

769732

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September 11, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MUNROE REGIONAL HEALTH SYSTEM, INC.
C/O RICHARD D. MUTARELLI, C.F.A.
OCALA, FL 34474

SUBJECT: MUNROE REGIONAL HEALTH SYSTEM, INC.
REF: 769732

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The date of adoption of each amendment must be included in the document.

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.

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ARTICLES OF AMENDMENT

to

ARTICLES OF INCORPORATION

of

MUNROE REGIONAL HEALTH SYSTEM, INC.

Pursuant to the provisions of Section 617.1006, *Florida Statutes*, the undersigned Florida non-profit corporation, adopts the following Articles of Amendment to its Articles of Incorporation. The Articles of Amendment to the Corporation's Articles of Incorporation were duly adopted by the Corporation's Board of Directors at a meeting duly held by them on August 27, 2007. The Corporation has no Members.

1. **Change of Name Reference.** The name Munroe Memorial Hospital, Inc. referenced in Article II (Purpose) is changed to the Marion County Hospital District. Article II (Purpose) of the Articles of Incorporation is amended to read as follows:

Article II

Purpose

The Corporation is organized as a not-for-profit corporation established to operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of the **Marion County Hospital District**, a special district incorporated by act of the Florida legislature pursuant to Chapter 65-1905, Laws of Florida, Special Acts of 1965, as amended, and in the discretion of the corporation's Board of Directors, to support other not-for-profit health care providers organized for charitable purposes; provided that each such corporation is an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, its regulations or the corresponding provision of any applicable future United States Internal Revenue law or regulation (hereinafter collectively referred to as the "Code") and in Section 509(a)(1) or (2) of the Code and further provided that the Corporation should be operated, supervised, or controlled in connection with each supported organization within the meaning of Section 509 (a)(3) of the Code.

The Corporation shall, itself, operate exclusively for charitable, scientific and educational purposes, and in furtherance of such charitable, scientific and educational purposes, causes and objects now or at any time hereafter fostered by the **Marion County Hospital District**, and such other not-for-profit health care providers then

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qualified for federal tax-exempt status under Section 501 (c)(3) of the Code and public charity status under Section 509 (a)(1) or (2) of the Code as the Board of Directors of the Corporation elects to support, including without limitation, to make distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Code and as public charities under Section 509 (a)(1) or (2) of the Code.

The Corporation is also organized to qualify as an organization exempt from federal taxation under Section 501 (c)(3) of the Code and as a supporting organization under Section 509 (a) of the Code; and, notwithstanding any provisions 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 Code.

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 the Marion County Hospital District, a special taxing district incorporated by act of the Florida Legislature pursuant to Chapter 65-1905, Laws of Florida, Special Acts of 1965, as amended, and an exempt organization under Section 501(c)(3) of the Code. In the event that the Marion County Hospital District does not qualify, or is not then in existence, or to the extent that it may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to such other Florida corporation(s) operated for non-profit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the Corporation may determine.

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 distributing of statements) any political campaign on behalf of any candidate for public office.

2. **Number of Board Directors.** The present requirement for the number of members to the Board of Directors is no less than fifteen (15) and no more than twenty-one (21) members. Article VII (Directors), Section 7.1, of the Articles of Incorporation is amended to read as follows:

Article VII

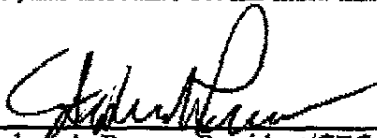
Directors

7.1 Number.

The affairs of the Corporation are to be managed by a Board of Directors consisting of no less than thirteen (13) and no more than twenty-one (21) members, the exact number of Directors to be specified in the Bylaws of the Corporation.

3. In all other respects, the Articles of Incorporation remain in full force and effect as set forth prior to this Amendment being adopted.

IN WITNESS WHEREOF, the undersigned, ^{Steve}~~Purves~~ as President of the Corporation, has hereunto set his hand this 7 day of Spt., 2007.



Stephen A. Purves President/CEO

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 7th day of Sept 2007, by, ~~Steve~~ Stacy as President/CEO of MUNROE REGIONAL HEALTH SYSTEM, INC., a Florida not-for-profit corporation.

Stacy Westbrook

Signature of Notary Public

Stacy Westbrook

(Print Notary Name)

My Commission

Expires: 4-5-2011
AFFIX NOTARY STAMP



Commission

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