

708122

LANE TROHN
ATTORNEYS AT LAW

DAVID D. HALLOCK, JR.
LAKELAND OFFICE

January 25, 1999

ROBERT J. BERTRAND	E. ALEXANDER PUJOL
ROBERT M. BRUSH	GARY S. RABIN
HANK B. CAMPBELL	NEIL A. RODDENBERRY
MARK G. CAPRON	LOUISE W. SPIVEY
CONNIE C. DURRENCE	KINGSWOOD SPROTT, JR.
MICHAEL S. FARRELL	ROBERT G. STOKES
CHRISTOPHER M. FEAR	JANET M. STUART
MITCHELL D. FRANKS	JONATHAN B. TROHN
STEPHEN B. FRENCH	ROBERT L. TROHN
DAVID D. HALLOCK, JR.	JOHN K. VREELAND
JACK P. JAMES, III	TED W. WEEKS, III
MARK N. MILLER	
PATRICK J. MURPHY	A. H. LANE (RETIRED)

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

900002757619--9
-01/28/99-01071--001
****122.50 *****78.75

Re: Heart of Florida Hospital Association, Inc.
Our File No. H309-28460

Gentlemen:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation for Heart of Florida Hospital Association, Inc. Please file the original Amended Articles and return the copy to me, duly certified to show the date of filing.

Also enclosed is this firm's check in the amount of \$122.50 to cover the following:

Filing Fee, Certified Copy and Certificate of Status	\$87.50
Registered Agent	\$35.00

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2208. Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

*spoke to David Hallock, Jr.
2-3-99 about members and
Date of Adoption
Amend + Re-State + NC
3-9-99
DHS*

FILED
99 MAR - 8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LANE, TROHN, BERTRAND & VREELAND, P.A.

LANE TROHN
ATTORNEYS AT LAW

DAVID D. HALLOCK, JR.
LAKELAND OFFICE

March 5, 1999

ROBERT J. BERTRAND	E. ALEXANDER PUJOL
ROBERT M. BRUSH	GARY S. RABIN
HANK B. CAMPBELL	NIEL A. RODDENBERY
MARK G. CAPRON	LOUISE W. SPIVEY
CONNIE C. DURRENCE	KINGSWOOD SPROTT, JR.
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MARK N. MILLER	
PATRICK J. MURPHY	A. H. LANE (RETIRED)

Division of Corporations
Florida Secretary of State
409 East Gaines Street
Tallahassee, Florida 32314

Re: Heart of Florida Hospital Association, Inc. *revised to*
Heart of Florida Educational Foundation, Inc.
Your Reference No. 708122
Our File No. H309-28460

Gentlemen:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation for Heart of Florida Educational Foundation, Inc. We have revised the name of the entity, as per your instructions in your February 4 letter enclosed, from Heart of Florida Hospital Association, Inc. to Heart of Florida Educational Foundation, Inc. Please file these original Amended Articles and return the copy to me, duly certified to show the date of filing. You have our check in the amount of \$122.50.

If there are any questions concerning these Articles, I would appreciate your telephoning me collect at (941) 284-2208. Thanking you for your usual cooperation, I am

Very truly yours,

David D. Hallock, Jr.

DDH/sb
Enclosures

FILED
99 MAR -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
99 MAR -8 AM 9:27
DIVISION OF CORPORATIONS

LANE, TROHN, BERTRAND & VREELAND, P.A.



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

February 4, 1999

LANE TROHN ATTORNEYS AT LAW
ATTN: DAVID D. HALLOCK, JR.
P.O. BOX 3
LAKELAND, FL 33802-0003

SUBJECT: HEART OF FLORIDA HOSPITAL ASSOCIATION, INC.
Ref. Number: 708122

FILED
99 MAR -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for HEART OF FLORIDA HOSPITAL ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6957.

Doug Spittler
Document Specialist

Letter Number: 499A00005047

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
HEART OF FLORIDA HOSPITAL ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)

FILED

99 MAR -8 PM 1:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Amended Articles of Incorporation, duly adopted pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and the existing Articles of Incorporation and Bylaws of the Heart of Florida Hospital, Inc. supersede and take the place of the existing Articles of Incorporation which were filed with the Secretary of State on November 17, 1964 and subsequently amended and restated by a filing with the Secretary of State on December 2, 1991.

WHEREAS, these Amended and Restated Articles of Incorporation require the approval of a two-thirds majority of a quorum of the Board of Directors and a quorum of the Board of Directors has voted in favor of the adoption of these Amended and Restated Articles of Incorporation on November 24, 1998. There are no members entitled to vote.

BE IT RESOLVED, that the Articles of Incorporation of Heart of Florida Hospital Association, Inc. a Florida not-for-profit corporation, be and the same are hereby amended to read as follows:

Article I

NAME

The name of the corporation is Heart of Florida Educational Foundation, Inc.

Article II

DURATION

The corporation shall have a perpetual duration.

