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BASIC AMENDMENT

GOOD SHEPHERD HOSPICE OF MID-FLORIDA, INC.

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**ARTICLES OF AMENDMENT TO
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
GOOD SHEPHERD HOSPICE OF MID-FLORIDA, INC.**

GOOD SHEPHERD HOSPICE OF MID-FLORIDA, INC., a Florida not-for-profit corporation (the "Corporation"), through the action of the undersigned, hereby amend the Amended and Restated Articles of Incorporation of the Corporation (the "Articles of Incorporation") for the purposes set forth below.

The Corporation hereby duly adopts the following Amendments to its Articles of Incorporation:

1. Article I of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

**ARTICLE I
NAME**

The name of this Corporation is:

GSH Health, Inc.

2. Section 7.1 of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

7.1 **NUMBER.**

The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least three (3) but not more than twenty-four (24) members as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

3. Section 7.3 of the Articles of Incorporation shall be deleted in its entirety and replaced with the following:

7.3 **ELECTION AND TERM OF OFFICE.**

The Trustees of the Corporation shall be elected by the Sole Member at its annual meeting for terms commencing at the next monthly meeting following such election, and except as provided herein, continuing for one (1) year thereafter or until their respective successors shall have been elected and qualified.

4. Article X of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

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ARTICLE X
AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation of the Corporation shall be amended in accordance with the provisions set forth in Chapter 617, Florida Statutes, the Florida Not For Profit Corporation Act.

5. The Articles of Incorporation shall be amended to add and include Article XIII as follows:

ARTICLE XIII
PARTIAL LIQUIDATION

Consistent with Section 617.0202(2)(f), Florida Statutes, notwithstanding anything to the contrary in these Articles of Incorporation, the Board of Trustees may effectuate a partial liquidation of the Corporation to the extent permitted by law. In effectuating such partial liquidation, the Board of Trustees, after paying or otherwise making adequate provision for the payment or satisfaction of all outstanding liabilities of the Corporation, may distribute any or all of such portion of the assets of the Corporation to Mid-Florida Medical Services, Inc., if still the sole member of the Corporation, still in existence and still qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or if not still the sole member of the Corporation, still in existence and qualifying as tax exempt, to Winter Haven Hospital, Inc., if still in existence and qualifying as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law); or if not still in existence and qualifying as tax exempt, to any health care provider(s) or health organization(s) organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), as the Board of Trustees shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed.

6. These Articles of Amendment were duly adopted by the sole member of the Corporation and the Board of Trustees of the Corporation as of August 26, 2004, and accordingly the number of votes cast for these Articles of Amendment was sufficient for approval.
7. All of the provisions of the Articles of Incorporation not amended herein are hereby ratified, confirmed and shall remain unchanged.
8. These Articles of Amendment to the Articles of Incorporation shall be effective upon filing with the Florida Secretary of State.

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IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment to the Articles of Incorporation.


Charles McPherson, Chairman

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