

N00677

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WEST PALM BEACH, FLORIDA
LANSING, MICHIGAN

August 13, 1997

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-08/18/97-01040-001
*****490.00 *****35.00

Florida Department of State's Office
Division of Corporations, Amendment Department
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended Articles of Incorporation

Dear Sir/Madam:

Enclosed please find an original and one copy of Amended and/or Restated Articles of Incorporation for the Florida Business Corporations and Florida Not For Profit Corporations, set forth below:

1. Amended and Restated Articles of Incorporation of Bayfront Medical Center, Inc. (Corp: 714850), a Florida not for profit corporation.
2. Articles of Amendment to Articles of Incorporation of Bayfront Enterprises, Inc. (Corp: H78833), a Florida not for profit corporation.
3. Amended and Restated Articles of Incorporation of Morton Plant Mease Health Care, Inc. (Corp: N00677), a Florida not for profit corporation.
4. Amended and Restated Articles of Incorporation of Morton Plant Hospital Association, Inc. (Corp: 708987), a Florida not for profit corporation.
5. Second Amendment to Articles of Incorporation of Morton Plant Mease Health Services, Inc. (Corp: N11219), a Florida not for profit corporation.
6. Articles of Amendment to Articles of Incorporation of Morton Plant Life Services, Inc. (Corp: N13759), a Florida not for profit corporation.
7. Articles of Amendment to Restated Articles of Incorporation of Morton Plant Mease Primary Care, Inc. (Corp: N92000000038), a Florida not for profit corporation.

*Lee Ann Jones authorized
to add name under signature
and title.*

*Amended & Restated
LFT
8-26-97*

FILED
97 AUG 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HONIGMAN MILLER SCHWARTZ AND COHN

Florida Department of State's Office
August 13, 1997
Page 2

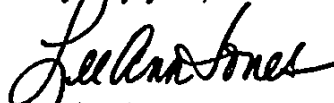
8. Articles of Amendment to Articles of Incorporation of Morton Plant Health Ventures, Inc. (Corp: J38184), a Florida corporation.
9. Second Amendment to Articles of Incorporation of Behavioral Health Management Services, Inc. (Corp: N94000004553), a Florida not for profit corporation.
10. Articles of Amendment to Articles of Incorporation of Ventures DME, Inc. (Corp: V34174), a Florida corporation.
11. Second Amendment to Articles of Incorporation of Global Health Care, Inc. (Corp: 587158), a Florida corporation.
12. Articles of Amendment to Articles of Incorporation of MFP, Inc. (Corp: G76634), a Florida corporation.
13. Articles of Amendment to Articles of Incorporation of South Florida Baptist Hospital Physician Services, Inc. (Corp: N96000003650), a Florida corporation.
14. Articles of Integrated Physician Services, Inc. (Corp: N96000003649), a Florida not for profit corporation.

These Amended and/or Restated Articles of Incorporation were executed pursuant to the Florida Business Corporation Act and the Florida Not For Profit Corporation Act, as amended, and shall be filed with the Florida Secretary of State.

A check in the amount of \$490.00 payable to the Florida Secretary of State is enclosed to cover the filing fee. Please return a date-stamped copy of the filed documents in the enclosed envelope.

Thank you for your assistance with this filing. If I may provide any additional information, please do not hesitate to contact me.

Very truly yours,



Lee Ann Jones

LAI/pap
enc.

cc: Stuart M. Lockman, Esq. (w/o enc.)
Tracy E. Silverman, Esq. (w/enc.)

DET03/165187.1

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
MORTON PLANT MEASE HEALTH CARE, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. These Amended and Restated Articles of Incorporation are executed pursuant to the provisions of Section 617.1007 of the Florida Not For Profit Corporation Act, as amended.

2. These Amended and Restated Articles of Incorporation were duly adopted by the member(s) of the Corporation on June 24, 1997. The number of votes cast for the amendment was sufficient for approval.

3. The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended, in their entirety and shall be the Articles of Incorporation of the Corporation.

ARTICLE I

NAME

The name of the Corporation is Morton Plant Mease Health Care, Inc.

ARTICLE II

DEFINITIONS

1. The term "Act" means the Florida Not For Profit Corporation Act, or any successor law, as the same may be amended from time to time.

2. The term "Board" or "Board of Directors" means the board of directors of the Corporation and the term "Director" means an individual member of the Board, unless, from their context or use, such terms clearly have different meanings.

3. The term "Bylaws" means the Bylaws of the Corporation, as the same may be amended or restated from time to time.

4. The term "Corporation" means Morton Plant Mease Health Care, Inc., a Florida not-for-profit corporation, unless, from its context or use, it clearly has a different meaning.

5. The term "Member" means Morton Plant Hospital Association, Inc. and Trustees of Mease Hospital, Inc. in their capacity as corporate members of the Corporation.

6. The term "Class I Member Reserved Rights" refers to the authorities that will be exercised by Regional Healthcare System.

7. The term "Class II Member Reserved Rights" refers to authorities that will be exercised by the Board of Directors of the Corporation by the affirmative vote of three-fourths of the Members of the Board.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the corporation is located at 601 Main Street, Dunedin, Florida.

ARTICLE IV

PERIOD OF DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE V

PURPOSES

The purposes for which the corporation is organized are exclusively charitable, scientific or educational within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law (the "Internal Revenue Code"), and, in furtherance of these purposes, the corporation may:

(a) Support, promote, advance and strengthen, within the meaning of Section of 509(a)(3) of the Code, Morton Plant Hospital Association, Inc., Trustees of Mease Hospital, Inc., Morton Plant Mease Hospital Foundation, Inc., Morton Plant Mease Health Services, Inc., Morton Plant Mease Primary Care, Inc., Morton Plant Mease Life Services, Inc., and other non-profit affiliates of the Corporation, and, in the discretion of the Board of Directors of the Corporation, to support other nonprofit health care providers organized for charitable purposes; provided that each is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.

(b) Raise funds for any or all of the organizations described in subparagraph (a) of this Article from the public and from all other sources available; receive and maintain such funds and expend principal and income therefrom in furtherance of these purposes.

(c) Establish, develop, sponsor, promote and/or conduct educational programs, scientific research, treatment facilities, hospitals, rehabilitation centers, housing centers, management services, human services programs and other charitable activities, all in promotion and support of the interests and purposes of the organizations described in subparagraph (a) of this Article.

(d) Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

(e) Own or operate facilities or own other assets for public use and welfare in furtherance of these purposes.

(f) Contract with other organizations, for-profit and not-for-profit, with individuals, and with governmental agencies in furtherance of these purposes.

(g) Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Non-Profit Corporation Act.

(h) Otherwise operate exclusively for charitable, scientific or educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code, in the course of which operation:

(i) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its individual members, trustees, officers, or other 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 set forth herein.

(ii) No substantial 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 any candidate for public office except as authorized under the Internal Revenue Code.

(iii) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income tax under §501(c)(3) of the Internal Revenue Code and (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Internal Revenue Code.

(iv) The corporation shall have no purpose beyond that permitted by §509(a)(3) of the Internal Revenue Code as it now or hereafter exists.

ARTICLE VI

POWERS

This corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Section 617.021 of the 1997 Florida Statutes provided, however, that none of the powers granted to this corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the corporation has been formed as set forth in Article V.

ARTICLE VII

CORPORATE DISSOLUTION

In the event of the dissolution of the corporation, the board of directors, after paying or making provisions for the payment of all of the liabilities of the corporation, shall distribute, in any proportions considered prudent, all of the assets of the corporation 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 or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations which shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Revenue Law), as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

MEMBERS

The members of the Corporation shall be Morton Plant Hospital Association, Inc. and Trustees of Mease Hospital, Inc. Morton Plant shall hold nine (9) units and Mease shall hold six (6) units.

ARTICLE IX

BOARD OF DIRECTORS

Subject to the rights reserved to the Members below, the business and affairs of the Corporation will be managed by or under the direction of the Corporation's Board of Directors. Except as otherwise provided in these Articles of Incorporation, provisions for membership,

qualifications, manner of election and removal, term of office, time and place of meetings, and powers and duties of the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE X

MEMBER RESERVED RIGHTS

The Members shall have such rights and powers as are specified in these Articles of Incorporation, in the Bylaws of the Corporation, and in the Act, as the same may be amended from time to time. In furtherance of the foregoing, the Members reserve to themselves in their capacity as the corporate members of the Corporation the following two categories of actions: Class I Members reserved rights and Class II Members reserved rights.

- A. Class I Members Reserved Rights.
 - 1. Addition, deletion or reconfiguration of services of the Corporation.
 - 2. Establishment of overall capital and operating budgets and strategic plans applicable to the Corporation, including the use of the funds of the Corporation.
 - 3. Exclusive authority to enter into managed care contracts on behalf of the Corporation.
 - 4. Approval of contracts on behalf of the Corporation (but the Members may establish policies from time to time providing that only specific types of contracts or contracts involving obligations in excess of specified levels need to be approved by the Members).
 - 5. Authority to establish fees and charges on behalf of the Corporation.
 - 6. Determination of whether the Corporation should join any networks or alternative or integrated delivery systems.
 - 7. Establishment of employment and other policies applicable to all personnel employed by the Corporation.
 - 8. Approval of the philosophy, mission statement and purposes of the Corporation.
 - 9. Approval of changes in these Articles of Incorporation or in the Bylaws of the Corporation.

10. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form, causing a fundamental reorganization of the Corporation.
11. Approval of the incurrence of indebtedness by the Corporation above certain limits established by the Members.
12. Approval of the establishment of additional affiliates or subsidiaries of the Corporation.
13. Adoption of strategic plans or major changes in programs or services of the Corporation.
14. Approval of the purchase, sale, transfer, or other encumbrance of assets of the Corporation above specified levels established by the Members.

B. Class II Members Reserved Rights.

1. Approval of the philosophy, mission statement and purposes of the Corporation.
2. Approval of the merger, consolidation, dissolution, sale or other transfer of substantially all assets of the Corporation, or other change in corporate form causing a fundamental reorganization of the Corporation. The dissolution of the Corporation also shall require the approval of Morton Plant Hospital Association, Inc., a Florida not for profit corporation, and Trustees of Mease Hospital, Inc., a Florida not for profit corporation, in their capacities as the Members of the Corporation.
3. With regard to any assets of the Corporation no longer required in the operations of the Corporation, approval of any sale or other disposition of any assets not in the ordinary course which have a value in excess of \$3 million, and with regard to all other assets of the Corporation used in the operations of the Corporation, approval of any sale or other disposition of such assets not in the ordinary course (but the foregoing is not intended to limit any transfer of the location of the assets from the Corporation to another entity in connection with a duly authorized reconfiguration of services).
4. Approval of substantive changes in these Articles of Incorporation and the Bylaws of the Corporation. Such changes shall require the affirmative vote of three-fourths of the members of the Board of Directors.

ARTICLE XI

AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS

These Articles of Incorporation and the Bylaws of the Corporation may be amended as provided in the Bylaws of the Corporation.

ARTICLE XII

REGISTERED OFFICE AND REGISTERED AGENT

The address of the Corporation's registered office is 400 Cleveland Street, 8th Floor, Clearwater, Florida, 34615. The name of the registered agent at such registered office is Emil C. Marquardt, Jr.

ATTEST:

Patricia Fenzel
Its Secretary

MORTON PLANT MEASE
HEALTH CARE, INC.,
a Florida not-for-profit corporation

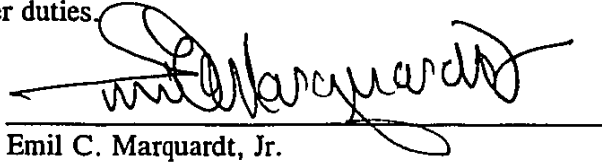
By:

Frank V. Murphy
Its President

Frank V. Murphy

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent of MORTON PLANT MEASE HEALTH CARE, INC., the undersigned hereby accepts the appointment as Registered Agent and agrees to act in this capacity. The undersigned further states that he is familiar with and accepts the obligations of his position as Registered Agent and agrees to comply with all laws relating to the proper and complete performance of his/her duties.


Emil C. Marquardt, Jr.

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97 AUG 18 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA