

**LEE MEMORIAL
HEALTH SYSTEM**

LEGAL SERVICES

P.O. BOX 2218

FORT MYERS, FLORIDA 33902

941.334.5382 • FAX: 941.334.5315

CAPE CORAL HOSPITAL

HEALTHPARK CARE CENTER

HEALTHPARK MEDICAL CENTER

HEALTHPARK OF THE ISLANDS

LEE CONVENIENT CARE

LEE MEMORIAL HOME HEALTH

LEE MEMORIAL HOSPITAL

LEE PHYSICIAN GROUP

THE CHILDREN'S HOSPITAL

THE REHABILITATION HOSPITAL

BOARD OF DIRECTORS

DISTRICT ONE

Jo Ellen Beauvois

Spring Rosen

DISTRICT TWO

James J. English

Nancy M. McGovern, RN

DISTRICT THREE

Lois C. Barrett

Linda L. Brown, ARNP

DISTRICT FOUR

Rosemary Conner

William (Bill) Martin

DISTRICT FIVE

Pete Doragh

James Green



747940 FILED

September 12, 2002

02 SEP 20 PM 3:55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFIED MAIL
RETURN RECEIPT
#7001 1940 0004 8722 5556**

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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*****43.75 *****43.75

RE: AMENDED ARTICLES OF INCORPORATION

- Lee Memorial Home Health, Inc.
- HealthPark Care Center, Inc.

To Whom It May Concern:

Enclosed you will find the Amended Articles of Incorporation for the above referenced entities, along with our check made payable to The Department of State in the amount of \$43.75 for each filing. In addition to the \$35 filing fee it includes \$8.75 so we may received a certified copy of the amendment. I also enclose a return address envelope for your convenience.

Should you have any questions or require additional information, please do not hesitate to call me directly at 239-336-6922.

Sincerely,

Dee Dahowski
Dee Dahowski
Legal Services Department

/d

Enclosures

*PS 9/20/02
Amend*

ARTICLES OF AMENDMENT

Lee Memorial Home Health, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Lee Memorial Home Health, Inc., pursuant to Article Thirteen of the Amended Articles of
Incorporation, by and through its Board of Directors, adopted the attached **AMENDED**
ARTICLES OF INCORPORATION on the 29 day of AUGUST, 2002.

There are no members of the corporation entitled to vote on this Amendment.

The undersigned certify that the attached **AMENDED ARTICLES OF**
INCORPORATION were duly adopted by the Board of Directors of Lee Memorial Home Health,
Inc., on the date shown above.

Joellen Beauvois
Chairman

Lee Memorial Home Health, Inc.

Attest: Mary C. Stephens

Secretary

Lee Memorial Home Health, Inc.

STATE OF FLORIDA
COUNTY OF LEE

BEFORE ME the undersigned authority, appeared Joellen Beauvois
Chairman of the Board of Directors of Lee Memorial Home Health, Inc., who being known
personally to me, executed these Articles of Amendment in my presence this 29th day of
August, 2002.

Mary C. Stephens
Notary Public



Mary C Stephens
My Commission CC946413
Expires June 18, 2004

FILED

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AMENDED

ARTICLES OF INCORPORATION

Lee Memorial Home Health, Inc.

A CORPORATION NOT FOR PROFIT

Article One. Name.

The name of this corporation shall be Lee Memorial Home Health, Inc.

Article Two. Statement of Corporate Nature.

This corporation is a not-for-profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law as set forth in Part I of Chapter 617, Florida Statutes.

Article Three. General and Specific Purposes.

The specific and primary purposes for which this corporation is formed are to operate for the advancement of health care and for other charitable purposes, by the distribution of its funds for such purposes and particularly for providing home health services and related healthcare services under the auspices of the LEE MEMORIAL HEALTH SYSTEM, a special purpose unit of local government created by the Florida Legislature, Chapter 63-1552, Laws of Florida, Special Acts, 1963; as re-codified by Chapter 2000-439, Laws of Florida, Special Acts, 2000. .

The general purposes for which this corporation is formed are to operate exclusively for such charitable purposes as will qualify it as an exempt organization under section 501(c)(3) of the United States Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the aforesaid Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

Article Four. Term.

This corporation shall have a perpetual existence.

Article Five. Incorporators.

The names and addresses of the initial subscribing members of this corporation were as follows:

Alan A. Bruckner
119 East Flagler Street
Miami, Florida

Alan Douglas Greene
119 East Flagler Street
Miami, Florida

Richard I. Manas
119 East Flagler Street
Miami, Florida

Article Six. Principal Office and Registered Agent.

The principal office for the transaction of the business of this corporation shall be 2776 Cleveland Avenue, Fort Myers, Lee County, Florida.

The name and address of the corporation's registered agent is

Robert C. McCurdy
2776 Cleveland Avenue
Fort Myers, Florida 33901.

Article Seven. Membership.

The corporation shall have no members.

Article Eight. Board of Directors.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors consisting of ten (10) directors, who shall be the directors elected or appointed to the Board of Directors of the Lee Memorial Health System, a special purpose unit of local government created by Special Act of the Florida Legislature, Chapter 63-1552, Laws of Florida, Special Acts, 1963; as re-codified by Chapter 2000-439, Laws of Florida, Special Acts, 2000. Upon the creation of a vacancy in the position of director of the corporation, a person appointed or elected under applicable law to fill the office of Director on the Board of Directors of the Lee Memorial Health System shall automatically fill the vacancy on the board of directors of this corporation.

Article Nine. Indemnification.

The corporation shall defend and indemnify any officer or director who is a party to any threatened or pending lawsuit or to any civil or administrative action or proceeding by reason of the fact that the officer or director serves in such corporate capacity, as long as said officer or director acted in good faith and in the best interest of the corporation.

Officers and directors shall not be liable for the debts, liabilities or other obligations of the corporation and shall not be subject to any corporate assessments.

Article Ten. Bylaws.

Subject to the limitations contained in the bylaws, and any limitations set forth in the Florida Corporations Not for Profit Law, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, by following the procedure set forth in the bylaws.

Article Eleven. Dedication of Assets.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any officer or director of the corporation, or to the benefit of any private individual.

Article Twelve. Distribution of Assets.

Upon dissolution or winding up of this corporation, all assets remaining after payment or provision for payment of all debts and liabilities of the corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated as a governmental agency or exclusively for charitable purposes and is a tax-exempt organization under section 501(c)(3) of the United States Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws.

Article Thirteen. Amendment of Articles.

Amendments to these Articles of Incorporation and any subsequent Amendments thereto may be adopted by a two-thirds vote of the total number of directors on the board of directors.