

CCRS
103 N. MERIDIAN STREET
TALLAHASSEE, FL 32301
222-1173

729093

FILING COVER SHEET
ACCT. #FCA-14

CONTACT: CINDY HICKS

DATE: 2-26-01

REF. #: 0262.14394

CORP. NAME: The Tampa General Hospital Foundation, Inc

FILED
01 FEB 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Restated
Articles

- | | | |
|------------------------------------------------------|-----------------------------------------------------------|--------------------------------------------------|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input checked="" type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | <input type="checkbox"/> UCC-1 | <input type="checkbox"/> UCC-3 |
| <input type="checkbox"/> OTHER: | | |

400003767184--5
02/26/01--01060--006
*****43.75 *****43.75

STATE FEES PREPAID WITH CHECK# 10216 FOR \$ 43.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$

PLEASE RETURN:

- | | | |
|----------------------------------------------------|-------------------------------------------------------|---------------------------------------------|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

RECEIVED
01 FEB 26 10:27
DIVISION OF CORPORATION

Examiner's Initials

APR 26/01

ARTICLES OF RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF

THE TAMPA GENERAL HOSPITAL FOUNDATION, INC.

FILED
01 FEB 26 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The Tampa General Hospital Foundation, Inc., a not-for-profit corporation organized and existing under the laws of the State of Florida, whose original Articles of Incorporation were filed with the Secretary of State of the State of Florida on March 18, 1974, hereby adopts the following Articles of Restatement of Articles of Incorporation pursuant to Section 617.1007, Florida Statutes, and states as follows:

1. The name of this corporation is:

The Tampa General Hospital Foundation, Inc.

2. The text of this corporation's Restated Articles of Incorporation is as follows:

RESTATED ARTICLES OF INCORPORATION
OF
THE TAMPA GENERAL HOSPITAL FOUNDATION, INC.

ARTICLE I

Name

The name of this corporation shall be:

THE TAMPA GENERAL HOSPITAL FOUNDATION, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and mailing address of this corporation shall be:

Davis Island Boulevard
Tampa, Florida 33606
Post Office Box 1289

Tampa, Florida 33606

ARTICLE III

Purposes

(a) This corporation is organized and shall be operated exclusively to promote, support and enhance the mission and services of Tampa General Hospital, and for such other charitable, educational, literary and scientific purposes for which an organization may be organized and operated under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

(b) It shall be within the purposes of this corporation to receive and maintain a fund or funds of real or personal property, or both, and subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for the active conduct of its charitable or educational purposes directly or through one or more grantee organizations.

(c) No part of the net earnings of this corporation shall inure to the benefit of any Trustee or Officer of this corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for this corporation affecting one or more of its purposes), and no Trustee or Officer of this corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of this corporation. No substantial part of the activities of this corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

(d) Notwithstanding any other provisions of these Articles of Incorporation, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued thereunder, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Code and regulations issued thereunder.

(e) Upon the dissolution of this corporation or the winding up of its affairs, the assets of this corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations that then would qualify for exemption from federal income taxation under Section 501(c)(3) of the Code and the regulations issued thereunder, and no Trustee or Officer or private individual shall be entitled to share in the distribution of any of the assets.

ARTICLE IV

Powers

(a) This corporation shall have and exercise all powers necessary or convenient to effect any and all of the charitable, educational, literary and scientific purposes for which this corporation is organized.

(b) This corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity, that would invalidate its status:

(a) As a corporation that is exempt from federal income taxation as an organization described in Section 501(c)(3) of the Code; or

(b) As a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE V

No Members

The corporation shall have no members.

ARTICLE VI

Term of Existence

The term for which this corporation is to exist shall be perpetual.

ARTICLE VII

Registered Agent and Registered Office

The registered agent of this corporation shall be **James W. Warren, III**, and the registered office of this corporation shall be **100 N. Tampa Street, Tampa, Florida 33602**. This corporation shall have the right to change such registered agent and registered office as provided by law.

ARTICLE VIII

Officers and Trustees

The affairs of this corporation shall be managed by a Board of Trustees who shall be elected as provided in the by-laws, and by Officers who shall be appointed by the Board of Trustees. The Officers to be appointed in such fashion shall be a Chairman, a Vice-Chairman, a Secretary and a Treasurer and such other Officers as may be provided for in the by-laws of this corporation. The duties of the respective officers and the manner of filling vacancies in the offices of this corporation shall be as provided in the by-laws.

The number of Trustees and the manner of filling vacancies in the Board of Trustees shall be provided in the by-laws of this corporation. A quorum for the transaction of business shall be as provided in the by-laws. Meetings of the Trustees may be held within or outside of State of Florida.

ARTICLE IX

Board of Trustees

The Board of Trustees of this corporation shall consist of the following members, such members to hold office until their successors have been duly elected and qualify. The names and street addresses of the Trustees are:

<u>Name</u>	<u>Address</u>
James W. Warren, III	Salomon Smith Barney, Inc. 100 N. Tampa St., Suite 3000 Tampa, FL 33602
Larry C. Carey, M.D.,	Tampa General Hospital Harbourside Medical Tower 4 Columbia Dr., Suite 430A Tampa, FL 33606
Margarita R. Cancio, M.D.	Tampa General Hospital Harbourside Medical Tower 4 Columbia Dr., Suite 820 Tampa, FL 33606

Richard A. Corbett	Concorde Companies 2202 N. Westshore Blvd., Suite 110 Tampa, FL 33607
John S. Curran, M.D.	USF MDC 49 12901 Bruce B. Downs Tampa, FL 33601
Thomas Danzi, M.D.	Tampa General Hospital P. O. Box 1289 Tampa, FL 33601
Robin W. DeLaVergne	37 Aegean Ave. Tampa, FL 33606-3309
J. Bryan Guyton	Guyton Energy P. O. Box 1034 Tampa, FL 33601
Cecil S. Harrell	The Harrell Corporation 1040 Frankland Road Tampa, FL 33629
Mr. Ronald A. Hytoff	Tampa General Hospital P. O. Box 1289 Tampa, FL 33601
John R. Jaeb	Quest Capital Company 100 W. Kennedy Blvd., Ste. 740 Tampa, FL 33602
Gary D. Koch	3320 San Nicholas Street Tampa, FL 33629
Maria A. Leal	2402 S. Dundee Street Tampa, FL 33629
Carter B. McCain, Esq.	MacFarlane, Ferguson & McMullen 400 Tampa St., Ste. 2300 Tampa, FL 33601
Albert J. Silva	6404 Renwick Circle Tampa, FL 33647

Joseph W. Taggart

Crescent Resources, Inc.
14025 Riveredge Drive, Ste. 130
Tampa, FL 33544

Stella Ferguson Thayer, Esq.

MacFarlane, Ferguson & McMullen
P. O. Box 1531
Tampa, FL 33601

John T. Touchton, Jr.

The Witt-Touchton Company
One Tampa City Center, Ste. 3405
Tampa, FL 33602-5818

ARTICLE X

By-Laws

The by-laws of this corporation may be made, altered, amended or repealed and new by-laws may be adopted from time to time by the Trustees of this corporation in the manner provided in the by-laws.

ARTICLE XI

Amendment of Articles of Incorporation

These Articles may be amended by resolution adopted by the majority vote of the Trustees of this corporation present at any meeting duly called and convened.

* * * * *

The foregoing Restated Articles of Incorporation restate, integrate and amend this corporation's Articles of Incorporation as currently in effect. Upon the filing of these Articles of Restatement of Articles of Incorporation with the Secretary of the State of Florida and the payment of all fees required by the laws of the State of Florida, this corporation's original Articles of Incorporation, as amended hereby, shall be superceded, and hereafter, the Restated Articles of Incorporation as set forth above shall be the Articles of Incorporation of this corporation.

This Restatement of the Articles of Incorporation contains amendments requiring member approval. The Restatement of the Articles of Incorporation were approved by the members of The Tampa General Hospital Foundation, Inc. at a meeting duly called and held on February 22, 2001,

IN WITNESS WHEREOF, the Chairman of the Board of Trustees of The Tampa General Hospital Foundation, Inc., in accordance with §617.1007, Florida Statutes, has executed these Articles of Restatement of Articles of Incorporation this 22nd day of February, 2001.

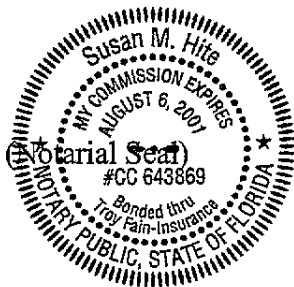
THE TAMPA GENERAL HOSPITAL
FOUNDATION, INC.

By: _____

James W. Warren, III, Chairman

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22nd day of FEBRUARY, 2001 by James W. Warren, III, Chairman of The Tampa General Hospital Foundation, Inc., a Florida not-for-profit corporation, on behalf of such corporation.



Susan M. Hite

NOTARY PUBLIC

My Commission Expires: AUG. 6, 2001