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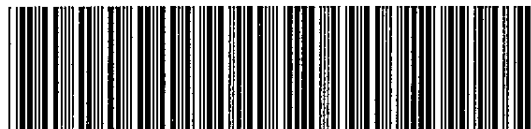
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Ps 11/21/05  
Amend

# PETERSON & MYERS, P.A.

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MICHAEL W. CREWS (1941-1991)

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DEBORAH A. RUSTER  
STEPHEN R. SENN  
ANDREA TEVES SMITH  
KEITH H. WADSWORTH  
THEODORE W. WEEKS, IV  
KERRY M. WILSON

November 8, 2005

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Lakeland Regional Medical Center Foundation, Inc.  
First Amendment to Amended and Restated Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing please find an original and one copy of the First Amendment to the Amended and Restated Articles of Incorporation of Lakeland Regional Medical Center Foundation, Inc., along with a check in the amount of \$43.75 for the filing fee and for a certified copy. Should you have any questions or require any additional information, please do not hesitate to contact me.

Sincerely,



Jonn D. Hoppe

JDH/mei  
Enclosures

**FIRST AMENDMENT**  
**TO THE AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**LAKELAND REGIONAL MEDICAL CENTER FOUNDATION, INC.**

**FILED**

05 NOV 15 PM 12:16

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned President and Secretary of Lakeland Regional Medical Center Foundation, Inc., a Florida corporation, hereby execute this First Amendment to The Amended And Restated Articles of Incorporation of Lakeland Regional Medical Center Foundation, Inc., as adopted by the unanimous vote of the Board of Directors of Lakeland Regional Medical Center Foundation, Inc., on September 1, 2005, and approved by the Membership, thereby amending the Articles of Incorporation as follows:

1. Article V is hereby deleted in its entirety and the following Article V is substituted in lieu thereof:

**ARTICLE V**

**PERSONS EXECUTING ARTICLES**

The names and addresses of the persons executing these Articles of Amendment are:

- a) John T. Cannon, III, Chairman  
Lakeland Regional Medical Center Foundation, Inc.  
1324 Lakeland Hills Boulevard  
Post Office Box 95448  
Lakeland, Florida 33804
- b) Jack T. Stephens, Secretary  
Lakeland Regional Medical Center Foundation, Inc.  
1324 Lakeland Hills Boulevard  
Post Office Box 95448  
Lakeland, Florida 33804

2. Section 7.1 of Article VII is hereby deleted in its entirety and the following new Section 7.1 of Article VII is substituted in lieu thereof:

A 7.1 Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than thirteen (13) nor more than twenty-five (25). The Board of Directors as of the adoption date of these Articles of Amendment to Articles Incorporation consisted of the persons set forth on attached **Schedule A**.

3. Section 7.2 of Article is hereby deleted in its entirety and the following new Section 7.2 of Article VII is substituted in lieu thereof:

7.2 Term. The Board of Directors shall be divided into three (3) classes who shall serve staggered terms not exceeding three (3) years. Upon the expiration of the term of a Director, Lakeland Regional Health Systems, Inc. shall select a successor Director. The successor Director and any subsequent Director shall serve for a term of three (3) years and until his respective successor is appointed. Directors may serve three (3) consecutive three (3) year terms; provided, however, no current Director or subsequently appointed Director (except the Secretary and Treasurer) shall serve as a Director of the Corporation for any consecutive period of more than a total of nine (9) years, but may again serve as a Director after the passage of at least one (1) year. Notwithstanding the foregoing, in the event the Chairman/President of the Corporation is serving as Chairman/President in his or her 9th year, then in that event, his or her term of office shall be automatically extended for one (1) additional year to allow him or her to serve a 10th year on the Board of Directors. In that event, the number of Directors serving may exceed the twenty-five (25) member limit and for the period of time being served by a Past Chairman/Past President, the Board may consist of twenty-six (26) members.

4. Section 7.3 of Article VII is hereby deleted in its entirety and the following new Section 7.3 of Article VII is substituted in lieu thereof:

7.3 Criteria for Directors. Persons eligible for election to the Board of Directors shall meet the following eligibility criteria:

(a) One (1) Director shall be the President/CEO of Lakeland Regional Medical Center, Inc., who shall also be the Secretary and the Treasurer of the Board and Corporation.

(b) No person shall be eligible to serve as a Director who has been convicted of a felony or any crime involving moral turpitude.

