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DIVISION OF CORPORATIONS

BASIC AMENDMENT

JESS PARRISH MEDICAL FOUNDATION, INC.

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**ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
JESS PARRISH MEDICAL FOUNDATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, J. J. Parrish, III, President of JESS PARRISH MEDICAL FOUNDATION, INC., a Florida not-for profit corporation (the "Corporation"), for and on behalf of the Corporation, hereby executes these Articles of Amendment to the Articles of Incorporation of the Corporation:

ARTICLE FIRST: The name of the Corporation is JESS PARRISH MEDICAL FOUNDATION, INC.

ARTICLE SECOND: The first amendment to the Articles of Incorporation of the Corporation affected by these Articles of Amendment is that a new Section 6 shall be added to Article II of the current Articles of Incorporation, to provide as follows:

ARTICLE II - PURPOSES

6. Provided, however, notwithstanding the other provisions of the Bylaws, at all times the Foundation shall maintain, devote, and distribute not less than EIGHTY PERCENT (80%) of the contributions it receives and its other annual receipts, including but not limited to, all income derived from the same, for the exclusive benefit of the NORTH BREVARD COUNTY HOSPITAL DISTRICT d/b/a PARRISH MEDICAL CENTER and its programs. The balance of such contributions and receipts may, in the discretion of the Board of Directors of the Foundation, be distributed for the tax exempt purposes set forth herein.

ARTICLE THIRD: The second amendment to the Articles of Incorporation of the Corporation effected by these Articles of Amendment is that Section 1 of Article VI shall be deleted in its entirety and the following shall be inserted in lieu thereof:

ARTICLE VI - ORGANIZATION

SECTION 1 - BOARD OF DIRECTORS

The Foundation shall have a Board of Directors of not less than five (5) nor more than fifty (50) members, except as otherwise provided in the Bylaws of the Corporation. Their number, qualifications,

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terms of office, and manner of selection shall be fixed by the Bylaws. The quorum required for the conduct of business shall be fixed in the Bylaws. The Board of Directors shall have the powers and responsibilities set forth in the Bylaws.

ARTICLE FOURTH: The amendments to the Articles of Incorporation of the Corporation reflected in ARTICLE SECOND and ARTICLE THIRD hereof were duly adopted by the Board of Directors of the Corporation by at a meeting held on January 30, 2003. A vote of the Members was required for adoption of this Amendment to the Articles of Incorporation.

ARTICLE FIFTH: The effective date of these Articles of Amendment shall be upon the filing thereof with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned, J. J. Parrish, III, President of the Corporation, has hereunto set his hand this 30th day of January, 2003.


J. J. Parrish, III, President

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