



FLORIDA HOSPITAL WATERMAN

Foundation

768 786

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

January 4, 1999

CM/RRR

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

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*****35.00 *****35.00

ATTN: Louise Flemming-Jackson

RE: Revision of Articles of Incorporation
Florida Hospital Waterman Foundation

Dear Ms. Flemming-Jackson:

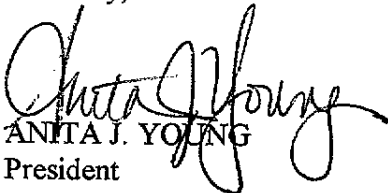
You will find enclosed a copy of the Amended and Restated Articles of Incorporation for Florida Hospital Waterman Foundation together with our check in the amount of \$35.00 for your filing fee.

Also enclosed please find 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 October 28, 1999.

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

If you should have any questions or require any additional information, please contact us. Thank you for your attention to this matter.

Sincerely,


ANITA J. YOUNG
President

AJY/cw
Enclosures

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 26 AM 11:36

Amended & Restated

2-1-2000

Give To Life



FLORIDA
HOSPITAL
Waterman

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DIVISION OF CORPORATIONS
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**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.

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-three (23). 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

Adopted As Revised 10/28/99

by the Board of Trustees of Florida Hospital Waterman Foundation



FLORIDA HOSPITAL WATERMAN

Foundation

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I, ANITA J. YOUNG, state that I am the President of FLORIDA HOSPITAL WATERMAN FOUNDATION, and further state:

1. At the October 28, 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 of Trustees was unanimous; and
3. There are no members entitled to vote.

Dated: January 4, 2000


ANITA J. YOUNG

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