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FILED
2009 MAR -9 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated

TB 3/11/09

COVER LETTER

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

SUBJECT: The Villages Tri-County Medical Center, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Philip J. Braun
Name (Printed or typed)

600 East Dixie Avenue
Address

Leesburg, FL 34748
City, State & Zip

352-323-5924
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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

FILED
2009 MAR - 9 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ADOPTED: March 3, 2009

Pursuant to Chapter 617 of Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation:

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) Corporate Member who shall be Central Florida Health Alliance, Inc, a Florida not for profit corporation.

ARTICLE III

Perpetual Existence

The Corporation shall have perpetual existence.

ARTICLE IV

Principal Office

The street address of the principal office of the Corporation is 600 East Dixie Ave., Leesburg, Florida 34748.

ARTICLE V

Purposes

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- (a) To govern and carry out the purposes of a system of organizations described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law (the "Code") that acquire, own, operate and maintain hospitals in Florida that provide for the

care of persons suffering from illness and/or disabilities without regard to race, creed, color, sex, religious belief, or national origin and further the promotion of health.

(b) To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof.

(c) To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance on any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

The Corporation is organized exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code. 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 in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized.

ARTICLE VI **Limitation on Corporate Powers**

The Corporation shall have all powers granted by law to not for profit corporations subject to the following limitations and/or restrictions. All of the assets and the earnings of the Corporation shall be used exclusively for charitable, religious, scientific or educational purposes within the meaning of Section 501(c)(3) of 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, a private party, including the members, directors or officers of the Corporation, except that the Corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- 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 publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.
- 3 The Corporation shall not carry on any activities not permitted to be carried on (a) by an organization exempt from taxation under Section 501(a) of the Code as organization described in Section 501(c)(3) of the Code, or the corresponding provision of any future United States Internal Revenue Law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code, or the corresponding provision of any future United States Internal Revenue Law.

ARTICLE VII
Appointment Of Board of Directors

The number of Directors and method of appointment shall be in manner set forth in Corporate Bylaws.

ARTICLE VIII
Initial Registered Office and Registered Agent

The registered office of the Corporation is located at 301 W. Oak Terrace Drive, Suite 102, Leesburg, Florida 34748, and the registered agent at such office is Philip J. Braun, whose acceptance of appointment as registered agent for the Corporation is set forth below.

ARTICLE IX
Distribution Upon Dissolution or Liquidation

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the corporation to Central Florida Health Alliance, Inc., if it then qualifies for exemption from federal income tax as an organization described in Section 501(c)(3) of the Code. If Central Florida Health Alliance, Inc., is then not so exempt, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income tax as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to Central Florida Health Alliance, Inc., as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organization and operated exclusively for charitable, educational, and scientific purposes, and which would then qualify as exempt from tax under Section 501(c)(3) of the Code. No director, officer, member, or private individual shall be entitled to share in the distribution of any corporate assets upon dissolution of the Corporation.

ARTICLE X
Amendments

These Amended and Restated Articles may only be amended upon approval of the Corporate Member as set forth in the Corporation's Bylaws.

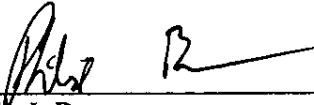
This Amended and Restated Articles of Incorporation have been sufficiently approved by the Corporate Member and **IN WITNESS WHEREOF**, the undersigned person has executed these Amended Articles of Incorporation as of March 3, 2009.



David Sustarsic, M.D., Chairman

CONSENT REGISTERED AGENT

I, Philip J. Braun, hereby accept and consent to my appointment as registered agent of The Villages Tri-County Medical Center, Inc.



Philip J. Braun