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COR AMND/RESTATE/CORRECT OR O/D RESIGN  
THE VILLAGES TRI-COUNTY MEDICAL CENTER, INC.

Certificate of Status	0
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*EFFECTIVE: 11/1/20*

*Amend & Restate  
DC*

*12/30/19*

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

**ARTICLE I  
Name**

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

**ARTICLE II  
Sole Member**

The sole member of the Corporation is Central Florida Health, Inc., a Florida not for profit corporation ("CFH").

**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 410 Childs Street, Leesburg, FL 34748.

**ARTICLE V  
Purposes and Powers**

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

(a) To primarily support the health affairs mission of the University of Florida Board of Trustees, including, but not limited to, providing health care services, health care education, and research for the benefit of Florida citizens in a manner consistent with Section 1004.41, Florida Statutes.

(b) To govern and carry out the purposes of organizations, each of which is described in Sections 501(c)(3) and 509(a)(1) or 509(a)(2) of the Internal Revenue Code of 1986 or the corresponding provisions 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 that furthers the promotion of health.

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(c) 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.

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all of the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which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

The Corporation is organized exclusively for charitable, scientific or educational purposes within the meaning of Section 501(c)(3) of the Code, and carries out those objectives primarily in support of the health affairs mission of the University of Florida Board of Trustees, in a manner consistent with Section 1004.41, Florida Statutes. 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 of such powers shall do so in compliance with the provisions of Article VI of these Amended and Restated Articles of Incorporation.

#### **ARTICLE VI** **Limitation on Corporate Powers**

1. 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 Code.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, a private party, including 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.

3. 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.

4. 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 an 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.

#### **ARTICLE VII** **Board of Directors**

The members of the board of directors of the Corporation, at any given time, shall be those same individuals who are serving, at such given time, as members of the board of directors of

Shands Teaching Hospital and Clinics, Inc., a Florida not for profit corporation ("Shands"), which is the sole member of CFH.

**ARTICLE VIII**  
**Registered Office and Registered Agent**

The registered office of the Corporation is located at 715 W. Oak Terrace Dr., 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 Corporation's board of directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all of the assets of the Corporation to Shands, if Shands is then in existence and qualifies for exemption from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code. If Shands is not then in existence or does not then qualify for such exemption from federal income taxation, all of the Corporation's assets will be distributed to one or more organizations that do then qualify for exemption from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code having purposes substantially similar to those of Shands as the Corporation's board of directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court in Lake County, Florida, exclusively for such purposes or to such organization or organizations, as such Court shall determine, which are organized and operated exclusively for charitable, educational or scientific purposes, and which would then qualify as exempt from federal income taxation under Section 501(a) of the Code as organizations described in Section 501(c)(3) of the Code. No director, officer 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 of Incorporation may be amended only upon approval of the Corporation's sole member.

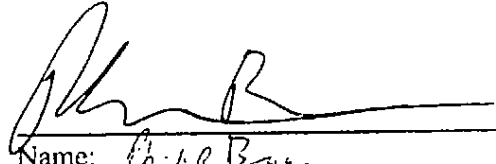
**ARTICLE XI**  
**Adoption and Approval**

The board of directors and sole member of the Corporation adopted and approved these Amended and Restated Articles of Incorporation on the 9<sup>th</sup> day of Dec 2019.

**ARTICLE XII**  
**Effective Date**

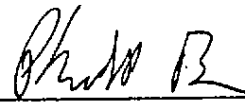
These Amended and Restated Articles of Incorporation shall be effective on January 1, 2020.

The undersigned has executed these Amended and Restated Articles of Incorporation as of the 17 day of Dec 2019.

  
Name: Philip Braun  
Title: VP General Counsel

**CONSENT OF REGISTERED AGENT**

I, Philip J. Braun, hereby accept and consent to my appointment as registered agent of The Villages Tri-County Medical Center, Inc. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the duties and obligations of his position as registered agent.

  
Philip J. Braun

**The Villages Tri-County Medical Center, Inc.**

**Board of Directors**

**Effective January 1, 2020**

**David R. Nelson, M.D.**  
**Edward Jimenez, M.B.A.**  
**Joseph Adrian Tyndall, M.D., M.P.H.**  
**Thomas G. Kuntz**  
**W. Kent Fuchs, Ph.D.**  
**C. Parker Gibbs, Jr., M.D.**  
**Julie A. Johnson, Pharm.D.**  
**Li-Ming Su, M.D.**  
**Gilbert R. Upchurch, Jr., M.D.**  
**Tracy Duda Chapman, Esq.**  
**David J. Jasmund**  
**Michael V. McKee**  
**John Patterson, Esq.**  
**Carolyn K. Roberts**  
**E. Hunter Beebe**  
**Marsha D. Powers**