAMINER'S INITIALS: _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BHS REAL ESTATE FOUNDATION, INC.
(A Not For Profit Corporation)

FILED
2002 MAR 29 PM 2:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

BHS REAL ESTATE FOUNDATION, INC., and it shall be located at 8900 North Kendall Drive, Miami, Florida 33176.

ARTICLE II. PURPOSES

a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

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 hospital in Homestead, Florida; and Mariners Hospital, Inc., 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 Mariners Hospital, Inc.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the Corporation and their successors in office, and such other individuals as may be appointed by the Board of Trustees of Baptist Health South Florida, Inc. Membership may be classified into one or more categories.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) nor more than twenty-five (25) members and a quorum of the conduct of a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof.

b) Directors shall be nominated by a nominating committee comprised of Directors of the Corporation and shall be submitted to the Board of Trustees of Baptist Health South Florida, Inc. for approval. If approved, the nominees may be elected by majority vote of the Board.

c) If a Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled in accordance with paragraph (b) of this Article V.

d) Any Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board. Any Director may be removed from office, with or without cause, by majority vote of the Board of Trustees of Baptist Health South Florida, Inc.

e) The Board of Directors may not, without the prior approval of the Board of Trustees of Baptist Health South Florida, Inc.:

1. Adopt a plan of dissolution of the Corporation;
2. Adopt a plan of merger or consolidation of the Corporation with another corporation;
3. Appoint or remove the independent auditors of the Corporation;
4. Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

ARTICLE VI. OFFICERS

a) The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Chief Executive Officer, and an Executive Vice President and Chief Financial Officer.

b) The officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

c) All such officers shall hold office until the annual meeting of the Corporation and until their successors are elected and take office.

d) Any officer may be removed from office by majority vote of the Board of Trustees of Baptist Health South Florida, Inc. at any regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board at any regular or special meeting.

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributable to its members, trustees, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

ARTICLE VIII. POLITICAL ACTIVITY

No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX. BY-LAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Trustees of Baptist Health South Florida, Inc. at any regular or special

meeting, or ii) subject to ratification by the Board of Trustees of Baptist Health South Florida, Inc., by majority vote of the entire Board of Directors of the Corporation at any regular or special meeting; provided that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of Board of Trustees of Baptist Health South Florida, Inc. at least fifteen days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same matter.

ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors and upon written approval of the Board of Trustees of Baptist Health South Florida, Inc., may dissolve the Corporation. In addition, the Board of Trustees of Baptist Health South Florida, Inc. may, by majority vote, dissolve the Corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

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 South Florida, Inc. be distributed to Baptist Hospital of Miami, Inc., South Miami Hospital, Inc., Homestead Hospital, Inc., and/or Mariners Hospital, Inc. 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 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.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director of or an officer of the Corporation, or a trustee or director or officer of any other corporation which such Director serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director at trial or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation.

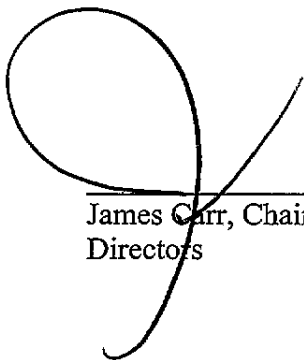
The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity of Director or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other corporation which such Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors and Members of the Corporation on March 21, 2002, and by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., on March 25, 2002, and the number of votes cast for the Amendments was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

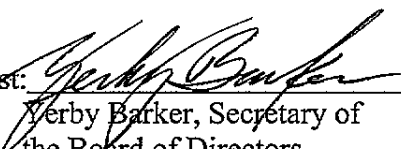
IN WITNESS WHEREOF, the undersigned Chairperson and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation on March 21, 2002, and the undersigned Chairperson and Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc. have executed the Amended and Restated Articles of Incorporation on March 25, 2002, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes of their respective boards to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

(CORPORATE
SEAL)

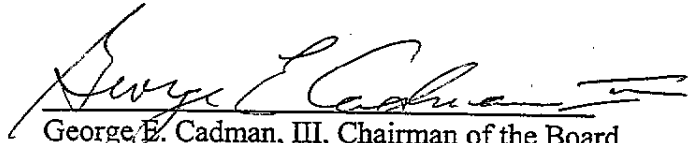


James Carr, Chairman of the Board of
Directors

Attest: _____


Terby Barker, Secretary of
the Board of Directors

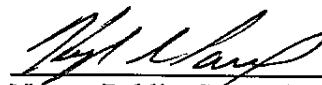
(CORPORATE
SEAL)


George E. Cadman, III, Chairman of the Board
of Trustees of Baptist Health South Florida, Inc.,
formerly known as Baptist Health Systems of
South Florida, Inc.

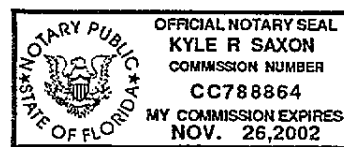
Attest: 
Rev. David Cleeland, Secretary of the
Board of Trustees of Baptist Health
South Florida, Inc., formerly known as
Baptist Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

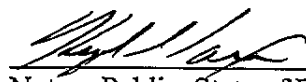
The foregoing instrument was acknowledged before me this 21st day of March, 2002,
by James Carr and Yerby Barker, the Chairperson and Secretary, respectively, of the Board of
Directors of BHS Real Estate Foundation, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE



The foregoing instrument was acknowledged before me this 25th day of March, 2002, by
George E. Cadman, III, and Rev. David Cleeland, the Chairperson and Secretary, respectively, of
the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health
Systems of South Florida, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:

