

FLORIDA HOSPITAL WATERMAN

Foundation

768 786

812 North Bay Street • Eustis, Florida 32726 • 352-589-7676 • Fax 352-483-0326

June 11, 1999

500002925585--3
-07/07/99-01082-004
*****35.00 *****35.00

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Enclosed please find copy of Amended and Restated Articles of Incorporation of Florida Hospital Waterman Foundation, Inc. as adopted by our Board of Trustees on April 22, 1999.

Also enclosed is our check in the amount of \$35.00 representing the filing fee.

If you should have any questions, please contact us.

Sincerely,


ANITA J. YOUNG
President

AJY/cwb
Enclosures

FILED
99 AUG 17 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended & Restated
HFS 8-19-99

989,564,647,671

Give To Life



FLORIDA
HOSPITAL
Waterman



FLORIDA HOSPITAL WATERMAN

Foundation

812 North Bay Street • Eustis, Florida 32726 • 352-589-7676 • Fax 352-483-0326

August 10, 1999

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

ATTN: Louise Flemming-Jackson

RE: Letter No. 599A00036095

Dear Ms. Flemming-Jackson:

This will acknowledge receipt of your July 13, 1999 letter asking for additional information. In response, I have enclosed an original Affidavit setting forth the required information together with the Amended and Restated Articles of Incorporation of Florida Hospital Waterman Foundation, Inc. as adopted by our Board of Trustees on April 22, 1999.

If you should have any additional questions, please contact us.

Thank you for your attention to this matter.

Sincerely,

Christina West Barwick

Christina West Barwick
Assistant to Anita J. Young

/cwb
Enclosures

Give To Life



FLORIDA
HOSPITAL
Waterman



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 1999

Anita J. Young
% FLORIDA HOSPITAL WATERMAN FOUNDATION
812 North Bay Street
Eustis, FL 32726

SUBJECT: FLORIDA HOSPITAL WATERMAN FOUNDATION, INC.
Ref. Number: 768786

We have received your document for FLORIDA HOSPITAL WATERMAN FOUNDATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6910.

Louise Flemming-Jackson
Corporate Specialist Supervisor

Letter Number: 599A00036095

*Christina
Please
document
in a letter
to the State
Dept.
JAY
A*

*4/22/99
Bairn*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
FLORIDA HOSPITAL WATERMAN FOUNDATION, INC.**

ARTICLE I - NAME

The name of this corporation is FLORIDA HOSPITAL WATERMAN FOUNDATION, INC. (hereinafter referred to as the "Corporation").

ARTICLE II - PURPOSES

Section 1. General. The purposes for which the Corporation is organized are charitable, educational, scientific, literary and religious purposes, including the making of distributions to other organizations for such purposes, but only to the extent and in such manner that such purposes constitute exclusively charitable, educational, scientific, literary and religious purposes within the meaning of Section 501(c) (3) and also Sections 170(c) (2) (B), 2055 (a) (2) and 2522 (a) (2) of the Internal Revenue code of 1986, or the corresponding provisions of any subsequent federal tax law.

Section 2. Specific. The Corporation is formed to further and carry out the charitable and scientific purposes of Florida Hospital Waterman, Inc., an organization described in Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("FHW"). The corporation shall receive and hold by gift, bequest, devise, grant or purchase real and personal property and shall invest, reinvest, use and dispose of such property for the purposes of providing funds for health care relating to FHW or the nonprofit programs it chooses to designate or sponsor. Except for its dedicated Endowment Funds, the Corporation shall not unreasonably withhold from distribution any funds upon certification of a valid need therefore by FHW.

ARTICLE III - TERM OF EXISTENCE

This Corporation shall begin its existence on the 6th day of June, 1983, and shall continue to exist in perpetuity thereafter.

ARTICLE IV - ADDRESS

The street address in Florida of the registered office of the Corporation is 812 North Bay Street, Eustis, Florida 32726, and the name of its Registered Agent is ANITA J. YOUNG.

FILED
99 AUG 17 AM 11:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V - MEMBERSHIP

Any respectable person may, upon nomination by the Board of Trustees, be elected to the membership of the Corporation by the Board of Trustees of this Corporation, provided said person so elected to membership shall pay the membership donation fixed and determined by the by-laws.

ARTICLE VI - BOARD OF TRUSTEES

The business and property of the Corporation shall be managed by a Board of Trustees, the number of whose members may range from nine (9) to twenty (20). The members of the Board of Trustees shall be elected by the Corporation's membership at the regular annual meeting each year, in the manner and for the terms of office provided in the by-laws, and the Board members may be divided into classes in respect to their terms of office. No Board member may serve more than three (3) consecutive three-year terms. Except in the case of death, resignation or other disqualification, each member of the Board shall hold office until his successor has been elected and qualified. The Board of Trustees shall have power and authority to fill any vacancy occurring in the Board and to elect a replacement to fill the unexpired term of the member who shall cease to be such. The Board may elect honorary members to the Board, who shall have the right to attend meetings and participate in discussions, but shall not have the right to vote or be vested with any title, right, power or authority as a member of the Board.

The Board of Trustees shall have full power and authority to employ and remove any employee or agent deemed necessary or advisable for the management, operation and maintenance of the Corporation, or any activity incident or accessory thereto and to prescribe this authority to the officers of the Corporation.

ARTICLE VII - DISSOLUTION

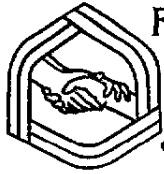
This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits, or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of this Corporation are irrevocably dedicated to nonprofit and charitable purposes and no part of the profits and net income of this Corporation shall ever inure to the benefit of any director, officer or member or to the benefit of any private shareholder or individual. On the dissolution or winding up of this Corporation, which action shall require a vote of not less than two-thirds of the entire Board of Trustees, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation shall be

distributed to FHW provided that FHW remains a corporation organized and operated exclusively for charitable purposes and is exempt from federal income taxes pursuant to Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, or in the event FHW shall no longer be in existence or shall not meet the foregoing conditions, such assets shall be distributed to one or more organizations which are exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future Internal Revenue Code.

ARTICLE VIII - AMENDMENTS

Amendment to these Articles shall become effective upon the affirmative vote of two-thirds of the Board of Trustees present at any regular or special meeting of the Board, provided, however, that so long as Adventist Health System Sunbelt Healthcare Corporation, a Florida not-for-profit corporation ("Adventist"), either owns, operates or sponsors FHW, either directly or through a controlled not-for-profit affiliate, the Board may not amend Article II or Article VII hereof without having first received Adventist Health System Sunbelt Healthcare Corporation's written consent.

Adopted As Revised 4/22/99



FLORIDA HOSPITAL WATERMAN

Foundation

812 North Bay Street • Eustis, Florida 32726 • 352-589-7676 • Fax 352-483-0326

I, ANITA J. YOUNG, being first duly sworn, say that I am the President of FLORIDA HOSPITAL WATERMAN FOUNDATION and further state as follows:

1. At the April 22, 1999 meeting of the Board of Trustees of the Florida Hospital Waterman Foundation, the attached Amended and Restated Articles of Incorporation were approved;
2. Said vote by the Board was unanimous; and
3. There are no members entitled to vote.


ANITA J. YOUNG, PRESIDENT

Give To Life



FLORIDA
HOSPITAL
Waterman