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ACCOUNT NO. : 072100000032

REFERENCE : 648000 4312787

AUTHORIZATION :

COST LIMIT : \$ 43.75

Patricia Pizzit

ORDER DATE : April 3, 2000

ORDER TIME : 10:25 AM

ORDER NO. : 648000-025

CUSTOMER NO: 4312787

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
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Miami, FL 33131

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*Amended &
Restated*

DOMESTIC AMENDMENT FILING

NAME: KEYS HOSPITAL FOUNDATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

EXAMINER'S INITIALS:

FILED
00 APR -3 PM 4:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
00 APR -3 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 APR -3 PM 4:12
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
Articles of Incorporation
of
KEYS HOSPITAL FOUNDATION, INC.
(a Not For Profit Corporation)

ARTICLE I - NAME AND ADDRESS

The name of the Corporation shall be KEYS HOSPITAL FOUNDATION, INC. with its principal place of business located at 91500 Overseas Highway, Tavernier, Florida 33070.

ARTICLE II - PURPOSES

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). To carry out its purposes the Corporation shall provide and promote health care activities.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue law).

ARTICLE III - MEMBERSHIP

The Corporation shall have not more than eleven Directors, who shall be the members of the Corporation and shall be its Board of Directors (hereafter the "Board"); and may have one or more Directors Emeritus and one or more Chairperson Emeritus who shall not be eligible to vote or serve as officers of the Corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office, and the qualifications and terms of Directors Emeritus and Chairperson Emeritus shall be as follows:

(a) Baptist Health Systems of South Florida, Inc. Directors. The Board of Trustees of Baptist Health Systems of South Florida, Inc. shall appoint two of its Trustees who shall be Directors, provided, however, that the number of Directors who are appointed by the Board of Trustees of Baptist Health Systems of South Florida, Inc. shall constitute less than a majority of the total number of Directors on the Board. These Directors shall continue in office until their successors are appointed by the Board of Trustees of Baptist Health Systems of South Florida, Inc.

(b) President of the Medical Staff. The President of the Medical Staff of the Corporation shall be a Director while serving as President of the Medical Staff. If the President of the Medical Staff shall not agree or is unable to serve as a Director, then the vacancy shall not be filled until a new President of the Medical Staff is elected.

(c) Elected Directors. There shall be not more than eight Elected Directors who shall be residents of Monroe County, residing north of mile marker 64. These Directors shall be elected and shall continue in office until the annual meeting of the Corporation of the respective years in which their terms expire and until their successors are elected and take office. No more than one of these Directors may be a member of the Board of Trustees of Baptist Health Systems of South Florida, Inc.

(d) Election of Directors. Elected Directors shall be nominated by a nominating committee comprised of Directors of the Corporation and shall be submitted to the Board of Trustees of Baptist Health Systems of South Florida, Inc. for approval. If approved, the Elected Directors may be elected by majority vote of the Board.

(e) Term of Office. For the purpose of having the Directors divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, a Director may be appointed or elected for a term to expire on the annual meeting of the Corporation of the year in which such Director is appointed or elected, or of either of the next two succeeding years, and shall hold office for the term for which such Director is appointed or elected and until the Director is re-appointed or re-elected, or a successor is appointed or elected and takes office.

(f) Vacancies. If an Elected Director shall not accept the office or under any circumstances shall cease to be a Director, the vacancy thus created may be filled in accordance with paragraph (d) of this Article III.

(g) Absences from Meetings. If an Elected Director, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board without submitting to the Board satisfactory reasons for the successive absence, the Director shall be deemed to have resigned from and created a vacancy, unless such Director shall be reinstated by the Board at its first meeting after the third successive absence.

(h) Removal. Any Elected Director, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board at any regular or special meeting of the Board. Any Director may be removed from office by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. with or without cause.

(i) Director Emeritus. Any Director who has served as a Director of the Corporation for 5 or more years may be elected by majority vote of the Directors of the Corporation as Director Emeritus. A Director Emeritus may attend meetings of the Board, but shall not be entitled to vote at such meetings.

