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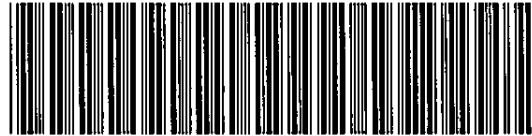
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DIVISION OF CORPORATIONS

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2013 AUG 30 PM 2:57
T LEMIEUX
AUG 30 2013
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 781814 4369500

AUTHORIZATION :

COST LIMIT : \$ 43,75

[Handwritten signature]

ORDER DATE : August 30, 2013

ORDER TIME : 10:04 AM

ORDER NO. : 781814-015

CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: MID-FLORIDA MEDICAL SERVICES,
INC.

EFFECTIVE DATE:

XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Carina L. Dunlap -- EXT# 52951

EXAMINER'S INITIALS: _____

CERTIFICATE TO:
SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MID-FLORIDA MEDICAL SERVICES, INC.
A Florida "Not for Profit" Corporation

Document No. 770806

FILED
2013 AUG 30 PM 2:57
CLERK OF THE
SALAHASSELI (LORD)

The undersigned certifies that:

1. I am the Chairman of Mid-Florida Medical Services, Inc., a Florida not for profit corporation (the "Corporation") which was formed with the Secretary of State of the State of Florida on October 17, 1983 under Florida Document No. 770806.
2. Pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, upon the filing of the Second Amended and Restated Articles of Incorporation (the "Amended and Restated Articles"), will read, in its entirety, as attached hereto as Exhibit A.
3. The Second Amended and Restated Articles were duly adopted on June 25, 2013, by the Board of Trustee of the Corporation and the Sole Member of the Corporation, and the number of votes cast by each were sufficient for approval to amend and restate the Corporation's Amended and Restated Articles of Incorporation.
4. The text of the Second Amended and Restated Articles of Incorporation of Corporation attached hereto shall be effective as of August 30, 2013.

Dated this 27th day of August, 2013.

Mid-Florida Medical Services, Inc.


Mark Bostick, Chairman

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MID-FLORIDA MEDICAL SERVICES, INC.
(A Corporation Not For Profit)

This is to certify that the Board of Trustees do hereby amend and restate the Amended and Restated Articles of Incorporation of Mid-Florida Medical Services, Inc. and pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and do hereby adopt the following Second Amended and Restated Articles of Incorporation:

Article I

NAME

The name of the corporation is MID-FLORIDA MEDICAL SERVICES, INC.

Article II

OFFICE AND REGISTERED AGENT

The corporation shall have and continuously maintain in Winter Haven, Florida its principal place of business and a registered agent, upon whom process can be served. The address of the registered office is 255 Magnolia Avenue SW, Winter Haven, FL 33880, and the name of the registered agent is Richard Straughn.

ARTICLE III

PURPOSES AND LIMITATIONS

3.1 PURPOSES

The purposes of the Corporation shall be:

A. To serve as the sole member of Winter Haven Hospital Foundation, Inc. (f/k/a Mid-Florida Medical Services Foundation, Inc.) (the "Foundation") and in such capacity shall elect and remove board members of the Foundation and monitoring and to exercise and enforce

the reversionary rights relating to Winter Haven Hospital, Inc. as specifically set forth in that certain Affiliation and Membership Interest Transfer Agreement dated as of May 1, 2013, as amended from time to time, by and among BayCare Health System, Inc., Mid-Florida Medical Services, Inc. Winter Haven Hospital, Inc., and Mid-Florida Physician Services, LLC and Mid-Florida Medical Services Foundation, Inc.;

B. To operate exclusively for the benefit of, to perform the functions of, or to carry out the purposes of the Foundation provided it is and remains qualified as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) (the "Code") and recognized as a public charity within the meaning of Section 509(a)(1) or 509(a)(2) of the Code;

C. To operate exclusively for the purpose of raising funds and making distributions for charitable, medical, healthcare, scientific and educational purposes and in furtherance of such charitable, medical, healthcare, scientific and educational purposes, causes and objects now or at any time thereafter fostered by the Foundation during its existence and provided it is and remains qualified as an exempt organization under Section 501(c)(3) of the Code and as a public charity within the meaning of Section 509(a)(1) or 509(a)(2) of the Code;

D. To be responsive to the Foundation's needs and demands and to ensure that the Foundation has a significant voice in the Corporation's investment policies, in the timing and the manner of making grants, in the selection of the grant recipients and in the Corporation's use of its income and assets;

E. To maintain a close continuous working relationship with the Foundation.

F. To directly further the exempt purposes of the Foundation by promoting the health and quality of life and benefitting the inhabitants of Polk, Highlands and Hardee Counties

in Florida and the inhabitants of the surrounding areas by facilitating the delivery of efficient and quality health care through its support of the Foundation:

G. To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property real or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, loan, sell, convey and otherwise dispose of all such property in furtherance of the objectives and purposes of the Corporation;

H. Consistent with Sections 501(c)(3) and 509(a)(3) of the Code, to do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

I. Consistent with Sections 501(c)(3) and 509(a)(3) of the Code, to engage in any lawful act or activity for which a not for profit corporation may be organized under the laws of Florida.

3.2 LIMITATIONS

The Corporation is organized not for profit and no part of the income of said Corporation shall ever be distributed to any trustee, director or officer or any private individual, provided, however, reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes. No substantial part of the activities of the Corporation shall be the dissemination of propaganda, lobbying or other attempts to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provisions of the Articles of Incorporation, the Corporation shall not conduct or carry on activities not permitted to be conducted or carried on (i) by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code and its Regulations

as they now exist or as they may hereafter be amended, (ii) by an organization contributions to which are deductible under Section 170 (c) of such Code and Regulations as they now exist or as may be hereafter amended, or (iii) by a not for profit corporation under the laws of the State of Florida as they now exist or may be hereafter amended.

