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Division of Corporations

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From:
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BASIC AMENDMENT

SHANDS JACKSONVILLE PROPERTIES, INC.

Certificate of Status	0
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**ARTICLES OF AMENDMENT AND RESTATEMENT
of the
ARTICLES OF INCORPORATION
of
METHODIST MEDICAL CENTER, INC.**

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A. The name of the Corporation is Methodist Medical Center, Inc.

B. Amendments to the Amended and Restated Articles of Incorporation were adopted on the 20th of June, 2005, by the Board of Directors of the Corporation to amend the Amended and Restated Articles of Incorporation in their entirety to consolidate all amendments and to revise and update clause (p) of Article IV and to change the name of the Corporation, so that after amendment the Amended and Restated Articles of Incorporation of the Corporation shall read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SHANDS JACKSONVILLE PROPERTIES, INC.**

**Article I
Name**

The name of the Corporation is Shands Jacksonville Properties, Inc.

**Article II
Principal Office**

The address of the Corporation's principal office is 655 West 8th Street, Jacksonville, Florida 32209.

**Article III
Registered Agent**

The street address of the registered office of the Corporation is 655 West 8th Street, Jacksonville, Florida 32209, and the name of its registered agent at such address is Charles E. Caniff, Jr.

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Article IV Purposes

The Corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, for the following purposes:

- (a) To provide healthcare and related services to the community, including the City of Jacksonville, Duval County, Nassau County, Clay County, Baker County and St. Johns County, Florida, and throughout the "First Coast" region, and to support the teaching and research missions of the University of Florida Health Science Center;
- (b) To own, lease, manage, control, operate, govern, reconstruct and repair healthcare and related facilities;
- (c) To establish and operate a hospital and healthcare service for the purpose of furnishing medical and surgical aid, nursing and medical care, food and other necessary care for those suffering from illnesses, disease, injuries or disabilities and to operate an emergency room or rooms in such hospital open to all regardless of their ability to pay; provided, however, that persons able to make full or part payment shall have the obligation to do so according to the schedule of charges established for the Corporation;
- (d) To carry on any educational and other activities relating to the rendering of care to the sick and injured or to the promotion of the general health and welfare of the citizens of the State of Florida;
- (e) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida;
- (f) To promote and carry on research related to the care of the sick and injured, and to the advancement of medical science;
- (g) To solicit and receive funds, gifts, endowments, donations, devises, bequests, including grants, contracts and awards from federal, state or local agencies or other foundations;
- (h) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, doctors' offices, clinics, laboratories or any kind of related medical activity;
- (i) To exercise all of the powers enumerated in Section 617, Florida Statutes, as it now exists or is subsequently amended or superseded, and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated that are not in derogation of the laws of the State of Florida;

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(j) To enter into agreements with the United States of America, and/or the State of Florida, and with departments, divisions, agencies and political subdivisions thereof, for the purpose of providing medical science and health care services to all, including services for the indigent and persons with limited financial means;

(k) To enter into cooperative agreements and working arrangements with other healthcare and medical science-related institutions and agencies for the purpose of promoting the general health and welfare of the citizens of the State of Florida;

(l) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(m) To operate without regard to race, age, sex, religion or national origin;

(n) To carry out its functions such that no substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting 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 (or in opposition to) any candidate for public office;

(o) To operate, participate in or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(3) of the Code; and

(p) In carrying out the purposes stated above, the Corporation shall operate exclusively for the support and benefit of, to be responsive to the needs of, to perform one or more of the functions of, and to assist in carrying out the purposes of the health care mission of (i) Shands Jacksonville Medical Center, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (ii) Shands Jacksonville HealthCare, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (iii) Shands Teaching Hospital and Clinics, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; and (iv) other hospitals and health care delivery organizations that are closely related to the above in purpose or function, either through common control, ownership, lease or management, each of which shall be a publicly supported organization as described in Sections 509(a)(1) and (2) of the Code.

Article V Powers

The Corporation shall have and exercise all powers of a corporation not for profit as the same now exist or may hereinafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members,

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directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170 of the Code.

Article VI Member

Section 6.1 Member. The sole Member of the Corporation shall be Shands Jacksonville HealthCare, Inc.

Section 6.2 Reserved Powers. Notwithstanding any other provision of these Amended and Restated Articles of Incorporation, there is reserved to the Member (a) all matters required to be reserved to the Member under the Florida Not For Profit Corporation Act and (b) the power to amend these Amended and Restated Articles of Incorporation and the Corporation's Bylaws.

Article VII Manner of Election of Directors

The number and manner of election of Directors of the Corporation shall be as provided in the Bylaws.

Article VIII 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 not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of the Corporation to the supported organizations described in Article IV hereof, or in the event such supported organizations have ceased to exist, to such other organization or organizations that are exempt from federal income tax under Section 501(c)(3) of the Code.

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**Article IX
Amendment**

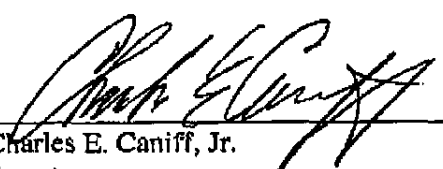
The sole Member of the Corporation may amend, alter or repeal any provision of these *Amended and Restated Articles of Incorporation* in the manner now or hereinafter provided by Florida law.

There are no other amendments to the *Amended and Restated Articles of Incorporation*, except as stated above.

C. The sole Member of this Corporation was entitled to vote on this amendment and restatement, and the number of votes cast for the amendment and restatement was sufficient for approval by the sole Member entitled to vote.

IN WITNESS WHEREOF, Methodist Medical Center, Inc. has caused these Articles of Amendment and Restatement to be signed in its name by its Secretary as of July 1, 2005.

METHODIST MEDICAL CENTER, INC.

By: 

Charles E. Caniff, Jr.
Secretary

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