

NO2000000157

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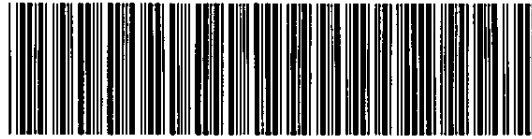
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 781814 4369500

AUTHORIZATION :

[Signature]

COST LIMIT : \$ 43.75

ORDER DATE : August 30, 2013

ORDER TIME : 9:58 AM

ORDER NO. : 781814-010

CUSTOMER NO: 4369500

DOMESTIC AMENDMENT FILING

NAME: MID-FLORIDA MEDICAL SERVICES
FOUNDATION, 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 FOUNDATION, INC.
A Florida "Not for Profit" Corporation

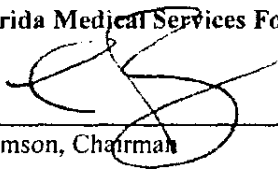
Document No. N02000000157

The undersigned certifies that:

1. I am the Chairman of Mid-Florida Medical Services Foundation, Inc., a Florida not for profit corporation (the "Corporation") which was formed with the Secretary of State of the State of Florida on January 10, 2002 under Florida Document No. N02000000157.
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"), the Corporation will change its name to Winter Haven Hospital Foundation, Inc. and will read, in its entirety, as attached hereto as Exhibit A.
3. The Second Amended and Restated Articles were duly adopted on June 11, 2013, by the Board of Trustees of the Corporation and on June 25, 2013 by the Sole Member of the Corporation and the number of votes cast 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 the Corporation attached hereto shall be effective as of August 30, 2013.

Dated this 28th day of August, 2013.

Mid-Florida Medical Services Foundation, Inc.



Eric Adamson, Chairman

2013 AUG 30 PM 2:54
CLERK OF COURT
JAIL HOUSE, FLORIDA

FILED

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
WINTER HAVEN HOSPITAL FOUNDATION, INC.
(A Corporation Not For Profit)

This is to certify that the undersigned do hereby associate themselves as a body corporate not for profit under the laws of the State of Florida, pursuant to the authority and provisions of Chapter 617 of the Florida Statutes, and do hereby adopt the following Amended and Restated Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is WINTER HAVEN HOSPITAL FOUNDATION, INC.
(the "Corporation").

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 thereat upon whom process can be served. The address of the registered office is 3425 Lake Alfred Road, Winter Haven, Florida 33881, and the name of the registered agent in charge thereof is Joel Thomas.

ARTICLE III

PURPOSES AND LIMITATIONS

3.1 PURPOSES

The purposes of the Corporation shall be:

A. To operate exclusively for the benefit of, to perform the functions of and to carry out the purposes of Winter Haven Hospital, Inc., a Florida not for profit corporation, during its

existence and provided it is and remains qualified 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, in the discretion of the Corporation's Board of Trustees, to support other not for profit entities organized for charitable purposes that are owned or controlled by Winter Haven Hospital, Inc., provided that each such entity is an organization described in Section 501 (c)(3) of the Internal Revenue Code of 1954, 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. The Corporation shall, itself, 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 said Winter Haven Hospital Inc. during its existence and provided it is and remains qualified as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law);

B. 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., the Corporation and Mid-Florida Physician Services, LLC (the "Reversionary Rights");

C. To operate and be classified as a Section 509(a)(1)/170(b)(1)(A)(vi) of the Code public charity and to raise funds from the general public to support such status;

D. To promote the health and quality of life and benefit 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 involvement in various health care and related activities, the conduct of health planning, resources allocation among the corporations which qualify for public charity status under Section 509 (a)(1) or (2) of the Code and are controlled by Winter Haven Hospital, Inc. during its existence and provided it is and remains qualified as an exempt organization under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law) and all other methods appropriate to the objectives of the Corporation;

E. 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;

F. To do and perform any and all acts or services that may be incidental or necessary to carry out the above purposes; and

G. 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 as a 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 or in opposition to 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 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)(2) of the 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 be organized as a non-stock, membership Corporation.

6.1 QUALIFICATIONS

The Corporation shall have one member: Mid Florida Medical Services, Inc. (the "Sole Member").

6.2 ADMISSION

The Sole Member shall be automatically admitted to membership upon the filing of these Second Amended and Restated Articles of Incorporation.

6.3 VOTING

With the exception of the election and removal of members of the Board of Trustees as provided in Article VIII, Section 8.2, amendments of the Corporation's Articles of Incorporation and Bylaws as provided in Article X thereof, and the Reversionary Rights as defined in Section 3.1.B above, the Member shall have no voting rights.

ARTICLE VII

[INTENTIONALLY LEFT BLANK]

ARTICLE VIII

TRUSTEES

8.1 NUMBER. The affairs of the Corporation are to be managed by a Board of Trustees consisting of at least nine (9) but not more than thirty one (31) members as shall from time to time be fixed by, or in the manner provided in, the Bylaws.