ARTICLE IV

POWERS

The Corporation shall possess and exercise all the powers and privileges granted by Chapters 607 and 617 of the Florida Statutes, or by any other law of Florida, together with all powers necessary or convenient to the conduct, promotion or attainment of the activities or purposes of the Corporation, limited only by the restrictions set forth in these Articles of Incorporation; provided, however, that the Corporation shall not engage in activities that are not in furtherance of its charitable purposes other than as an insubstantial part of its activities.

ARTICLE V

TERM OF EXISTENCE

The term for which the Corporation is to exist shall be perpetual.

ARTICLE VI

MEMBERSHIP

The Corporation shall have no members.

ARTICLE VII

TRUSTEES

7.1 NUMBER

The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least seven (7), but not more than fifteen (15) Trustees.

7.2 POWERS

The Board of Trustees shall act for the Corporation and shall have the power to decide all matters relating to the conduct of business for this Corporation.

7.3 ELECTION AND TERM OF OFFICE

The election and term of office of each Trustee shall be as set forth in the Corporations Bylaws.

ARTICLE VIII

OFFICERS

8.1 NUMBER

There shall be seven (7) officers of the Corporation. They are: Chairman, First Vice-Chairman, Second Vice-Chairman, Secretary, Assistant Secretary, Treasurer and Assistant Treasurer.

8.2 ELECTION AND TERM OF OFFICE

The election and term of office of each officer shall be as provided for in the Corporation's Bylaws.

8.3 POWERS AND DUTIES

The powers and duties of the Officers of the Corporation shall be those usually pertaining to their respective offices, or as may be specifically directed in these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE IX

BYLAWS

The power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested solely in the Board of Trustees and shall require a two-thirds majority vote of a quorum of Trustees present at any meeting of said Trustees.

ARTICLE X

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation shall be amended by the Board of Trustees upon reading and approval of such amendments by a two-thirds majority of the board present at two (2) regular or special meetings of the Board at which a quorum is present, which meetings shall be held at not less than ten (10) day intervals. Such amendments shall become operative from and after the date which they are approved by the Department of State of Florida.

ARTICLE XI

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets of the Corporation exclusively for the purpose of the Corporation to the Winter Haven Hospital Foundation, Inc., if still in existence, and still qualifying as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, to Winter Haven Hospital, Inc. if still in existence and still qualifying as an exempt organization 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/or other health care providers or health

care related corporations existing and qualifying as exempt under Section 501 (c) (3) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine such are organized and operated for such purpose.


ARTICLE XII

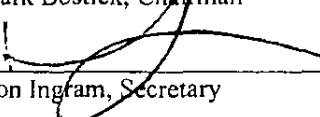
PROVISIONS RELATING TO WINTER HAVEN HOSPITAL FOUNDATION, INC.

At all times at least one (1) person shall overlap on the boards of the Corporation and the Foundation. In order to further assure that the Corporation is responsive to Foundation's needs and demands and that the Foundation has a significant voice in the Corporation's investment policies and in the Corporation's use of its income and assets, a Foundation Committee shall be appointed which shall be comprised of at least three (3) Foundation directors or officers selected by the Foundation and two (2) directors or officers of the Corporation. The purpose of the Foundation Committee shall be to ensure that the Trustees and officers of the Corporation maintain a close continuous working relationship with the directors and officers of the Foundation. The Foundation Committee shall meet with the Chairman of the Corporation's

Board of Trustees on at least a quarterly basis and shall have the right to request attendance at any upcoming Corporation Board meeting if desired. The Foundation Committee shall not be a Board Committee. The Board of Trustees shall communicate regularly with the Foundation Committee regarding the Corporation's investments and plans for distributions (if any) from the Corporation. On an annual basis, the Board or its designee shall provide an annual accounting statement to the Foundation Board as well as a summary description of the Corporation's activities conducted during the course of the previous year.

IN WITNESS WHEREOF, the Board of Trustees of Mid-Florida Medical Services, Inc., has duly adopted these Second Amended and Restated Articles of Incorporation of Mid-Florida Medical Services, Inc., and the undersigned have signed this Certificate effective as the 30th day of August 2013. There are no members entitled to vote on this amendment.



Mark Bostick, Chairman


Don Ingram, Secretary


STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared Mark Bostick and Don Ingram, known to me to be the persons described in and who executed the foregoing Second Amended and Restated Articles of Incorporation, and they acknowledged before me that they executed same for the purposes therein expressed.

WITNESS my hand and official seal this 27th day of August, 2013.



(Notarial Seal)



Notary Public
My commission expires: 4-24-17

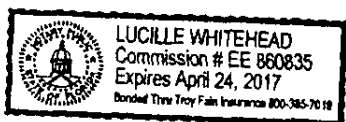
ACCEPTANCE

I HEREBY AGREE to act as the Registered Agent for MID-FLORIDA MEDICAL SERVICES, INC., as stated in the foregoing Second Amended Articles of Incorporation of said corporation.

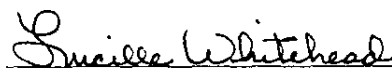


Richard Straughn

The foregoing instrument was acknowledged before me this 27 day of Aug. 2013, by Richard Straughn. He/She is personally known to me or has produced _____ as identification..



(Notarial Seal)



Notary Public

My commission expires: 4-24-17