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NEW FILINGS	
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<input type="checkbox"/>	NonProfit
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<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Amend, Restated + N.C.

6-29-98

Examiner's Initials

CC

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
TALLAHASSEE MEMORIAL HOSPITAL
REGIONAL MEDICAL CENTER FOUNDATION, INCORPORATED

FILED
98 JUN 29 PM 3:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be Tallahassee Memorial HealthCare Foundation, Inc. (hereinafter referred to as the "Foundation").

ARTICLE II

PURPOSE

The general purposes for which the Foundation is formed are to provide charitable, medical, scientific, educational and research aid in the form of property and services to Tallahassee Memorial HealthCare, Inc., its subsidiaries, departments and affiliates; to promote the educational training and research programs of Tallahassee Memorial HealthCare, Inc. and its subsidiaries, departments and affiliates; and to promote the general health of the public through Tallahassee Memorial HealthCare, Inc., its subsidiaries, departments and affiliates.

ARTICLE III

POWERS

In addition to any powers provided by Chapter 617 of the Florida Statutes, or any other Florida Statute, the Foundation will have the following powers:

- (a) to receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the

principal, income, or both, therefrom, immediately or in the future, or as provided by the conditions of a trust;

(b) To hold, use, dispose of invest, manage, disburse and properly account for assets subject to its control;

(c) To act and perform the duties of trustee or to act in any other fiduciary capacity under deed or trust, will, codicil, agreement or other instrument, and to obligate itself to perform and execute any and all conditions of trust;

(d) To borrow or raise money and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired where the assets to be encumbered are not subject to limitations which would prohibit this; and

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

Notwithstanding any other provision of these Articles, the Foundation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision

of any future United States Internal Revenue law.

ARTICLE IV

TRUSTEES AND OFFICERS

Section 1. The affairs of the Foundation shall be managed by the Trustees or by the Executive Committee thereof as may be authorized by the Foundation Bylaws.

Section 2. There shall be three (3) ex-officio members appointed by the Board of Directors of Tallahassee Memorial HealthCare, Inc. to the Board of Trustees. The three (3) ex-officio members shall be the Chairman of the Board of Directors of Tallahassee Memorial HealthCare, Inc., the President of Tallahassee Memorial HealthCare, Inc. and the Chairman of the Medical Staff of Tallahassee Memorial HealthCare, Inc. All ex-officio members shall have voting privileges and shall be members only for the term of their office with Tallahassee Memorial HealthCare, Inc. Ex-officio members may serve consecutive terms if they currently hold such office with Tallahassee Memorial HealthCare, Inc.

Section 3. The Foundation shall have a Chairman, Vice Chairman, President, Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, a Chief Executive officer or others. Such officers shall be elected by the Board of Trustees subject, however, to approval by the Board of Directors of Tallahassee Memorial HealthCare, Inc. Duties and responsibilities of all Officers shall be described in the Bylaws.

ARTICLE V

MEMBERSHIP

Membership shall be available to those who have a genuine interest in the objectives of the Foundation and who are approved by the Trustees. The initial Trustees shall be charter members.

ARTICLE VI

BY-LAWS

The Bylaws of this Foundation shall be made, altered or rescinded by the Board of Trustees subject to final approval of the Board of Directors of Tallahassee Memorial HealthCare, Inc. The Bylaws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof.

ARTICLE VII

AUTHORITY TO BIND THE FOUNDATION

The President and the Executive Director, if selected, shall be empowered to act for the Foundation upon the authorization of the Trustees, but only the signature of its appropriate officers as defined in the Bylaws shall legally bind the Foundation.

ARTICLE VIII

The Foundation shall have perpetual existence.

ARTICLE IX

DISSOLUTION

Upon dissolution of the Foundation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of Directors of Tallahassee Memorial HealthCare, Inc. for the exclusive use and benefit to Tallahassee Memorial HealthCare, Inc., and in the event Tallahassee Memorial HealthCare, Inc. does not exist, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

ARTICLE X

AMENDMENTS

The Articles of Incorporation may be amended by the Board of Trustees subject to final approval by the Board of Directors of Tallahassee Memorial HealthCare, Inc.

IN WITNESS WHEREOF, the undersigned has made, subscribed and acknowledged these Amended and Restated Articles of Incorporation on this 23 day of June, 1998, for the purpose of amending and restating the Articles of Incorporation of the Foundation under the laws of the State of Florida.

BY

Al C. McCully, M.D.

Al C. McCully, M.D.

ITS: President

CERTIFICATE REGARDING BOARD APPROVAL

The undersigned hereby certifies the following:

1. The name of the Corporation is Tallahassee Memorial HealthCare Foundation, Inc.
2. The text of each amendment adopted is as follows:

Article I of the Amended and Restated Articles of Incorporation is amended as follows:

The name of this corporation shall be Tallahassee Memorial HealthCare Foundation, Inc. (hereinafter referred to as the "Foundation").

Article II of the Amended and Restated Articles of Incorporation is amended as follows:

The general purposes for which the Foundation is formed are to provide charitable, medical, scientific, educational and research aid in the form of property and services to Tallahassee Memorial HealthCare, Inc., its subsidiaries, departments and affiliates; to promote the educational training and research programs of Tallahassee Memorial HealthCare, Inc. and its subsidiaries, departments and affiliates; and to promote the general health of the public through Tallahassee Memorial HealthCare, Inc., its subsidiaries, departments and affiliates.

Article III of the Amended and Restated Articles of Incorporation is amended as follows:

In addition to any powers provided by Chapter 617 of the Florida Statutes, or any other Florida Statute, the Foundation will have the following powers:

- (a) to receive by gift, devise, bequest, grant or purchase any money, security, real or personal property, or any other thing of value, absolutely or in trust, to be used, either the principal, income, or both, therefrom, immediately or in the future, or as provided by the conditions

of a trust;

(b) To hold, use, dispose of invest, manage, disburse and properly account for assets subject to its control;

(c) To act and perform the duties of trustee or to act in any other fiduciary capacity under deed or trust, will, codicil, agreement or other instrument, and to obligate itself to perform and execute any and all conditions of trust;

(d) To borrow or raise money and to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and interest therein by mortgage pledge, conveyance or other assignments in trust, in whole or in part, of the assets of the corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired where the assets to be encumbered are not subject to limitations which would prohibit this; and

(e) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto and connected therewith, to the extent permitted by law.

Notwithstanding any other provision of these Articles, the Foundation will not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law; or (b) a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue law.

Article IV of the Amended and Restated Articles of Incorporation is amended as follows:

Section 1. The affairs of the Foundation shall be managed by the Trustees or by the Executive Committee thereof as may be authorized by the Foundation Bylaws.

Section 2. There shall be three (3) ex-officio members appointed by the Board of Directors of Tallahassee Memorial HealthCare, Inc. to the Board of Trustees. The three (3) ex-officio members shall be the Chairman of the Board of Directors of Tallahassee Memorial HealthCare, Inc., the President of Tallahassee Memorial HealthCare, Inc. and the Chairman of the Medical Staff of Tallahassee Memorial HealthCare, Inc. All ex-officio members shall have voting privileges and shall be members only for the term of their office with Tallahassee Memorial HealthCare, Inc. Ex-officio members may serve consecutive terms if they currently hold such office with Tallahassee Memorial HealthCare, Inc.

Section 3. The Foundation shall have a Chairman, Vice Chairman, President, Secretary and Treasurer and may have additional and assistant officers, including without limitation thereto, a Chief Executive officer or others. Such officers shall be elected by the Board of Trustees subject, however, to approval by the Board of Directors of Tallahassee Memorial HealthCare, Inc. Duties and responsibilities of all Officers shall be described in the Bylaws.

Article VI of the Amended and Restated Articles of Incorporation is amended as follows:

The Bylaws of this Foundation shall be made, altered or rescinded by the Board of Trustees subject to final approval of the Board of Directors of Tallahassee Memorial HealthCare, Inc. The Bylaws shall operate to carry out the purposes of the Foundation and to facilitate the operational procedures thereof.

Article VIII of the Amended and Restated Articles of Incorporation is amended as follows:

The Foundation shall have perpetual existence.

Article IX of the Amended and Restated Articles of Incorporation is amended as follows:

Upon dissolution of the Foundation, all its assets remaining after payment of all costs and expenses of such dissolution shall be distributed to the Board of Directors of Tallahassee Memorial HealthCare, Inc. for the exclusive use and benefit to Tallahassee Memorial HealthCare, Inc., and in the event Tallahassee Memorial HealthCare, Inc. does not exist, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State, or local government for exclusive public purpose.

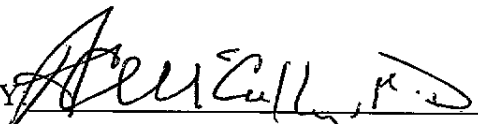
Article X of the Amended and Restated Articles of Incorporation is amended as follows

The Articles of Incorporation may be amended by the Board of Trustees subject to final approval by the Board of Directors of Tallahassee Memorial HealthCare, Inc.

3. These Amended and Restated Articles of Incorporation contain amendments to the Articles of Incorporation of the Corporation which do not require member approval; the Board of Directors of the Corporation duly adopted these Amended and Restated Articles of Incorporation and the amendments contained therein on or about June 23, 1998.

4. These Amended and Restated Articles of Incorporation have been duly approved by the Board of

Directors of Tallahassee Memorial HealthCare, Inc. in accordance with the Articles of Incorporation and the Bylaws of the Foundation.

BY 
Al C. McCully, M.D.
ITS: President

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