8.2 ELECTION, REMOVAL AND TERM OF OFFICE. Except as set forth in the Corporation's Amended and Restated Bylaws adopted as of the effective date of these Amended

and Restated Articles of Incorporation, the Trustees of the Corporation shall be elected by the Sole Member's Board of Trustees at its annual meeting each year for staggered three (3) year terms. No Trustee shall serve more than two consecutive three year terms; however, a former Trustee shall again become eligible for Board membership following a lapse of one year after expiration of his last term of office. A Trustee may be removed with or without cause by a vote of the Board of Trustees of the Sole Member.

8.3 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.

8.4 VACANCIES. At any time that there is a vacancy on the Board of Trustees for any reason other than at regular annual elections, the Sole Member's Board of Trustees may fill any such vacancy by election by simple majority.

8.5 POLITICAL OFFICE. There shall be at no time more than one member of the Board connected with any kind of public or political office, except that no member of the Circuit or Appellate Judiciary shall be deemed to be a holder of public or political office.

ARTICLE IX

OFFICERS

9.1 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.

9.2 ELECTION AND TERM OF OFFICE

Except as may otherwise be provided for in the Corporation's Bylaws, officers shall be elected for terms of one (1) year by the Board of Trustees at the Annual Meeting of the Trustees each year.

9.3 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 X

BYLAWS

The Power to make, alter, amend, repeal or adopt the Bylaws of this Corporation shall be vested 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 and require approval of the Sole Member's Board of Trustees.

ARTICLE XI

AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation of this Corporation shall be amended upon approval of such amendments by a two-thirds (2/3) majority of the Board present at two (2) regular or special meetings of the Board of Trustees of the Corporation at which a quorum is present, which meetings shall be held at not less than ten (10) day intervals and upon approval of such amendment by the Sole Member. Following the requisite approval, such amendments shall become operative from and after the date which they are filed and approved by the Department of State of Florida.

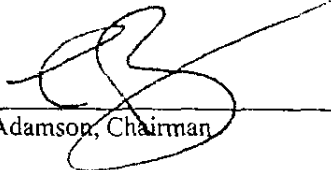
ARTICLE XII

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 Winter Haven Hospital, Inc., if still in existence, and still qualifying as an exempt organization under Section 501(c) (3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or if not still in existence and qualifying as tax exempt, in such manner, 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 Code (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 which are organized and operated for such purpose.

[Signatures Begin on Next Page]

IN WITNESS WHEREOF, the undersigned have signed this Certificate this 28 day of August, 2013.


Eric Adamson, Chairman

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, personally appeared Eric Adamson, 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.

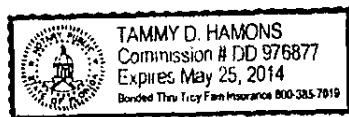
WITNESS my hand and official seal this 28 day of August, 2013.



Notary Public

My commission expires: 5/25/14

(Notarial Seal)



[Signature Page 1 of 3 to Second Amended and
Restated Articles of Incorporation of Foundation]

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, 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.

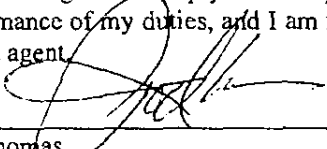
1. The name of the corporation is:

Winter Haven Hospital Foundation, Inc.

2. The name and address of the registered agent and office is:

Joel Thomas
3425 Lake Alfred Road
Winter Haven, Florida 33881

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Joel Thomas

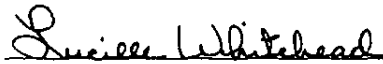
Aug. 19th 2013

Date

STATE OF FLORIDA
COUNTY OF POLK

Before me personally appeared Joel Thomas, a person well known to me, and created this Certificate of Designation Registered Agent/Registered Office.

WITNESS my hand and official seal this 19 day of August, 2013.



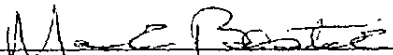
Notary Public


[Signature Page 2 of 3 to Second Amended and
Restated Articles of Incorporation of Foundation]



APPROVAL OF SOLE MEMBER

Mid-Florida Medical Services, Inc. is the Sole member of Mid-Florida Medical Services Foundation, Inc. Mid-Florida Medical Services, Inc. approved these Second Amended and Restated Articles of Incorporation at its meeting held on the 25th day of June, 2013.


Mark Bostick, Chairman


Don Ingram, Secretary

[Signature Page 3 of 3 to Second Amended and
Restated Articles of Incorporation of Foundation]

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

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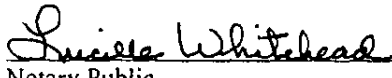
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Notary Public

[Signature Page 2 of 3 to Second Amended and
Restated Articles of Incorporation of Foundation]