(j) Chairperson Emeritus. Any Director who has served as a Director of the Corporation for 10 or more years and who has served as Chairperson of the Board may be elected by majority vote of the Directors of the Corporation as Chairperson Emeritus. A Chairperson Emeritus may attend meetings of the Board, but shall not be entitled to vote at such meetings.

ARTICLE IV - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the Corporation and shall, subject to the rights and powers reserved to Baptist Health Systems of South Florida, Inc. manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business, except that the presence of a majority of the entire Board shall be necessary to constitute a quorum at any meeting of the Board at which (a) a Director is removed from office as a Director or an officer is removed from office, or (b) there is a vote to amend these Articles of Incorporation.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the Corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the Corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any hospital or hospital unit or school of nursing or any facility or property related thereto, or any other facility or property constructed, otherwise acquired, or owned or operated by the Corporation, but may be reimbursed by the Corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. Minutes of the meetings of the Board and the committees of the Board shall be kept. The minutes of the meetings of the Board and the committees of the Board shall be provided to each Director prior to the next regularly scheduled meeting of the Board. The minutes of the meetings of the Board and such other minutes, reports, records and information of the corporation as may be requested shall be routinely furnished to the Board of Trustees of Baptist Health Systems of South Florida, Inc.

Section 5. Restrictions on Authority of Board of Directors. The Board may not, without the prior approval of the Board of Trustees of Baptist Health Systems of South Florida, Inc.:

- (a) Adopt a plan of dissolution of the Corporation;
- (b) Authorize the Corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the Corporation;
- (c) Adopt a plan of merger or consolidation of the Corporation with another corporation;
- (d) Appoint or remove the independent auditors of the Corporation;
- (e) Sell or mortgage any real property owned by the Corporation or acquire any real property on behalf of the Corporation; or
- (f) Adopt any annual operating or capital budget of the Corporation, or approve any changes thereto.

Section 6. Delegation of Borrowing Authority to Baptist Health Systems of South Florida, Inc. The right of the Corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness is expressly delegated and reserved to Baptist Health Systems of South Florida, Inc. Baptist Health Systems of South Florida, Inc. is irrevocably appointed as the agent of the Corporation for the purposes of borrowing on behalf of the Corporation and for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the Corporation. Baptist Health Systems of South Florida, Inc. is expressly authorized to obligate the Corporation on such borrowings and indebtedness and to execute and deliver on behalf of the Corporation all documents evidencing such borrowings and indebtedness. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness. All persons dealing with Baptist Health Systems of South Florida, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the Corporation through the actions of Baptist Health Systems of South Florida, Inc. shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the Corporation regarding the authority of Baptist Health Systems of South Florida, Inc. to borrow or incur indebtedness on behalf of or in the name of the Corporation.

Section 7. Management Agreement. The Corporation has entered into a management agreement with Baptist Health Systems of South Florida, Inc. (hereafter the "Management Agreement") which i) grants to Baptist Health Systems of South Florida, Inc. the right to employ and appoint the Chief Executive Officer and the senior financial officer of the Corporation; ii) provides that the Chief Executive Officer, shall have all powers usual and customary for such officer including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; iii) provides for payment of a management fee to Baptist Health Systems of South Florida, Inc., and iv) provides for reimbursement of costs and expenses incurred by Baptist Health Systems of South Florida, Inc. in performing the management and operational functions as provided in these Articles of Incorporation, in the Bylaws of the Corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Trustees of Baptist Health Systems of South Florida, Inc. The Management Agreement shall not be terminable by the Corporation without the written consent of Baptist Health Systems of South Florida, Inc.

Section 8. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the Corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or the Bylaws of the Corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the Director the Corporation shall indemnify and save such Director harmless.

Section 9. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the Corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the Corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys'

fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 10. Indemnification of Directors. The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the Director being or having been a Director or an officer of the Corporation, or a Director, or trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by such Director in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of such Director's duty to the Corporation.

