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Teresa Hallman

(Requestor's Name)

Ymc Far. Lain & Cassidy

(Address)

305 S. Gadsden St.

(Address)

Tall. Fl. 32301

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

Boca Raton Community Hospital

(Business Entity Name)

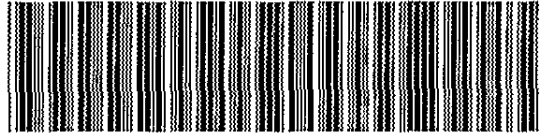
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2003 JUN -6 AM 10:34

TALLAHASSEE, FLORIDA

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CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

**CERTIFICATE OF THE THIRD AMENDED AND
RESTATED ARTICLES OF INCORPORATION
OF
BOCA RATON COMMUNITY HOSPITAL, INC.**

FILED
2003 JUN - 6 AM 10:34
TALLAHASSEE, FLORIDA
STATE

Pursuant to the provisions of Sections 617.01201 and 617.1006, Florida Statutes, the undersigned officer, being duly authorized, empowered and directed to act, hereby files this Certificate to the Third Amended and Restated Articles of Incorporation of Boca Raton Community Hospital, Inc., (the "Corporation") and hereby certifies the following:

FIRST: The name of the Corporation is Boca Raton Community Hospital, Inc.


SECOND: The original Articles of Incorporation of the Corporation were filed with Florida's Department of State, Division of Corporations (the "Department") on September 27, 1962. The First Articles of Amendment of the Corporation were subsequently filed with the Department on November 28, 1962. The Second Articles of Amendment of the Corporation were subsequently filed with the Department on February 24, 1964. The Third Articles of Amendment of the Corporation were subsequently filed with the Department on February 28, 1965. The Fourth Articles of Amendment of the Corporation were subsequently filed with the Department on March 31, 1967. The Fifth Articles of Amendment of the Corporation were subsequently filed with the Department of January 29, 1969. The Sixth Articles of Amendment of the Corporation were subsequently filed with the Department on March 9, 1972. The Seventh Articles of Amendment of the Corporation were subsequently filed with the Department on August 14, 1984. The First Amended and Restated Articles of Incorporation of the Corporation were filed with the Department on August 1, 1990. The First Articles of Amendment of the First Amended and Restated Articles of Incorporation of the Corporation were subsequently filed with the Department on December 29, 1995. The Second Amended and Restated Articles of Incorporation of the Corporation were subsequently filed with the Department on April 10, 1996.

THIRD: The Second Amended and Restated Articles of Incorporation of the Corporation shall be and hereby are further amended in their entirety by replacing the Second Amended and Restated Articles of Incorporation with the Third Amended and Restated Articles of Incorporation of the Corporation, a copy of which is attached hereto as Exhibit "A" and made a part hereof by reference.

FOURTH: The Corporation has adopted the amendments set forth in the Third Amended and Restated Articles of Incorporation of the Corporation pursuant to a duly called and convened meeting of the sole member of the Corporation on May 27, 2003. The number of votes cast in favor of adopting these amendments was sufficient for approval thereof.

IN WITNESS WHEREOF, the undersigned duty authorized officer has executed this Certificate to the Third Amended and Restated Articles of Incorporation of Boca Raton Community Hospital, Inc. this __ day of June, 2003 for the purposes herein contained.

BOCA RATON COMMUNITY HOSPITAL, INC.

By: 

Gary Strack, President and
Chief Executive Officer

PRZ
4/05/03

Philip M. Sprinkle II, Esquire
Florida Bar No. 724890
Kaufman & Canoles, P.C.
1051 E. Cary Street
Suite 1206
Richmond, Virginia 23219
Telephone (804) 771-5785

EXHIBIT "A"

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOCA RATON COMMUNITY HOSPITAL, INC.**

**THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BOCA RATON COMMUNITY HOSPITAL, INC.**

These Third Amended and Restated Articles of Incorporation have been duly adopted by B R C H Corporation, the sole member of Boca Raton Community Hospital, Inc. pursuant to and in accordance with Section 617.1002, Florida Statutes.

**ARTICLE I
NAME**

The name of the Corporation shall be:

BOCA RATON COMMUNITY HOSPITAL, INC.

**ARTICLE II
PURPOSE**

The purpose of the Corporation shall be:

To establish, support, manage and furnish facilities, personnel and services to provide diagnoses, medical, surgical and hospital care, extended care, out-patient care, and other hospital and medically related services to the sick and injured or disabled persons without regard to race, color, creed, sex or national origin for the purpose of striving to insure that all patients receive quality medical care within the prevailing standards for such care.

To carry out such educational activities related to rendering care to the sick and injured or to the promotion of health, which in the opinion of the Board of Trustees may be justified by the facilities, personnel, funds or other requirements that are, or can be made available.

