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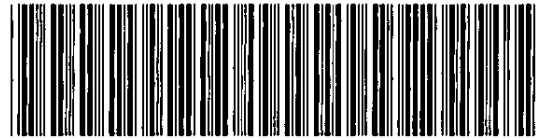
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*Amended &
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09 MAR 25 PM 2:47
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 MAR 25 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Holland & Knight, LLP
 Requestor's Name
 315 South Calhoun Street, Suite 600
 Address
 Tallahassee, FL 32301 425-5686
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Winter Haven Hospital, Inc
 (Corporation Name) (Document #)
2. _____
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3. _____
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<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
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<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINTER HAVEN HOSPITAL, INC.
(A Corporation Not For Profit)

FILED

2009 MAR 25 PM 3:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Winter Haven Hospital, Inc. a not for profit corporation organized and existing under the laws of the State of Florida, does hereby certify pursuant to Sections 617.1006 and 617.1007, Florida Statutes, that:

1. The name of the corporation is Winter Haven Hospital, Inc.
2. These Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of Winter Haven Hospital, Inc. at meetings held on February 24, 2009 and March 24, 2009, and were approved by the Sole Member at a meeting held on March 24, 2009, and the number of votes cast for the amendments were sufficient for approval.
3. The text of the Articles of Incorporation of Winter Haven Hospital, Inc., as heretofore amended, is hereby restated with the amendments set forth below, effective as of the date of filing of this instrument with the Secretary of State of the State of Florida, to read as follows:

ARTICLE I

NAME

The name of the corporation is WINTER HAVEN HOSPITAL, INC.

ARTICLE II

OFFICE AND REGISTERED AGENT

The corporation shall have and continuously maintain in Winter Haven, Florida its principal place of business and a registered agent there at upon whom process can be served. The address of the registered office is 200 Avenue F, NE, Winter Haven, Florida 33881, and the

name of the registered agent is Lance Anastasio. The principal office address of the corporation shall be the same.

ARTICLE III

PURPOSES AND LIMITATIONS

PURPOSES.

The purposes of the Corporation shall be:

A. To establish, maintain, conduct and operate a general hospital for the treatment and care of the sick, indisposed and injured, and in connection therewith to operate laboratories, dispensaries and therapeutic devices of every kind and nature, and to carry on such educational, philanthropic, research and scientific activities as may be connected with or incident to the healing, treatment or cure of the sick, indisposed or injured;

B. To provide the benefits and facilities of diagnostic and treatment services to other communities in the general hospital service area;

C. To establish and maintain a training school for nurses in accordance with the law of the State of Florida relating thereto;

D. To establish and maintain a training school for medical interns, including persons training to be medical doctors, medical technicians and others receiving training in connection with the treatment and care of the sick, indisposed or injured;

E. To acquire by purchase, gift, lease or otherwise, real estate, and to construct and erect thereon, houses and buildings of any and all kinds for the purpose of housing said hospital and to furnish and equip such buildings;

F. To acquire the properties, assets, right and good will of any other hospital or hospitals and to undertake the operation and maintenance thereof;

G. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

H. To engage in any lawful act or activity for which a not-for-profit corporation may be organized under the laws of Florida.

LIMITATIONS.

The Corporation is organized not for profit, and no part of the income of said Corporation shall ever be distributed to any trustee, director or officer or any private individual; provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying, or other attempts to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign in behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and its Regulations as they now exist or as they may hereafter be amended; (ii) by an organization contributions to which are deductible under Section 1709(c)(2) of such Code and Regulations as they now exist or as may be hereafter amended; or (iii) by a not-for-profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapter 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation;

provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall be organized as a nonstock, membership Corporation.

6.1 QUALIFICATIONS. The Corporation shall have one member which shall be Mid-Florida Medical Services, Inc. ("Sole Member").

6.2 ADMISSION. The Sole Member shall be automatically admitted to membership upon the filing of these Articles of Incorporation.

6.3 VOTING. With the exception of the election of members of the Board of Trustees as provided in Article VII, Section 7.2, and amendments to the Corporation's Articles of Incorporation and Bylaws as provided in Articles IX and X hereof, the Member shall have no voting rights.

ARTICLE VII

TRUSTEES

7.1 NUMBER. The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least nine (9) but not more than seventeen (17) members as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

7.2 ELECTION AND TERM OF OFFICE. The Trustees of the Corporation shall be elected by the Board of Trustees and must be approved by the Sole Member at its annual meeting each year for staggered three (3) year terms. No Trustee shall serve more than two consecutive three

year terms; however, a former Trustee shall again become eligible for Board membership following a lapse of one year after expiration of his last term of office.

The names, addresses, and terms of office of the existing Board of Trustees are:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>
Charles McPherson	309 Quails Run Pass Winter Haven, FL 33882	October 2011
Brian K. Swain	P.O. Box 3096 Winter Haven, FL 33885	October 2013
Mark Bostick	P.O. Drawer 67 Auburndale, FL 33823	October 2013
Tommy Oakley	P.O. Box 4170 Lake Wales, FL 33859	October 2011
Todd Dantzler	1601 6 th Street, SE Winter Haven, FL 33880	October 2011
Don Ingram.	P.O. Box 7789 Winter Haven, FL 33883	October 2010
William G. Burns	P.O. 832, Mountain Lake Lake Wales, FL 33859-0832	October 2013
Robert C. Carter	P.O. Box 834 Winter Haven, FL 33882	October 2009
Eric Adamson	252 Magnolia Avenue, SW Winter Haven, FL 33880-2901	October 2012
Albert Cassidy	250 Avenue K, SW, Suite 100 Winter Haven, FL 33880	October 2012
K. S. Chandrasekhar, M.D.	320 First Street North Winter Haven, FL 33881	October 2010
Kelly Gray-Eurom, M.D.	4228 Fairway Drive Jacksonville, FL 32210	October 2012
Ben Hill Griffin, III	P.O. Box 127 Frostproof, FL 33843	October 2014
Eileen Holden	999 Avenue H, NE Winter Haven, FL 33881	October 2014

Ronald Morrow

320 Niblick Circle
Winter Haven, FL 33881

October 2010

Richard Straughn

255 Magnolia Avenue, SW
Auburndale, FL 33880

October 2014

7.3 POWERS. The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

7.4 MEDICAL STAFF REPRESENTATION. In electing the members of the Board of Trustees under Sections 7.1 and 7.2, the Board of Trustees with the approval of the Sole Member may, in addition, within its discretion, elect to the Board three (3) members of the active Medical Staff of Winter Haven Hospital, Inc. One such member shall be the current President of the Medical Staff, who shall serve as Board member during his term as President, ex officio, without vote. The second member of the board from the active Medical Staff shall be the immediate past President of the Medical Staff, who shall serve for a term of two (2) years beginning with the next fiscal year and who shall be a voting member. The third such member of the Medical Staff shall be nominated by the Nominating Committee by presentation of two candidates from the Medical Staff, one of whom shall be elected to the Board for a term of one (1) year, beginning with the next fiscal year and who shall be a voting member.

Commencing with the next fiscal year, the member of the Medical Staff nominated by the Nominating Committee and elected to the Board shall serve for two (2) years, and thereafter, all members from the Medical Staff (except the ex officio member) shall be elected to the Board for two-year terms.

It is declared to be the policy of the Board that members of the Medical Staff elected to the Board (except ex officio member) shall not succeed themselves as members of the Board, in order to assure broad physician participation in membership on the Board.

ARTICLE VIII

OFFICERS

8.1 NUMBER. There shall be seven (7) officers of the Corporation. They are: Chairman, First Vice Chairman, Second Vice Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

8.2 ELECTION AND TERM OF OFFICE. The Chairman and First Vice Chairman shall be elected for terms of two (2) years by the Board of Trustees at the annual meeting of the Trustees each year. All others shall be elected for a one (1) year term.

8.3 POWERS. The powers and duties of the officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of the Corporation or by Resolution of the Board of Trustees.

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Board of Trustees of the Corporation subject to the approval of the Sole Member.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation shall be amended upon approval of such amendments by a two-thirds (2/3) majority of the Board present at two (2) regular or special meetings of the Board of Trustees of the Corporation at which a quorum is present, which meetings shall be held at not less than ten (10) day intervals and upon approval of such amendment by the Sole Member. Following the requisite approval, such amendments shall become operative from and after the date which they are filed and approved by the Department of State of Florida.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to Mid-Florida Medical Services, Inc., if still in existence and still qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law); or if not still in existence and qualifying as tax exempt, to the Winter Haven Hospital Development Foundation, Inc., if still in existence and still qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law); or if not still in existence and qualifying as tax exempt, to any health care provider or health care related organization of the Winter Haven Health Care System, if still in existence and still qualifying as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 as amended (or the corresponding provisions of any future United States Internal Revenue Law); or if not still in existence and qualifying as tax exempt, in such manner or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any such assets not so disposed of shall be disposed of by the appropriate court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said court shall determine which are organized and operated for such purpose.

ARTICLE XII

FILING

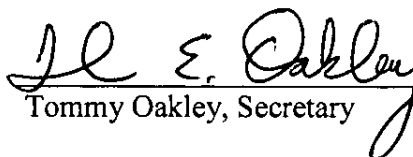
The Chairman and Secretary of the Corporation are to cause these Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of State of Florida for the purpose of amending and restating the Charter of the Corporation.

The undersigned officers of Winter Haven Hospital, Inc. certify:

That the Amendment and Restatement of the Articles as hereinabove set forth were duly adopted by the Board of Trustees of Winter Haven Hospital, Inc. at a meeting of said Board on the 24th day of March 2009, at which a quorum was present, by two-thirds majority vote of the Board of Trustees after the reading and approval of such amendment and restatement at a prior meeting of the Board on the 24th day of February 2009, held at least ten (10) days before the meeting at which these Amended and Restated Articles were finally approved, and were approved by the Sole Member at a meeting held on March 24, 2009.

IN WITNESS WHEREOF, the undersigned have signed these Amended Articles this 24th day of March, 2009.


Charles W. McPherson, Chairman


Tommy Oakley, Secretary

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

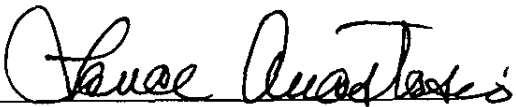
1. The name of the corporation is:

Winter Haven Hospital, Inc.

2. The name and address of the registered agent and office is:

Lance Anastasio
200 Avenue F, Northeast
Winter Haven, Florida 33881

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

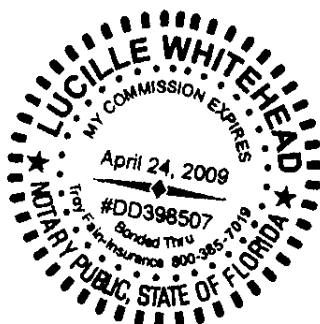

Signature

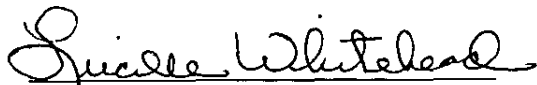
3-24-09
Date

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Lance Anastasio, a person well known to me, and created this Certificate of Designation Registered Agent/Registered Office.

WITNESS my hand and official seal this 24 day of March, 2009.




Notary Public