

AVMED

HEALTH PLAN

763005

July 7, 1997

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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-07/08/97-01011-004
*****87.50 *****87.50

Re: SantaFe HealthCare, Inc.

Gentlemen:

Attached please find the Amended and Restated Articles of Incorporation to the above referenced corporation along with the required check in the amount of \$87.50 (\$35.00 for filing fee & \$52.50 for certified copy). Please file and return certified copy to the address listed below.

SantaFe HealthCare, Inc.
Attn.: Kathy Tison
4300 NW 89th Blvd.
Gainesville, FL 32606

If you have any questions, please call me at 800-346-0231 extension 40700.

Yours truly,

Kathy M. Tison
Kathy M. Tison

FILED
97 JUL -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JPW 7/11

Amended + Restated

June 26, 1997

FILED
97 JUL -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Gentlemen:

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned corporation is filing Amended and Restated Articles of Incorporation.

- First:** The Amended and Restated Articles of Incorporation are attached;
- Second:** The date of the Amended and Restated Articles of Incorporation was January 23, 1996; and
- Third:** The Amended and Restated Articles of Incorporation were adopted by the members and the number of votes cast for the Amended and Restated Articles of Incorporation was sufficient for approval.

SantaFe HealthCare, Inc.

Corporation Name


Signature of Chairman, Vice Chairman, President or other officer

Philip J. Hughey

Typed or printed name

Assistant Secretary

Title

June 26, 1997

Date

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
SANTAFE HEALTHCARE, INC.**

FILED
97 JUL -7 PM 2:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A FLORIDA NON-PROFIT CORPORATION

The undersigned subscribers of these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not-for-profit under Chapter 617 of the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is SantaFe HealthCare, Inc.

ARTICLE II - PURPOSES

The general character or nature of the business to be transacted by this corporation is:

- (a) To promote the general health and welfare of the citizens.
- (b) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida.
- (c) To carry on educational or other activities relating to the rendering of care to the sick and injured.
- (d) To promote and carry on research related to the care of the sick and injured.
- (e) To solicit and receive funds, gifts, endowments, devises and bequests.
- (f) To support the purposes of Alachua Health, Inc., Bradford Health, Inc., Lake Shore Health, Inc., Suwannee Health, Inc. and North Central Florida Rehab, Inc. which further the charitable purposes of the promotion of health.
- (g) To exercise all the powers enumerated in Section 617.021, 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 hereinabove enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for charitable purposes as a not-for-profit corporation, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted non-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purpose for which it has been organized as described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law) (the "Code").

Notwithstanding any other provision of these Articles, this Corporation shall 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 Code or (b) a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE III - MEMBERSHIP

Persons interested in and loyal to the objects and purposes of this Corporation who do not hold, own, or represent any interest in any other entity that has a conflicting or competing interest with this Corporation may be eligible for membership in the Corporation. Applications for membership must be accompanied by the minimum annual contribution prescribed by the Bylaws of the Corporation and approved by a majority vote of the Board of Directors to become effective. All members, by acceptance of membership, shall abide by the provisions of these Articles and the Bylaws of the Corporation. Membership in the Corporation may be terminated upon a two-thirds (2/3) vote of the Board of Directors present at any regular or special meeting.

ARTICLE IV - TERM

The term of this Corporation shall be perpetual.

ARTICLE V - SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

Glenna Carr, 1546 S.W. 35th Place, Gainesville, Florida 32608
Guy Andrews, 855 West Madison Street, Starke, Florida 32091
C. T. Ayers, 4889 N.W. 20th Place, Gainesville, Florida 32601
S. Butler, 5521 S.W. 35th Way, Gainesville, Florida 32601
J. G. Dunlap, 600 S.W. 23rd Place, Gainesville, Florida 32601
H. Walker, 2106 N.W. 4th Place, Gainesville, Florida 32601

ARTICLE VI - DIRECTORS AND OFFICERS

SECTION ONE: DIRECTORS: The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors, consisting of not less than six (6) directors, who shall be members of the Corporation and shall be elected at the annual meeting of members for terms of three (3) years. The Bylaws of the Corporation may provide for a greater number of directors. The Board shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and Bylaws of the Corporation. Not more than twenty-five (25) percent of the Board shall be from health related professions and no director shall be an employee of the Corporation.

SECTION TWO: OFFICERS: The officers of the Corporation shall consist of a Chairman, a President, a Secretary, and such other officers and assistant officers as may be deemed necessary. The Bylaws shall provide for the selection and terms of offices of the officers of the Corporation, the titles and duties, and number of officers. The Chairman and the Secretary shall be members of the Board of Directors of the Corporation. The Bylaws may provide that any two or more offices may be held by the same person, except the offices of Chairman and Secretary.

ARTICLE VII - INITIAL OFFICERS AND DIRECTORS

The initial officers and directors are as follows:

Chairman and Director:	C. T. Ayers
Secretary and Director:	Cela Hendrickson
Director:	Glenna Carr
Director:	Harry Walker
Director:	Scottie Butler
Director:	Joe Dunlap
President:	Edward C. Peddie

ARTICLE VIII - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by two-thirds (2/3) vote of the members of the Board of Directors present at any regular or special meeting, a quorum being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least ten (10) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE IX - AMENDMENTS

The Corporation may amend, alter or repeal any provisions of these Articles of Incorporation in the manner now or hereinafter prescribed by statute. Such amendments may be proposed by either the Board of Directors or by a group of not less than ten (10) members, and any such proposal shall be adopted by the approval of both the Board of Directors and a majority of the members present at a meeting upon which such amendments are to be considered.

ARTICLE X - ANNUAL MEETING

There shall be an annual meeting of the members of this Corporation for the election of Directors, and immediately thereafter, an annual meeting of the Board of Directors for the election of officers.

ARTICLE XI - DISSOLUTION

Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, shall be distributed to an organization which has qualified for exemption under Section 501(c)(3) of the Internal Revenue Code for the same or similar purpose as this Corporation or to a political subdivision of the State of Florida, for a public purpose, and none of the assets will be distributed to any member, officer or director of this Corporation.