Article III

PURPOSE

The corporation is a not for profit corporation. The charitable purposes for which this corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for those purposes, and particularly for funding and awarding of college scholarships for residents in and around the Haines City, Florida area who can demonstrate financial need.

(b) The general purposes for which this corporation is formed are to operate exclusively for charitable and educational purposes which will qualify it as an exempt organization under § 501(c)(3) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article IV

MEMBERS

(a) Directors as Membership. The sole class of members of this corporation shall be its directors.

(b) Rights and Liabilities of Members. The members of this corporation shall have no right, title or interest in its income, property, or assets, nor shall any portion of its income, property, or assets be distributed to any member on the dissolution or winding up of this corporation. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

Article V

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The corporation shall have continuously maintained at 7722 State Road 544 East, Winter Haven, Florida 33881, its principal place of business. The registered agent for the corporation shall be George H. Carefoot with its registered office at 7722 State Road 544 East, Winter Haven, Florida 33881.

Article VI

BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be at least eight (8) but not more than fifteen (15) as shall from time to time be fixed by or in the manner provided in the Bylaws; provided, however, that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

Directors shall serve terms of three (3) years each, until the third annual meeting of members following the election of the director or until the qualification of the successors in office, except the directors named in these Amended and Restated Articles of Incorporation who shall serve terms as follows:

- a) Ralph Stalnaker, John Dewell and William Holt: A one-year term until the first annual membership meeting following their election as director;
- b) Jean Pratt, Mary A. Davis, and James White: A two-year term until the second annual membership meeting following their election as director; and
- c) George H. Carefoot and Ernest S. Pinner: A three-year term until the third annual membership meeting following their election as director.

Annual meetings shall be held at noon on the second Tuesday in May of each year at the principal office of the corporation, or at any other place or places designated by the Board of Directors by resolution. By a majority vote or any other manner provided in the Bylaws, the Board of Directors shall elect Directors to fill any vacancy on the Board of Directors or to fill the positions of those Directors whose terms are expiring.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all the members of the Board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the Board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this matter shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the directors are:

Name	Address
George H. Carefoot	313 Hamilton Shore Dr. N.E. Winter Haven, FL 33881
Ralph Stalnaker	15 Canterbury Drive Haines City, FL 33844
Jean Pratt	101 Fairway Drive Haines City, FL 33844
James White	3 Spencer Shores Haines City, FL 33844
John Dewell	913 Hill Drive Haines City, FL 33844
Mary A. Davis	2358 Paulette Drive Haines City, FL 33844
Ernest S. Pinner	54 Pine Forest Drive Haines City, FL 33844
William Holt	122 Odin Drive Winter Haven, FL 33884

Article VII

OFFICERS

The Board of Directors shall elect the following officers: chairman, vice-chairman, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the annual meeting of the Board of Directors. Until that election is held, the following persons shall serve as corporate officers:

Position	Name	Address
Chairman	Ralph Stalnaker	15 Canterbury Drive Haines City, FL 33844

Vice-Chairman	John Dewell	913 Hill Drive Haines City, FL 33844
Secretary	Mary A. Davis	2358 Paulette Drive Haines City, FL 33844
Treasurer	George H. Carefoot	313 Hamilton Shore Drive N.E. Winter Haven, FL 33881

Article VIII

BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

Article IX

NO BENEFIT TO DIRECTOR, OFFICER, MEMBER OR PRIVATE INDIVIDUAL

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

Article X

DISSOLUTION

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under §501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

Article XI

AMENDMENTS

Amendments to these articles of incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

The undersigned, being the Chairman of this corporation, for the purpose of amending and restating the Articles of Incorporation, have executed these Amended and Restated Articles of Incorporation on behalf of the Board of Directors on this 4th day of March, 1999.



RALPH STALNAKER, Chairman

STATE OF FLORIDA
COUNTY OF POLK

THE FOREGOING INSTRUMENT was acknowledged before me this 4th day of ^{MARCH}~~February~~, 1999, by RALPH STALNAKER, who is personally known to me or who has produced a Florida driver's license as identification, and who did not take an oath.

(Affix Notary Seal)



NOTARY PUBLIC

My Commission Expires:



Dorothy Pogue
My Commission CC579622
Expires Aug. 25, 2000

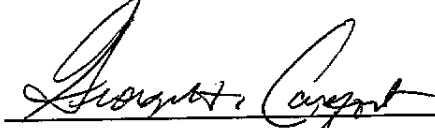
DOROTHY POGUE

(Type or Print Name of Notary)

ACCEPTANCE OF REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT AND AGREED TO ACT IN THIS CAPACITY. THE UNDERSIGNED FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF THE UNDERSIGNED'S DUTIES. THE UNDERSIGNED FURTHER CERTIFIES THAT THE UNDERSIGNED IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF SUCH POSITION AS REGISTERED AGENT.

SIGNATURE:



GEORGE H. CAREFOOT, REGISTERED AGENT

DATE: March 4, 1999

FILED
99 MAR -8 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA