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To: Division of Corporations
Fax Number : (850) 922-4000

Attn: Darlene Connell
Please refer to our letter
dated 9/30/99

From: Account Name : SMITH HULSEY & BUSEY
Account Number : 075030000653
Phone : (904) 359-7000 773C
Fax Number : (904) 359-7712

BASIC AMENDMENT

THE METHODIST HOSPITAL FOUNDATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Status	0
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Page Count	05
Estimated Charge	\$35.00

Amended & Restated

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TALLAHASSEE, FLORIDA

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THE METHODIST HOSPITAL FOUNDATION, INC.**

A. The name of the Corporation is The Methodist Hospital Foundation, Inc.

B. Amendments to the Articles of Incorporation were adopted on August 30, 1999, by the Board of Directors to amend the Articles of Incorporation in their entirety to delete historical references, to amend the purposes of the Corporation, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Members and the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

**Article I
Name**

The name of the Corporation is The Methodist Hospital Foundation, Inc.

**Article II
Principal Office**

The address of the Corporation's principal office is 580 West 8th Street, Jacksonville, Florida 32209.

**Article III
Registered Agent**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

**Article IV
Purposes**

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

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- (a) To engage in activities in support of scientific, educational, literary, or charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 ("IRC" or the "Code"), as amended from time to time, to make distributions to other organizations for use, by the distributees, in support of such charitable purposes as described and limited in paragraph (b) following, and to support the teaching and research missions of the University of Florida Health Science Center;
- (b) To solicit and receive funds, gifts, endowments, donations, devises, bequests, including grants, contracts and awards from federal, state or local agencies or other foundations;
- (c) To exercise all 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 which are not in derogation of the laws of the State of Florida;
- (d) To exist and operate solely for scientific, educational, religious and charitable purposes within the meaning of Section 501(c)(3) of 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;
- (e) To operate without regard to race, age, sex, religion or national origin;
- (f) 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;
- (g) 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
- (h) 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 ministry of (i) Methodist Medical Center, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (ii) University Medical Center, Inc., an IRC 501(c)(3) and IRC 509(a)(1) Florida not for profit corporation; (iii) Shands Jacksonville Healthcare, Inc., an IRC 501(c)(3) and IRC 509(a)(1) not for profit corporation; and (iv) other hospitals and health care delivery organizations that are affiliated with Methodist Medical

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Center, Inc. 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, 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 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 Articles of Incorporation and the Corporation's Bylaws.

Article VII Directors and the Manner of Election of Directors

The Corporation shall be managed by or under the direction of a Board of Directors which shall consist of the individuals who are the members of the Board of Directors of Shands Jacksonville HealthCare, Inc. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Corporation's Bylaws.

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**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.

**Article IX
Amendment**

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

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

C. The Board of Directors of this Corporation were entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the directors entitled to vote. The Members of the Corporation were not entitled to vote on the amendment.

IN WITNESS WHEREOF, Methodist Hospital Foundation, Inc. has caused these Articles of Amendment to be signed in its name by its Treasurer and Assistant Secretary this 30th day of September, 1999.

**THE METHODIST HOSPITAL FOUNDATION,
INC.**

By 

Marcus E. Drewa
Treasurer and Assistant Secretary

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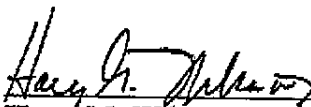
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, The Methodist Hospital Foundation, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is The Methodist Hospital Foundation, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: 
Harry M. Wilson, III
Vice-President

Date: September 16, 1999

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