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ACCOUNT NO. : 072100000032
REFERENCE : 503081 4312787
AUTHORIZATION : Patricia Pigute
COST LIMIT : \$ 43.75

ORDER DATE : March 29, 2002

ORDER TIME : 11:01 AM

ORDER NO. : 503081-005

CUSTOMER NO: 4312787

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CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: HOMESTEAD HOSPITAL INDIGENT
CARE FOUNDATION, INC.

EFFECTIVE DATE:

 ARTICLES OF AMENDMENT
XX RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight -- EXT# 1156

EXAMINER'S INITIALS:

FILED
02 MAR 29 PM 2:34
RECEIVED
02 MAR 29 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

3/29/02

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Art.
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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

HOMESTEAD HOSPITAL INDIGENT CARE FOUNDATION, INC.

A Corporation Not-For-Profit

FILED
02 MAR 29 PM 2:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned subscribers, do hereby associate ourselves together to form a Corporation Not-For-Profit pursuant to the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of this Corporation shall be:

Homestead Hospital Indigent Care Foundation, Inc., and it shall be located at 160 N.W. 13 Street, Homestead, Florida 33030.

ARTICLE II. PURPOSES

a) The Corporation is organized and shall be operated exclusively for charitable, educational and scientific purposes within the intent and meaning of Section 501(c)(3) of the Internal Revenue Code of the United States.

b) The purposes of the Corporation are, and shall be, to fund the costs of providing for the indigent health care needs at Homestead Hospital, Inc., a not-for-profit Florida corporation, operating a community hospital in Homestead, Florida, and in connection therewith, to receive by gift, grant, purchase, devise, bequest, or in any other lawful manner, any real, personal or intangible properties, and to hold, invest, improve, operate, manage, lease, convey, dispose of by gift, sale, lease or otherwise, and transfer any and all of such properties in any lawful manner for the furtherance of its purposes herein stated, and to do and perform generally

all acts reasonably incident to such purposes and objectives, all for the use and benefit of the said Homestead Hospital, Inc.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of the United States (the "Code") or the corresponding provisions of any subsequently enacted provisions of the Code.

ARTICLE III. MEMBERSHIP

The membership of the Corporation shall consist of the Board of Directors of the corporation and their successors in office.

ARTICLE IV. TERM OF EXISTENCE

The term of existence of the Corporation shall be perpetual unless and until the Corporation shall be dissolved in accordance with law.

ARTICLE V. BOARD OF DIRECTORS

a) The business of the Corporation shall be managed by a Board of Directors consisting of seven (7) Directors. The members of the Board of Directors, subsequent to the initial Board of Directors, shall be appointed in accordance with the Bylaws of the Corporation.

b) A quorum to conduct a meeting of the Board of Directors and for the transaction of any business shall consist of a majority of the members thereof. The powers of the Directors, terms of office and manner of selection shall be delineated in the Bylaws of the Corporation.

ARTICLE VI. OFFICERS

a) The officers of the Corporation shall be a Chairperson, a Vice Chairperson, a Secretary, a Treasurer, a Chief Executive Officer, and such other officers as the Board of Directors may, from time to time, appoint.

ARTICLE VII. PROPERTY, FUNDS AND INCOME

No part of the revenues or assets of the Corporation shall inure to the benefit or be distributable to its members, Directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes herein set forth.

ARTICLE VIII. POLITICAL ACTIVITY

No part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE IX. BY-LAWS

The Bylaws of the Corporation may be made, amended or rescinded in any manner permitted by the Bylaws.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to by majority vote of the Board of Directors, with such action to be effective only upon ratification by majority vote of the Board of Trustees of Baptist Health South Florida, Inc.

ARTICLE XI. DISSOLUTION

The Board of Directors of the Corporation, by majority vote of all of the Directors and upon written approval of the Board of Trustees of Baptist Health South Florida, Inc., may dissolve the Corporation.

ARTICLE XII. DISTRIBUTION UPON DISSOLUTION

Upon dissolution of the Corporation, all of its assets and properties then on hand, if any, shall be distributed to Homestead Hospital, Inc., provided however, that should Homestead Hospital, Inc. be not then in existence, or in the event it does not then qualify as an exempt organization under Section 501(c)(3) of the Code as the same may be amended, the said assets and properties of the Corporation shall, at the direction of the Board of Trustees of Baptist Health South Florida, Inc., be distributed to a not-for-profit corporation that qualifies as an exempt organization under Section 501(c)(3) of the Code.

ARTICLE XIII. INDEMNIFICATION

The Corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the director being or having been a Director of or an officer of the Corporation, or a trustee or director or officer of any other corporation which the Director serves as such at the request of the Corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by the Director at trial or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of the Director's duty to the Corporation.

The Corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act

alleged to have been committed by such Director in his or her capacity as Director or as an officer of the Corporation, or in the capacity of a trustee, director or officer of any other Corporation which the Director served as such at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including, but not limited to, attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action, suit or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he or she had reasonable ground for belief that such action was unlawful.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors and Members of the Corporation on March 21, 2002, and by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., on March 25, 2002, and the number of votes cast for the Amendments by the Directors and Members of the Corporation and by the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

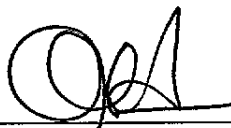
IN WITNESS WHEREOF, the undersigned Chairperson and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation on March 21, 2002; and the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc., have executed the Amended and Restated Articles of Incorporation on March 25, 2002, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes of their respective boards to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

(CORPORATE
SEAL)



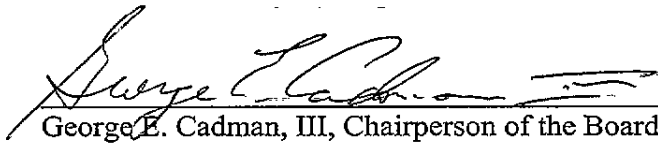
Wendell Beard, Chairperson of the Board of Directors of Homestead Hospital Indigent Care Foundation, Inc.

Attest:

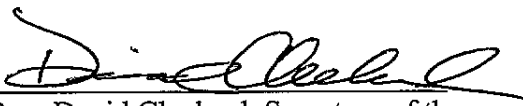


Carl Hanson, Secretary of the Board of Directors of Homestead Hospital Indigent Care Foundation, Inc.

(CORPORATE
SEAL)



George E. Cadman, III, Chairperson of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc.

Attest: 

Rev. David Cleeland, Secretary of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

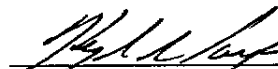
The foregoing instrument was acknowledged before me this 21st day of March, 2002, by Wendell Beard, III and Carl Hanson, the Chairperson and Secretary, respectively of the Board of Directors of Homestead Hospital Indigent Care Foundation, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 25th day of March, 2002, by George E. Cadman, III and Rev. David Cleeland, the Chairperson and Secretary, respectively, of the Board of Trustees of Baptist Health South Florida, Inc., formerly known as Baptist Health Systems of South Florida, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:

