

CRARY, BUCHANAN, BOWDISH, BOVIE, LORD & ROBY

CHARTERED

ATTORNEYS AT LAW

766844

EVANS CRARY (1905-1968)
EVANS CRARY, JR.
WILLIAM F. CRARY
LARRY E. BUCHANAN
JAMES L. S. BOWDISH †
GEORGE F. BOVIE, III
LAWRENCE EVANS CRARY III
WILLIAM F. CRARY II
ROBERT L. LORD, JR. §
WILLIAM L. ROBY †
R. MICHAEL CRARY
STEVEN D. BERES *

JOSEPH NEGRON, JR.
JEFFREY F. THOMAS *

REPLY TO:
STUART

* BOARD CERTIFIED IN WILLS,
TRUSTS & ESTATES LAW
** BOARD CERTIFIED IN
FAMILY & MARITAL LAW
† BOARD CERTIFIED
CIVIL TRIAL LAWYER
§ BOARD CERTIFIED IN
HEALTH LAW
◇ BOARD CERTIFIED IN
BUSINESS LITIGATION

December 18, 1997

Secretary of State
Division of Corporations
Amendment Section
P.O. Box 6327
Tallahassee, FL 32314-6327

100002379141--0
-12/22/97-01070--007
****140.00 *****35.00

RE: Amendments to Articles of Incorporation

Dear Sir/Madam:

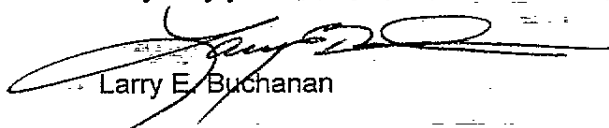
Enclosed for filing are the following Amendments to Articles of Incorporation:

1. Martin Memorial Health Systems, Inc.
2. Martin Memorial Medical Center, Inc.
3. Coastal Care Corporation.
4. Martin Memorial Foundation, Inc.

I have also enclosed our check in the amount of \$140.00 (\$35.00 x 4) to cover your fee for filing the same. Please furnish this office with a Certificate of Filing for each Amendment.

If you have any questions, please do not hesitate to contact this office.

Very truly yours,


Larry E. Buchanan

LEB:lhg
enclosures

97 DEC 22 PM 12:51
FILED
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Amend

VS JAN 5 1998

**AMENDMENT TO
ARTICLES OF INCORPORATION
OF
MARTIN MEMORIAL FOUNDATION, INC.**

FILED
97 DEC 22 PM 12:51
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, being the President of Martin Memorial Foundation, Inc., a Florida not-for-profit corporation (the "Corporation"), does hereby certify that pursuant to the provisions of Chapter 617 of the Florida Statutes and the bylaws of the Corporation, the Board of Directors of Martin Memorial Health Systems, Inc., the sole member of the Corporation, resolved to amend the Articles of Incorporation of Martin Memorial Foundation, Inc., at a meeting of the Board of Directors of the sole member held on the 11th day of December, 1997, with a quorum being present, at which time the following amendment to the Articles of Incorporation of Martin Memorial Foundation, Inc., was unanimously approved by the sole member:

Article II

Purpose

The Corporation is organized as a not for profit corporation exclusively for charitable, benevolent, educational and scientific purposes, to support and encourage health care services through providing financial and fund raising assistance and in all other relevant ways.

The activities of the Corporation shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any Director, officer, or individual, other than to an organization or organizations which qualifies as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), and other than in furtherance of the Corporation's exempt purposes. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, 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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No substantial part of the activities of the Corporation shall consist of carrying on 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 any candidate for public office.

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to such organization or organizations created and operated for non-profit purposes similar to those of the Corporation providing health care services to the communities served by the Corporation as shall be designated by the Board of Directors of the Corporation, so long as such organization or organizations at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

IN WITNESS WHEREOF, the undersigned President of the Corporation has set his hand and the seal of the Corporation this 11 day of December, 1997.

MARTIN MEMORIAL FOUNDATION, INC.



Richmond M. Harman, President

(SEAL)

(Corporate Seal)