

# H99508

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
 Fax Number : (850) 922-4000

*Attn: Darleah Conwell  
 Please refer to our letter  
 dated 9/30/99*

From:  
 Account Name : SMITH HULSEY & BUSEY  
 Account Number : 075030000653  
 Phone : (904) 359-7000 7736  
 Fax Number : (904) 359-7712

## BASIC AMENDMENT

### METHODIST FOUNDATION GIFT SHOPS, INC.

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99 SEP 30 PM 2:04  
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FILED  
99 SEP 30 PM 4:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*Amended & Restated  
10-01-99  
DC*

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
METHODIST FOUNDATION GIFT SHOPS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A. The name of the Corporation is Methodist Foundation Gift Shops, Inc.

B. Amendments to the Articles of Incorporation were adopted on August 30, 1999, by the Shareholders of the Corporation, to amend the Articles of Incorporation in their entirety to delete historical references, to change the registered agent and office of the Corporation, and to change the number and manner of election of the Board of Directors of the Corporation, so that after amendment, the Articles of Incorporation shall read as follows:

**Article I  
Name**

The name of the Corporation is Methodist Foundation Gift Shops, Inc.

**Article II  
Principal Office**

The address of the Corporation's principal office is 580 West 8th Street, Jacksonville, Florida 32209.

**Article III  
Registered Agent**

The street address of the registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of its registered agent at such address is Smith Hulsey & Busey.

**Article IV  
Capital Stock**

The total number of shares of capital stock which the Corporation has the authority to issue is fifty (50) shares of common stock with no par value per share.

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**Article V  
Manner of Election of Directors**

The Corporation shall be managed by or under the direction of the Board of Directors, which shall consist of at least three (3) members, who shall be elected by the Shareholders of the Corporation as provided in the Bylaws of the Corporation. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws.

**Article VI  
Amendment**

The Shareholders of the Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law.

**Article VII  
Indemnification**

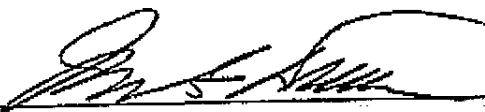
Directors and officers of the Corporation shall, and officers, employees, attorneys and agents may, be indemnified to the fullest extent permitted by Florida law.

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The Shareholder of the Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Shareholder entitled to vote.

IN WITNESS WHEREOF, Methodist Foundation Gift Shops, Inc. has caused these Articles of Amendment to be signed in its name by its Treasurer and Assistant Secretary this 13<sup>th</sup> day of September, 1999.

**METHODIST FOUNDATION GIFT SHOPS, INC.**

By:   
Marcus E. Drewa  
Treasurer and Assistant Secretary

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**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, Methodist Foundation Gift Shops, Inc., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is Methodist Foundation Gift Shops, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III  
Harry M. Wilson, III  
Vice-President

Date: September 16, 1999

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