(c) No Director's spouse shall serve at the same time on the

Board of Directors nor shall any blood relative of a Director (closer than first cousin) serve at the same time on the Board of Directors.

(d) At least one (1) Director shall serve on the Board of Lakeland Regional Health Systems, Inc. and at least one (1) Director shall serve on the Board of Lakeland Regional Medical Center, Inc. This provision may be satisfied by one (1) director who also simultaneously sits on the Boards of both Lakeland Regional Health Systems, Inc. and Lakeland Regional Medical Center, Inc.

(e) Any other eligibility criteria as set forth in the Bylaws of the Corporation.

5. Article X is hereby deleted in its entirety and the following new Article X is substituted in lieu thereof:

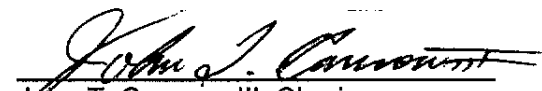
#### ARTICLE X

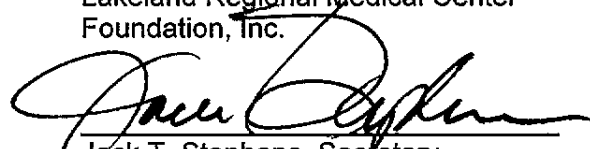
##### AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation, subject to ratification by Lakeland Regional Health Systems, Inc. Such amendment may be proposed by any voting Director of the Board of Directors and, subject to ratification by Lakeland Regional Health Systems, Inc., such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director (including ex-officio Directors) at least ten (10) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then, subject to ratification by Lakeland Regional Health Systems, Inc., the amendment shall thereby be adopted without the necessity of the ten (10) day notice.

CERTIFICATION

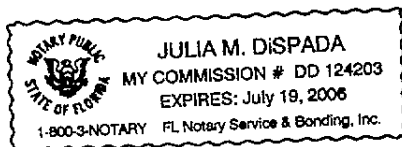
We, the undersigned, constituting the President and Secretary of Lakeland Regional Medical Center Foundation, Inc. execute this First Amendment to The Amended And Restated Articles of Incorporation pursuant to Chapter 617, Florida Statutes. We, the undersigned, do further make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set our hands and seals at Lakeland, Polk County, Florida, this 1<sup>st</sup> day of September, 2005.

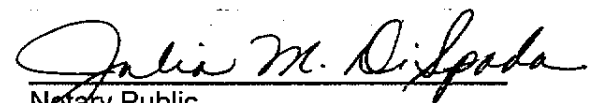
  
John T. Cannon, III, Chariman  
Lakeland Regional Medical Center  
Foundation, Inc.

  
Jack T. Stephens, Secretary  
Lakeland Regional Medical Center  
Foundation, Inc.

STATE OF FLORIDA  
COUNTY OF POLK

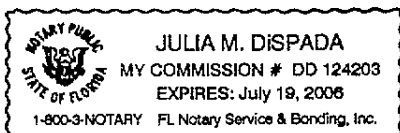
The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of September, 2005, by John T. Cannon, III, who ~~is~~ is personally known to me or who I produced \_\_\_\_\_ as identification.

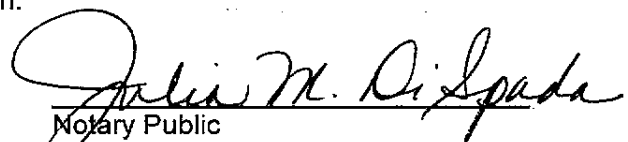


  
Notary Public  
My commission expires:

STATE OF FLORIDA  
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of September, 2005, by Jack T. Stephens, who ~~is~~ is personally known to me or who I produced \_\_\_\_\_ as identification.



  
Notary Public  
My commission expires:

**SCHEDULE A**

**LAKELAND REGIONAL MEDICAL CENTER FOUNDATION, INC.  
BOARD OF DIRECTORS**

John T. Cannon, III

Charles W. Bovay

Jack T. Stephens

Llewellyn N. Belcourt

Denise K. Crenshaw

Dale E. Dreyer

Ricardo E. Duque, M.D.

R. Scott Fore

Kevin Griffith

Ford Heacock

Stephen A. Moore, Jr.

Paul K. Morgan

Craig A. Mundy

Ihla P. Sloman

Janet M. Stuart