

N04000002015

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BASIC AMENDMENT**GLADES HOSPITAL HOLDINGS, INC.**

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

April 21, 2005

GLADES HOSPITAL HOLDINGS, INC.
324 DATURA ST STE 401
W PALM BEACH, FL 33401

SUBJECT: GLADES HOSPITAL HOLDINGS, INC.
REF: N04000002015

RESUBMIT
Please give original
submission date as file date

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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Anna Chesnut
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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF GLADES HOSPITAL HOLDINGS, INC.**

The undersigned, Health Care District of Palm Beach County, as sole member of Glades Hospital Holdings, Inc., a Florida Not for Profit Corporation created pursuant of Chapter 617 of the Florida Statutes (the "Florida Not for Profit Corporation Act"), does hereby subscribe to, acknowledge and file the following Amended and Restated Articles of Incorporation.

**ARTICLE I
Name**

The name of this Corporation is: Glades Hospital Holdings, Inc.

**ARTICLE II
Address**

The initial principal office and mailing address of this Corporation shall be 324 Datura Street, Suite 401, West Palm Beach, Florida 33401.

**ARTICLE III
Purposes**

This Corporation is organized and shall be operated exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect or as may hereafter be amended, or the corresponding section of any future tax code (the "Code"), including, but not limited to the following:

- A. To establish, construct, own, lease, operate, support, maintain, and/or manage one or more acute care hospitals in Belle Glade, Florida, including, but not limited to, the hospital presently operating and otherwise known as "Glades General Hospital" (the "Hospital") and in each case, subject to and in furtherance of the intent of the Legislature of the State of Florida in enacting Chapter 2003-326, Laws of Florida (the "Palm Beach County Health Care Act" or the "Act") and in furtherance of the authority and responsibilities of the District Board of the Health Care District of Palm Beach County (the "District Board"), as set forth in the Act; and
- B. To conduct any and all lawful affairs and business for which corporations may be organized and operated under the Florida Not For Profit Corporation Act as an exempt organization under Section 501(c)(3) of the Code, consistent with this Article III.

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ARTICLE IV
Dissolution

Upon dissolution of the Corporation, assets of the Corporation shall be distributed by the District Board to the District, a political subdivision of the State of Florida, for public purposes.

ARTICLE V
Membership

The Corporation shall have as its sole member the Health Care District of Palm Beach County ("District" or "Member"). The Corporation shall serve the goals, participate in the activities, and shall be subject to the authority of the District and the District Board as necessitated, permitted or otherwise prescribed in the Act and in the Bylaws of the Corporation. The District shall be entitled to all rights and powers of a member under Florida law, these Articles of Incorporation and the Bylaws of the Corporation.

ARTICLE VI
Directors

The direction and management of the affairs of the Corporation shall be vested in a Board of Directors, whose number, qualifications, selection and appointment to serve shall be as set forth in the Corporation's Bylaws.

ARTICLE VII
Registered Office

The registered office of this Corporation shall be:

Sachs Sax Klein
301 Yamato Road, Suite 4150
Boca Raton, FL 33431

The registered agent at that address shall be Peter S. Sachs.

ARTICLE VIII
Bylaws

The Bylaws of the Corporation are to be adopted by the Member of the Corporation, and may be amended only by the Member, acting through the District

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Board. The Bylaws may provide for reserve powers, exercisable by the Member, as the Member may designate and approve from time to time, including, but not limited to, reserve powers concerning the appointment and removal of Directors, the selection of the Hospital's Chief Executive Officer, Hospital audits, the Hospital's mission statement, strategic plan, operating budget, contracts and expenditures, subsidiaries, and such other matters as may be determined from time to time by the Member to be reasonable or necessary under the Act or in furtherance of the authority and responsibilities of the District Board as set forth in the Act.

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ARTICLE IX
Amendments

These Articles of Incorporation may be amended only by the Member.

Dated: April ^{15th} 2005

Health Care District of Palm Beach
County, as sole member of Glades
Hospital Holdings, Inc.

By:


Print Name: Dwight Chenette
Title: Health Care District CEO

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The Board of Commissioners of the Health Care District of Palm Beach County, the sole member of Glades Hospital Holdings, Inc., unanimously approved and adopted the Amended and Restated Articles of Glades Hospital Holdings, Inc. at its meeting on Friday, April 15, 2005.

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