To manage, operate or participate in, so far as the Corporation's policy, circumstances and available funds may warrant, any activity designed and carried on to promote the general health of persons within the Corporation's service area.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, Trustee, officer or individual, other than to an organization or organizations which qualifies as an exempt organization or organizations 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 other than in furtherance of the Corporation's exempt purpose. It shall not have the power to issue stock certificates or declare dividends.

Notwithstanding any provisions of these Third Amended and Restated Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal

Revenue Code of 1986, as amended (or corresponding provisions of any future United States Internal Revenue Law).

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempt to influence legislation; and the Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III
MEMBERS

The sole member of the Corporation shall be B R C H Corporation, a Florida not for profit corporation.

ARTICLE IV
TERM OF EXISTENCE

The term for which this Corporation shall exist shall be perpetual.

ARTICLE V
REGISTERED AGENT AND REGISTERED OFFICE

The mailing address of the Registered Office of the Corporation is:

800 Meadows Road
Boca Raton, Florida 33486

The Registered Agent at that address is:

Vonnie Lou Gutzeit

ARTICLE VI
OFFICERS AND TRUSTEES

Section 1. The Officers of the Corporation shall be a Chairman of the Board, Vice Chairman of the Board, President, Vice Presidents, Secretary, Treasurer, and such other officers as may be provided by the Bylaws of the Corporation.

Section 2. Subject to the power and authority reserved herein to the sole member of the Corporation, as well as the overall supervision of the Board of Trustees of the Corporation, the affairs of the Corporation are to be managed by the aforesaid officers who will be elected at the Annual Meeting of the said Board of Trustees to be held at such time as may be determined by the Bylaws of the Corporation.

ARTICLE VII
BOARD OF TRUSTEES

The composition of the Board of Trustees shall be as established in accordance with the Bylaws of the Corporation. The term of office for the Trustees shall be as established in accordance with the Bylaws of the Corporation. The sole member of the Corporation alone shall have the power to select or replace and to remove, with or without cause, the Trustees of the Corporation.

ARTICLE VIII
BYLAWS

The Bylaws of the Corporation may be altered, amended, or repealed, and new and other Bylaws may be made and adopted only by the sole member of the Corporation.

ARTICLE IX
AMENDMENTS

Amendments to these Third Amended and Restated Articles of Incorporation may be made and adopted only by the sole member of the Corporation.

ARTICLE X
ADDRESS OF THE CORPORATION

The location of this Corporation shall be:

800 Meadows Road
Boca Raton, Florida 33486

ARTICLE XI
POWER OF SOLE MEMBER

In addition to the powers reserved to the sole member of the Corporation in Articles VI, VIII and XI of these Third Amended and Restated Articles of Incorporation, the sole member shall have the power, in its sole discretion, (a) to cause the Corporation to pledge, hypothecate, mortgage, transfer or otherwise encumber all or any portion of the assets of the Corporation from time to time, in each case as determined by the Board of Trustees of the sole member, acting in accordance with the Articles of Incorporation and Bylaws of the sole member, and in each case without the necessity of any formal corporate action by the Corporation. In addition, the Board of Trustees of the Corporation may not, without prior approval of the sole member of the Corporation:

1. Adopt any annual or long-term capital or operational budget, or any changes therein exceeding one (1%) percent of the total budget of the Corporation;

2. Authorize the Corporation to enter into any contract or engage in any transaction which is not provided for in an annual or long-term capital or operational budget approved by the sole member of the Corporation where the amount involved exceeds One Hundred Thousand Dollars (\$100,000.00);
3. Adopt any new or any changes to existing long-term or master institutional plans of the Corporation;
4. Authorize the Corporation to engage in, or enter into, any transaction providing for or requiring a Certificate of Need;
5. Adopt a plan of dissolution of the Corporation;
6. Authorize the Corporation to engage in, or enter into, any transaction providing for the mortgage or other disposition of all or substantially all the assets of the Corporation;
7. Adopt a plan of merger or consolidation of the Corporation; or
8. Organize or acquire, or authorize the organization or acquisition of, any subsidiary or affiliate of the Corporation ("affiliate" shall include any corporation, association, partnership, trust, joint venture or other entity directly or indirectly control, controlled by, or under common control with the Corporation).

ARTICLE XII **DISSOLUTION**

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to B R C H Corporation if, at the time of such conveyance or distribution, B R C H Corporation qualifies 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 it does not so qualify, or is not then in existence, to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation as shall be designated by the Board of Trustees of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualifies as an exempt organization or organizations 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).

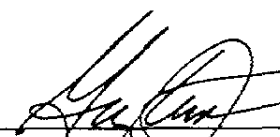
IN WITNESS WHEREOF, Boca Raton Community Hospital, Inc. has caused these Third Amended and Restated Articles of Incorporation to be signed in its name by its President and its Corporate Seal to be hereunto affixed and attested by its Secretary, this __ day of June, 2003.

ATTEST:

BOCA RATON COMMUNITY
HOSPITAL, INC., a Florida
not for profit corporation



Vonnice Lou Gutzeit, Secretary

By: 

Gary Strack, President and
Chief Executive Officer
PMS
6/05/03

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