Section 11. Additional Indemnification. The Corporation shall, to the extent permitted under state and federal law, indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in the capacity as Director or as an officer of the Corporation, or in the capacity of a director, trustee or officer of any other corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that such Director had reasonable ground for belief that such action was unlawful.

ARTICLE VI - OFFICERS

Section 1. Board Officers. The Board Officers of the Corporation shall be a Chairperson and a Vice Chairperson of the Board of Directors, a Secretary, one or more Assistant Secretaries as determined by the Board, a Treasurer, and one or more Assistant Treasurers as determined by the Board, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the Corporation.

Section 4. Other Officers. The Chief Executive Officer and the senior financial officer of the Corporation shall be appointed by Baptist Health Systems of South Florida, Inc., in accordance with the Management Agreement. All other officers will be appointed pursuant to the Management Agreement. The recommendations of the Board will be considered in connection with the appointment of such other officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at any

regular or special meeting or, subject to ratification by the Board of Trustees of Baptist Health Systems of South Florida, Inc., by majority vote of the entire Board at any regular or special meeting.

Section 6. Removal of Other Officers. Any other officer of the Corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement, or by majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. The recommendations of the Board will be considered in connection with the removal of an officer from office.

ARTICLE VII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the Corporation shall be distributed to nor shall any part of the net income, if any, of the Corporation inure to the benefit of its members, Directors, Board Officers or any other private individual.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the Corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE IX - POLITICAL ACTIVITY

No substantial part of the activities of the Corporation 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.

ARTICLE X - BYLAWS

The Bylaws of the Corporation may be amended or rescinded as provided in the Bylaws.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Trustees of Baptist Health Systems of South Florida, Inc. at any regular or special meeting, or ii) subject to ratification by the Board of Trustees of Baptist Health Systems of South Florida, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every

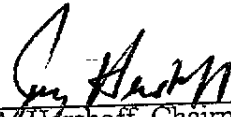
member of the Board and to every member of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.

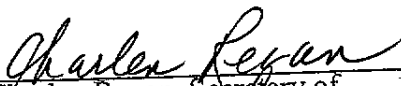
CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors and members of the Corporation on February 23, 2000, and by the Board of Trustees of Baptist Health Systems of South Florida, Inc. on March 21, 2000, and the number of votes cast for the Amendments by the Directors and members of the Corporation and by the Board of Trustees of Baptist Health Systems of South Florida, Inc. was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.


IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation as of the 23rd day of February, 2000, and the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health Systems of South Florida, Inc. have executed the Amended and Restated Articles of Incorporation as of the 21 day of March, 2000, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes of their respective boards on February 23, 2000, and March 21, 2000, to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.


(CORPORATE
SEAL)


Jay A. Hershoff, Chairman of the Board of
Directors of Keys Hospital Foundation, Inc.

Attest: 
Charlen Regan, Secretary of
the Board of Directors of Keys
Hospital Foundation, Inc.

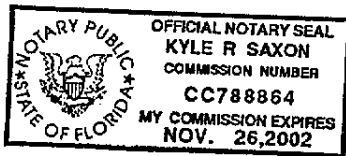
(CORPORATE
SEAL)


George E. Cadman, III, Chairman of the Board
of Trustees of Baptist Health Systems of South
Florida, Inc.

Attest: 
Rev. David W. Cleeland, Secretary of the
Board of Trustees of Baptist Health
Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was acknowledged before me this 23rd day of February, 2000, by Jay A. Hershoff and Charlen Regan, the Chairman and Secretary, respectively, of the Board of Directors of Keys Hospital Foundation, Inc. They are personally known to me.






Notary Public, State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21st day of March, 2000, by George E. Cadman, III and Rev. David W. Cleeland, the Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health Systems of South Florida, Inc. They are personally known to me.



Notary Public, State of Florida
My Commission Expires:

