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Amended Restated

OCT 17 2016

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ATTORNEYS AT LAW • SINCE 1948

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October 10, 2016

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Lakeland Regional Medical Center Foundation, Inc.

Enclosed for filing are Third Amended and Restated Articles of Incorporation of Lakeland Regional Medical Center Foundation, Inc.

Please return a certified copy of Articles (copy enclosed) to the above Lakeland address. Also enclosed is our check in the amount of \$48.75 for the filing fee and fee for a certified copy.

Thank you for your assistance and if you have any questions, please contact me at 863-683-6511.

Sincerely,


Jan Crosetti
Legal Assistant

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN

DEBRA L. CLINE
J. DAVIS CONNOR
DAVID G. FISHER
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DEBORAH A. RUSTER
NICHOLAS L. SELLARS

STEPHEN R. SENN
JILLIAN T. SPANGLER
LOUISE W. SPIVEY
MATTHEW J. VAUGHN
KEITH H. WADSWORTH
AMANDA L. WALLS



**THIRD AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKELAND REGIONAL MEDICAL CENTER FOUNDATION, INC.**

The undersigned President and Secretary of Lakeland Regional Medical Center Foundation, Inc., hereby execute this Third Amended and Restated Articles of Incorporation of Lakeland Regional Medical Center Foundation, Inc., which was adopted by unanimous vote of the Board of Directors of Lakeland Regional Medical Center Foundation, Inc. (the "Corporation") on September 20, 2016 and by the unanimous vote of the Member of the Corporation on September 25, 2016.

ARTICLE I

NAME

The name of the Corporation is Lakeland Regional Medical Center Foundation, Inc.

ARTICLE II

PURPOSES

The Corporation is organized as a not for profit corporation under the Florida Not For Profit Act, Chapter 617, Florida Statutes, on a non-stock basis, for the following purposes:

(a) To support, promote, advance and strengthen, within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1954, as amended (or corresponding

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JACKSONVILLE, FLORIDA

provisions of any subsequent United States Internal Revenue law) (the "Code"), Lakeland Regional Health Systems, Inc., a Florida not for profit corporation ("LRHS") and Lakeland Regional Medical Center, Inc., a Florida not for profit corporation ("LRMC"), and, in the discretion of the Board of Directors of the Corporation, to support other not for profit health corporations organized for charitable and civic purposes; provided that each corporation is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported corporation within the meaning of Section 509(a)(3) of the Code;

(b) To operate exclusively for charitable, educational and scientific purposes, and in furtherance of the charitable, educational and scientific purposes, causes and objects now or at any time hereafter fostered by LRHS and LRMC, and such other not for profit and tax exempt health care providers as the Board of Directors of the Corporation elects to support;

(c) To participate in any activity designed and carried on to promote general health and welfare;

(d) To promote and carry on scientific research and educational activities related to the care of the sick and injured;

(e) To solicit and receive funds, gifts, endowments, donations, devises and bequests and to that end to take and hold, by bequest, devise, gift, purchase, or lease, either

absolutely or in trust for such objects and purposes or any of them, any property, real, personal, or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law; to sell, convey, and dispose of any such property and to invest and reinvest the principal thereof, and to deal with and expend the income therefrom for any of the above mentioned purposes, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received; to receive any property, real, personal, or mixed in trust, under the terms of any will, deed of trust, or other instrument for the above purposes and in administering the same, to carry out the directions and exercise the powers contained in the trust instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes, if authorized or directed in the trust instrument under which it is received; to receive, take title to, hold, and use the proceeds and income of stocks, bonds, obligations, or securities of any corporation or corporations, or other entities, domestic or foreign, for the above purposes; and in general, to exercise any, all, and every corporate power as set out in Florida Statutes 617.0302, as it now exists or is subsequently amended or superseded;

(f) 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;

(g) To participate in, form, own and operate joint ventures, partnerships, corporations or other entities, so long as the Corporation's participation therein is primarily in furtherance of the charitable, educational and scientific purposes for which the

Corporation is organized, and so long as the participation therein is not prohibited by law, regulation or the Code;

The Corporation is organized exclusively for charitable purposes, as a not for profit corporation, within the meaning of Section 501(c)(3) of the Code, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any director, officer or other individual. In addition, the Corporation shall be authorized to exercise all powers permitted not for profit corporations under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Code. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes herein set forth, including the payment of expenses incidental thereto and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of its activities shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERSHIP

The sole Member of the Corporation shall be Lakeland Regional Health Systems, Inc. and membership in the Corporation is not transferable or assignable.

ARTICLE IV

TERM

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

ARTICLE V

PERSON EXECUTING ARTICLES

The name and address of the persons executing this Second Amended and Restated Articles of Incorporation is:

Elaine C. Thompson, PhD.
President
Lakeland Regional Medical Center Foundation, Inc.
1324 Lakeland Hills Boulevard
Post Office Box 95448
Lakeland, Florida 33804

Evan C. Jones
Secretary
Lakeland Regional Medical Center Foundation, Inc.
1324 Lakeland Hills Boulevard
P.O. Box 95448
Lakeland, Florida 33804

ARTICLE VI

REGISTERED OFFICE AND AGENT

The registered office and street address of the Corporation is 1324 Lakeland Hills Boulevard, Lakeland, Florida 33804, and the registered agent at said address is Evan C. Jones.

ARTICLE VII

BOARD OF DIRECTORS

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 these 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, except as specifically authorized herein, shall never be less than thirteen (13) nor more than twenty-five (25).

7.2 Term. The Directors shall serve for terms as set forth in the Bylaws. Upon the expiration of the term of each member of the Board of Directors, the Member of

the Corporation, LRHS, shall select and appoint a successor Director. Each such successor Director and all subsequent Directors shall serve for a term of three (3) years and until their respective successors are elected and qualified. Directors may serve for successive terms; provided, however, that after the effective date of this Second Amended and Restated Articles of Incorporation, no person shall serve as a Director of the Corporation for any consecutive period of more than a total of nine (9) years. However, notwithstanding the foregoing, in the event the Chair of the Corporation is serving as Chair in his or her ninth (9th) year, or a Director is chosen to serve as Vice-Chair or Chair in what would be his or her tenth (10th) or eleventh (11th) year on the Board of Directors, his or her term of office shall be automatically extended to allow said additional service, including additional service as Past-Chair. In that event, the number of Directors serving may exceed the twenty-five (25) member limit in order to allow said extended service. One Director shall be the President/CEO of LRHS and said Director shall not be term limited.

7.3 Criteria for Directors. The Board of Directors shall at all times be comprised of members who meet the criteria set forth herein or in the Bylaws of the Corporation but no person shall be eligible to serve as a Director who has been convicted of a felony or any crime involving moral turpitude.

7.4 Vacancies. All vacancies (whether due to the expiration of the term of a Director, resignation, death, removal, or otherwise) on the Board of Directors, shall be filled by the Member of the Corporation, LRHS using such procedure as may be set forth in the Bylaws.

7.5 Ex Officio Members. The Bylaws of the Corporation may provide for the appointment of ex-officio members of the Board of Directors. Ex-officio members of the Board shall be honorary, non-voting members and shall not be counted as Directors for purposes of Article 7.1 hereof.

7.6 Compensation. Directors shall not be compensated for their performance of their duties as Directors, but shall be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

7.7 Removal Rights. The Member of the Corporation, LRHS, shall have the absolute right to remove, with or without cause, any Director and to replace any Director so removed.

ARTICLE VIII

OFFICERS

8.1 Officers of the Board. The Officers of the Board of Directors shall consist of a Chair and a Vice Chair and shall be elected and serve a term or terms in office as set forth in the Bylaws of the Corporation.

8.2 Officers of the Corporation. The President/CEO of LRHS shall serve as the President of the Corporation and the CFO of LRHS shall serve as the Secretary and Treasurer of the Corporation and shall have such duties and responsibilities as are set out in the Bylaws of the Corporation.

ARTICLE IX

ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by procedures set forth in said Bylaws.

ARTICLE X

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors, with the consent and approval of the Member of the Corporation, LRHS, may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and 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 at least fifteen (15) 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 the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

ARTICLE XI

ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for such purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws.

ARTICLE XII

DISSOLUTION

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to LRHS or LRMC; provided that LRHS or LRMC is then an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, and if not, then to the City of Lakeland (the "City") to be used exclusively for a charitable purpose; and none of the assets will be distributed upon such dissolution to any Officer or Director of the Corporation. Upon the termination of any Lease and Transfer Agreement between the City and LRMC, or termination of any renewal or extension of said Lease and Transfer Agreement, all of the assets of the Corporation shall be distributed to the City to be used exclusively for a public purpose and the Corporation shall be dissolved, and none of the assets shall be distributed upon such termination to any Member, Officer or Director of this Corporation. The City shall have the authority to compel the Corporation's compliance with this Article.

ARTICLE XIII

CERTIFICATION

We, the undersigned President and Secretary of Lakeland Regional Medical Center Foundation, Inc., do hereby execute this Third Amended and Restated Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Act. 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 signed this Third Amended and Restated Articles of Incorporation at Lakeland, Florida, this 25th day of September, 2016.

A handwritten signature in cursive script, reading "Elaine C. Thompson". The signature is written in black ink and is positioned above the printed name and title.

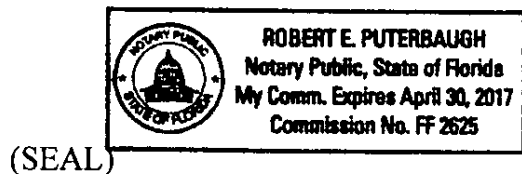
Elaine C. Thompson, PhD.

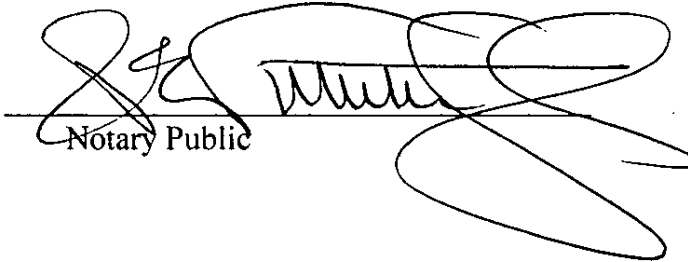
President

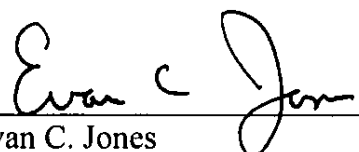
Lakeland Regional Medical Center Foundation, Inc.

STATE OF FLORIDA
COUNTY OF POLK

The foregoing Third Amended and Restated Articles of Incorporation was acknowledged before me this 25th day of September, 2016, by Elaine C. Thompson, PhD., who is personally known to me and who did take an oath.

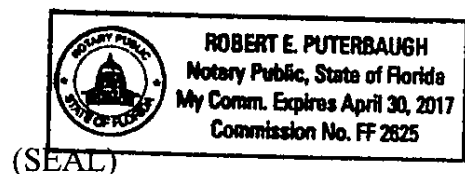


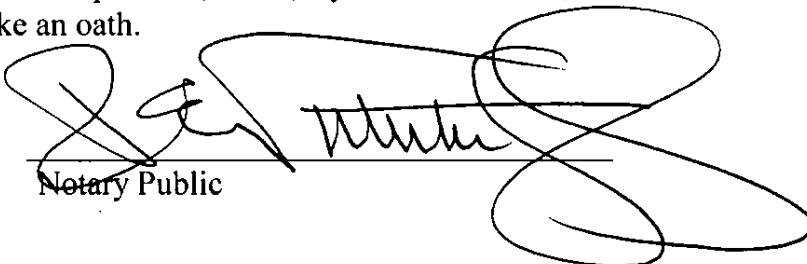

Notary Public


Evan C. Jones
Secretary
Lakeland Regional Medical Center Foundation, Inc.

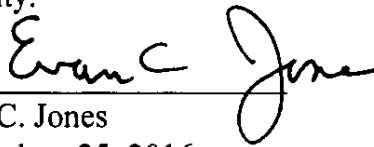
STATE OF FLORIDA
COUNTY OF POLK

The foregoing Third Amended and Restated Articles of Incorporation was acknowledged before me this 25th day of September, 2016, by Evan C. Jones, who is personally known to me and who did take an oath.




Notary Public


Having been named as Registered Agent to accept service of process for Lakeland Regional Medical Center Foundation, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Evan C. Jones
September, 25, 2016

APPROVAL BY THE MEMBER

The forgoing Third Amended and Restated Articles of Incorporation was approved by the Sole Member of the Corporation, Lakeland Regional Health Systems, Inc., on this 25th day of September, 2016.



Jay Mulaney, M.D.
Chairman of the Board of Directors