

708987

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

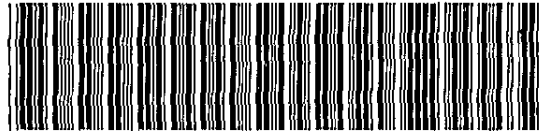
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500055502025

RECEIVED
05 JUN -1 PM 12:40
DIVISION OF CORPORATION
FILED
05 JUN -1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FL

Amel, Rest.

C. Coulette JUN 01 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 402438 7132640

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pizant

ORDER DATE : June 1, 2005

ORDER TIME : 11:20 AM

ORDER NO. : 402438-010

CUSTOMER NO: 7132640

CUSTOMER: Ms. Linda L. Fleming
Buchanan Ingersoll, P.C.
Suite 2500, Suntrust Financial
Center 401 E. Jackson Street
Tampa, FL 33602

DOMESTIC AMENDMENT FILING

NAME: MORTON PLANT HOSPITAL
ASSOCIATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis -- EXT# 2926

EXAMINER'S INITIALS: _____

**SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MORTON PLANT HOSPITAL ASSOCIATION, INC.**

1. These Second Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.

2. These Second Amended and Restated Articles of Incorporation were duly adopted by the members of the Corporation on May 21, 2005. The number of votes cast for this amendment and restatement was sufficient for approval.

3. The following Second Amended and Restated Articles of Incorporation supersede the Amended and Restated Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I

NAME

The name of the Corporation is Morton Plant Hospital Association, Inc.

ARTICLE II

DEFINITIONS

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.

2. The term "Articles of Incorporation" means these Second Amended and Restated Articles of Incorporation of the Corporation, as the same may be amended or restated from time to time.

3. The term "Board" or "Board of Trustees" means the board of trustees of the Corporation and the term "Trustee" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.

4. The term "Bylaws" means the Amended and Restated Bylaws of the Corporation, as the same may be amended or restated from time to time.

5. The term "Code" shall have the meaning provided in Article V.

6. The term "Corporation" means Morton Plant Hospital Association, Inc., a Florida not-for-profit corporation.

7. The term "Member" shall have the meaning provided in Article VIII.

FILED
05 JUN - 1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. The term "Class I Member Reserved Rights" refers to the rights and authorities enumerated as such in Article X.

9. The term "Class II Member Reserved Rights" refers to the rights and authorities enumerated as such in Article X.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation is located at 323 Jeffords Street, Clearwater, Florida.

ARTICLE IV

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V

PURPOSES

The purposes for which the Corporation is organized are exclusively charitable, scientific or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Code")), and, in furtherance of these purposes, the Corporation may:

(a) Engage in the provision of health care and operation of health care facilities to improve the health of the people in its community by providing comprehensive, community-owned and quality health care such as hospitals and outpatient clinics under the name of Morton Plant Hospital, to be operated exclusively for charitable purposes and to promote, aid and encourage the benevolent and charitable hospitalization and medical treatment of the indigent sick and afflicted provided, however, that the conduct and operation of the health care facilities shall be open and available for the hospitalization of any sick, diseased or afflicted persons. No part of the earnings of the Corporation shall inure to the benefit of any member of this corporation.

(b) Raise funds for itself from the public and from all other sources available, as well as receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Establish, develop, sponsor, promote and/or conduct educational programs, scientific research, treatment facilities, hospitals, rehabilitation centers, housing centers, management services, human services programs and other activities, all in promotion and support of the interests and purposes of the organizations described in subparagraph (a) of this Article.

(d) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(e) Own or operate facilities or own other assets in furtherance of these purposes.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(g) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Act.

(h) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Code, in the course of which operation:

(i) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its individual members, trustees, officers, or other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(ii) No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including through the publishing or distribution of statements), any political campaign on behalf of any candidate for public office except as authorized under the Code.

(iii) Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under §501(c)(3) of the Code and (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

ARTICLE VI

POWERS

This Corporation shall have all of the corporate powers enumerated and set forth in Section 617.021 of the Act, as amended from time to time; provided, however, that none of the powers granted to the Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article V.

ARTICLE VII

PROPERTY AND CORPORATE DISSOLUTION

A. The Corporation shall hold title to the property known as Morton Plant Hospital in Pinellas County and Pasco County, Florida, and such other property or properties as shall from time to time be conveyed to the Corporation or acquired by purchase, gift, devise, or otherwise.

B. In the event of the dissolution of the Corporation, the Board of Trustees, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation 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 or organizations under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization under §501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBER

The Member of the Corporation shall be Morton Plant Mease Health Care, Inc. (the "Member").

ARTICLE IX

BOARD OF TRUSTEES

Subject to the rights reserved to the Member below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Trustees. Except as otherwise provided in these Articles of Incorporation, provisions for membership, qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Trustees shall be governed by the Bylaws.

ARTICLE X

MEMBER RESERVED RIGHTS

The Member shall have such rights and powers as are specified in these Articles of Incorporation, the Bylaws, and the Act, as each may be amended from time to time. In furtherance of the foregoing, the Member reserves to itself the following two categories of actions: Class I Member reserved rights and Class II Member reserved rights.

A. Class I Member Reserved Rights.

1. Addition, deletion or reconfiguration of services of the Corporation.
2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
3. Exclusive authority to enter into managed care contracts on behalf of the Corporation and its subsidiaries and affiliates.
4. Approval of contracts on behalf of the Corporation (but the Class I Member may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Class I Member).
5. Authority to establish fees and charges on behalf of the Corporation.
6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
8. Approval of the philosophy, mission statement and purposes of the Corporation.
9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.
10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.
11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Class I Member.
12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
13. Adoption of strategic plans or major changes in programs or services of the Corporation.
14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Class I Member.

B. Class II Member Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.
2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation.
3. With regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).
4. Approval of the closure of a hospital facility of the Corporation.
5. Change in the name of a hospital facility of the Corporation.
6. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE XI

AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

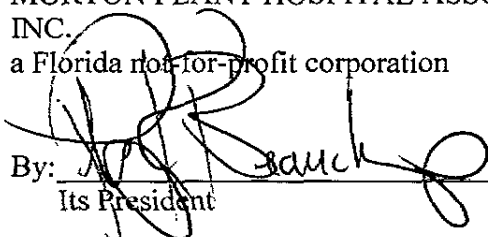
These Articles of Incorporation and the Bylaws may be amended as provided in the Bylaws.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

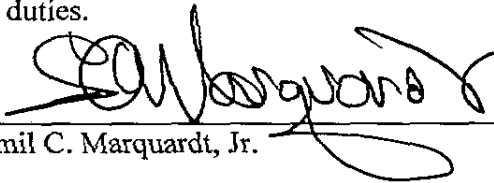
The address of the Corporation's registered office is 625 Court Street, Suite 200, Clearwater, Florida 33756. The name of the registered agent at such registered office is Emil C. Marquardt, Jr.

MORTON PLANT HOSPITAL ASSOCIATION,
INC.
a Florida not-for-profit corporation

By:  _____
Its President

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of MORTON PLANT HOSPITAL ASSOCIATION, INC., the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that he is familiar with and accepts the obligations of his position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of his/her duties.


Emil C. Marquardt, Jr.