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BASIC AMENDMENT

LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION

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December 20, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION,
600 E. DIXIE AVE.
LEESBURG, FL 34748

SUBJECT: LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION, INC.
REF: 740885

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SECOND ARTICLES OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
LEESBURG REGIONAL MEDICAL CENTER
CHARITABLE FOUNDATION, INC.

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SECRETARY OF S.
TALLAHASSEE FLO

We, the undersigned, being the Chairman and Secretary of LEESBURG REGIONAL MEDICAL CENTER, INC., a not for profit corporation existing under the laws of the State of Florida, do hereby state and declare that it is our intention that the Amended and Restated Articles of Incorporation of LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION, INC. be amended as hereafter stated, and this Amendment was adopted the 6th day of December, 2005 at the meeting of the corporation by a unanimous vote of the members. Said Amendment to read as follows:

1. ARTICLE THREE - PURPOSE of the Restatement and Amendment to Articles of Incorporation of LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION, INC. is hereby deleted in its entirety and the following inserted in its place:

ARTICLE THREE - PURPOSE

1. The specific and primary purposes for which the Corporation is organized are to receive and hold cash or other personal property or receive real property 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 charitable, religious, scientific literary or educational purposes whether directly or by contributions to any organizations that qualify as exempt organizations under Section 501 (c)(3) if the Internal Revenue Code and regulations issued pursuant thereto as they now exist or as they may hereafter be amended, such funds shall be paid to Leesburg Regional Medical Center, Inc. or its affiliates or subsidiaries.

2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any Director or Officer of the Corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes) and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation. 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 publication or distribution of statements) any political campaign on behalf of any candidate for public office.

3. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

4. The Corporation shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

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5. The Corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

6. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

7. The Corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

8. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501 (c)(3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended,

9. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, deliver all assets of the Corporation to the CENTRAL FLORIDA HEALTHCARE DEVELOPMENT CORPORATION, if still in existence and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or, if not still in existence and qualifying as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code of 1954, then the net assets of the Corporation shall be paid to another 501 (c)(3) Foundation providing health care in the areas within and surrounding the City of Leesburg.

2. ARTICLE FOUR - BOARD OF DIRECTORS of the Restatement and Amendment to Articles of Incorporation of LEESBURG REGIONAL MEDICAL CENTER CHARITABLE FOUNDATION, INC. is hereby deleted in its entirety and the following inserted in its place:

ARTICLE FOUR - BOARD OF DIRECTORS

The number of Directors shall be twenty-five. The number serving on the Board may be increased or decreased by the Member. In the event the number serving on the Board shall be decreased prior to the annual meeting of the Board, then and in that event those members presently serving on the Board shall continue to serve as such until the expiration of the term for which the member was elected or until he or she shall die, resign, or is otherwise removed as provided by the By-laws. Provided, however, at all times, CENTRAL FLORIDA HEALTHCARE DEVELOPMENT CORPORATION, as the sole member of the Corporation, shall appoint the members of the Board of Directors of the Corporation.

3. ARTICLE SIX - MEMBERSHIP of the Restatement and Amendment to Articles of Incorporation of LEESBURG REGIONAL MEDICAL CENTER CHARITABLE

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FOUNDATION, INC. is hereby deleted in its entirety and the following inserted in its place:

ARTICLE SIX - MEMBERSHIP

The Corporation shall be organized as a non-stock, membership Corporation. The Corporation shall have one (1) member who shall be CENTRAL FLORIDA HEALTHCARE DEVELOPMENT CORPORATION, or its successor in interest (Sole Member). The Sole Member shall automatically be admitted to membership upon the filing of these Second Articles of Amendment.

The foregoing amendment was adopted by LEESBURG REGIONAL MEDICAL CENTER, INC., the Sole Member of this Corporation on the 6th day of December, 2005.

IN WITNESS WHEREOF, the undersigned President and Secretary executed this Second Articles of Amendment this 16th day of December, 2005.

LEESBURG REGIONAL MEDICAL
CENTER, INC.

By:


President

ATTEST:


Secretary