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13 AUG 30 PM 1:50
DIVISION OF CORPORATIONS

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2013 AUG 30 PM 2:44
TALLAHASSEE, FLORIDA

1021
AUG 30 2013
T. LEMMON
Am...



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 781814 4369500

AUTHORIZATION :

[Handwritten signature]

COST LIMIT : \$ 43,75

ORDER DATE : August 30, 2013

ORDER TIME : 9:57 AM

ORDER NO. : 781814-005

CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: WINTER HAVEN HOSPITAL, INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS: _____

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

FILED
2013 AUG 30 PM 2:44
CLERK OF DISTRICT COURT
JALAHASSIE, 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 Second Amended and Restated Articles of Incorporation were duly adopted by the Board of Directors of Winter Haven Hospital, Inc. at a meeting held on June 25, 2013 and were approved by Mid Florida Medical Services, Inc. its sole member immediately prior to the effective date of these Second Amended and Restated Articles of Incorporation at a meeting also held on June 25, 2013, 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 August 30, 2013 and subject to the 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. The principal office address of the corporation shall be 200 Avenue

F, NE, Winter Haven, Florida 33881. The name of the registered agent upon whom process can be served is Scott Kizer and the address of the registered office is 16255 Bay Vista Drive Clearwater, FL 33760.

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 on 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

Subject to the powers of the Sole Member as set forth in the Corporation's Amended and Restated Bylaws, adopted and effective as of August 30, 2013 and as the same may be amended from time to time in accordance with the amendment procedures therein set forth (the

"Corporations' Bylaws"), 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 and the Corporation's Bylaws; 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 Baycare Health System, Inc. ("Sole Member").

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

6.3 VOTING. The Sole Member shall have those voting rights as are provided for in the Corporation's Bylaws.

ARTICLE VII

TRUSTEES

Subject to the rights and powers of the Sole Member, the affairs of the Corporation are to be managed by a Board of Trustees. The number, term and method of election of trustees shall be as stated in the Corporation's Bylaws.

ARTICLE VIII

OFFICERS

The Officers of the Corporation shall be Chairman, Vice Chairman, President, Treasurer, Assistant Treasurer, Secretary and Assistant Secretary, each of whom shall be elected, serve for terms, and have such powers and authority as stated in the Corporation's Bylaws. Any two or more offices may be held by the same person except for the offices of President and Secretary.

ARTICLE IX

BYLAWS

Subject to the conditions and limitations set forth in the Corporation's Bylaws, the power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Sole Member.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

Subject to the conditions and limitations set forth in the Corporation's Bylaws, the power to make, alter, amend, repeal or adopt the Corporation's articles of incorporation shall be vested solely in the Sole Member.

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, distribute to the Sole Member and Winter Haven Hospital Foundation, Inc. (f/k/a Mid Florida Medical Services 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 provision of any future United States Internal Revenue Law), all remaining assets of the Corporation as set forth in Section 5.3.5(c) of that certain Affiliation And Membership Interest Transfer Agreement by and among BayCare Health System, Inc., Mid-Florida Medical Services,

Inc., Winter Haven Hospital, Inc., Mid-Florida Physician Services, L.L.C. and Mid-Florida Medical Services Foundation, Inc. dated May 1 ,2013, as amended from time to time. If the Sole Member is still not in existence and qualifying as tax exempt, then all distributable assets shall be given to Winter Haven Hospital Foundation, Inc. (f/k/a Mid Florida Medical Services Foundation, Inc.) and if Winter Haven Hospital Foundation, Inc. (f/k/a Mid Florida Medical Services Foundation, Inc.) is not still in existence and qualifying as tax exempt, then to any health care provider or health care related organization serving the Winter Haven community and 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), and if no such organization is then in existence 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

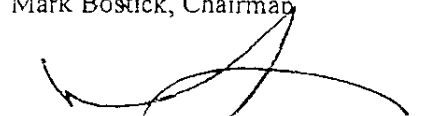
The Chairman and Secretary of the Corporation are to cause these Second Amended and Restated Articles of Incorporation to be filed in the Office of the Secretary of State of Florida for the purpose of amending and restating the Charter of the Corporation.

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

That the Second Amendment and Restatement of the Articles as hereinabove set forth were duly adopted by the requisite vote of the Board of Trustees of Winter Haven Hospital, Inc. at a meeting of said Board on the 25th day of June 2013, at which a quorum was present and were approved by the then current sole member of the Corporation, Mid Florida Medical Services, Inc., at a meeting held on June 25, 2013.

IN WITNESS WHEREOF, the undersigned have signed these Second Amended and Restated Articles of Incorporation as of the August 30, 2013 effective date.

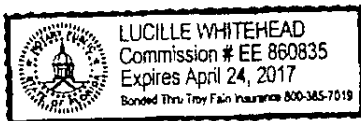

Mark Bostick, Chairman


Don Ingram, Secretary

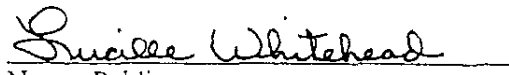
STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared Mark Bostick and Don Ingram, known to me to be the persons described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal this 29th day of August, 2013.

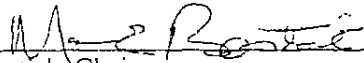


(Notarial Seal)

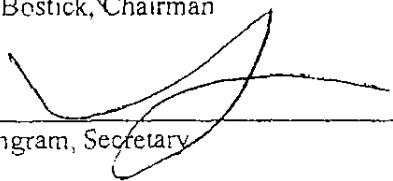

Notary Public
My commission expires: 4-24-17

APPROVAL OF SOLE MEMBER

Mid-Florida Medical Services, Inc. is the Sole member of Winter Haven Hospital, Inc. approved these Second Amended and Restated Articles of Incorporation at its meeting held on the 25th day of June, 2013



Mark Bostick, Chairman



Don Ingram, 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.

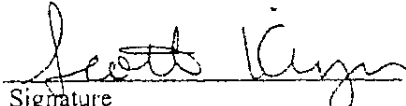
1. The name of the corporation is:

Winter Haven Hospital, Inc.

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

Scott Kizer
16255 Bay Vista Drive
Clearwater, FL 33760

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

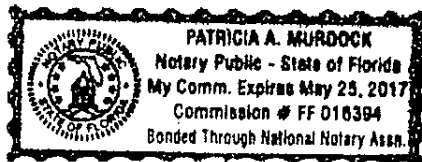
August 27, 2013

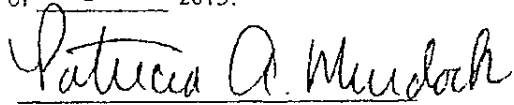
Date

STATE OF FLORIDA
COUNTY OF Pinellas

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

WITNESS my hand and official seal this 27 day of August 2013.




Notary Public