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DIVISION OF CORPORATIONS
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May 22, 2000

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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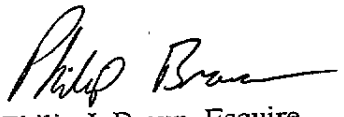
Dear Sirs:

Please find for recording the attached Amended and Restated Articles of Incorporation of the Villages Tri-County Medical Center, Inc. Also included is a check for \$70.00 to cover filing fee and change of registered agent.

If you have any questions or need further assistance please contact me.

Sincerely,

H.D. Robuck, JR. P.A.



Philip J. Braun, Esquire

PJB/bb
Enclosures

Amended & Restated art.

V. SHEPARD JUN 7 2000

Exhibit "A"

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE VILLAGES TRI-COUNTY MEDICAL CENTER, INC.
(A NOT FOR PROFIT FLORIDA CORPORATION)

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ADOPTED EFFECTIVE: APRIL 4, 2000

ARTICLE I NAME

The name of the corporation is The Villages Tri-County Medical Center, Inc. (the "Corporation").

ARTICLE II MEMBERS

The Corporation shall have one (1) member: Leesburg Regional Medical Center, Inc., a Florida not for profit corporation (the "Member"). The Member shall have such powers reserved to it as shall be set forth in the Bylaws of the Corporation.

ARTICLE III PRINCIPAL OFFICE

The principal place of business and the mailing address of the Corporation is 1400 U.S. Highway 441 North, Suite 930, The Villages, Florida 32159.

ARTICLE IV PURPOSES

The Corporation is organized and shall be operated exclusively as a not for profit corporation for charitable, scientific and educational purposes. Such purposes shall include, but not be limited to, the following:

1. To provide health care services to residents of Sumter, Lake and Marion Counties, Florida;
2. To establish and maintain a general acute care hospital located in The Villages, Florida;
3. To carry on any educational activities related to rendering care to the sick and injured, or to the promotion of general health and well-being;

4. To participate, so far as circumstances may warrant, in any activity designed and carried on to promote the general health and well-being of the community;
5. To do everything necessary, suitable or proper for the accomplishment, attainment, or furtherance of, and to do every other act or thing incidental to, appurtenant to, growing out of, or connected with, the purposes, objects, or powers set forth in these Amended and Restated Articles of Incorporation, whether alone or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida upon a not for profit corporation organized under the laws of the State of Florida and, in general, to carry on any of the activities and to do any of the things herein set forth to the same extent and as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing this Corporation to possess any purpose, object, or power, or to do any act or thing forbidden by law to a not for profit corporation organized under the laws of the State of Florida.

ARTICLE V LIMITATION ON CORPORATE POWERS

All of the assets and the earnings of the Corporation shall be used exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) (the "Code"), in the course of which operation:

1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Member (except for a member that qualifies as an exempt organization under Section 115 or Section 501(c)(3) of the Code), 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 set forth in Article IV hereof;
2. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation (except to the extent permitted pursuant to an election made under Section 501(h) of the Code), 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; and

- 3 The Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax and described in Section 501(c)(3) of the Code or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VI METHOD OF ELECTION OF DIRECTORS

The Corporation's directors shall be elected in the manner set forth in the Corporation's Bylaws.

ARTICLE VII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation is located at 610 East Main Street, Leesburg, Florida 34748, and the registered agent at such office is H.D. Robuck, Jr., whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE VIII DISTRIBUTION UPON DISSOLUTION OR LIQUIDATION

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation to the Member, if it is then in existence and exempt from federal taxation under Section 501(c)(3) of the Code. If, at such time, the Member is not in existence, or is not exempt as described above, then the Board of Directors shall distribute all of the assets of the Corporation to Central Florida Health Care Development Corporation, a Florida not for profit corporation ("CFHCDC"). If, at such time, CFHCDC is not in existence, or is not exempt as described above, then the Board of Directors shall distribute all of the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as the Board of Directors shall determine which shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) or Section 115 of the Code. Any such assets not so distributed shall be disposed of by a court of competent jurisdiction of the County in the State in which the principal office of the Corporation is then located to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX AMENDMENTS

These Amended and Restated Articles of Incorporation may be amended only following the recommendation of the Board of Directors of the Corporation and upon approval of such recommendation by the Member of the Corporation.

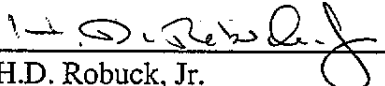
IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Amended and Restated Articles of Incorporation as of April 4, _____, 2000.



R. Dewey Burnised , Chairperson

CONSENT OF REGISTERED AGENT

I, H.D. Robuck, Jr., hereby accept and consent to my appointment as registered agent of The Villages Tri-County Medical Center, Inc.


H.D. Robuck, Jr.

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