

UNIVERSITY COMMUNITY HOSPITAL

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 7, 1999

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Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: UCH Foundation, Inc. Amended Articles of Incorporation

Dear Sir/ Madam:

Enclosed is an original and one copy of the Amended Articles of Incorporation for UCH Foundation, Inc.

Please provide a certified copy of these Articles. A check for \$43.75 is enclosed. This represents payment for the following fees:

Filing fee - \$35.00

Certified copy - \$8.75

Should you have any questions, please contact me at (813)972-7217. Thank you for your assistance.

Very truly yours,


Cathy R. LeBeau

Staff Attorney

Amend & Restate
8-10-99
mts

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF AMENDMENT AND RESTATEMENT OF
ARTICLES OF INCORPORATION OF
UNIVERSITY COMMUNITY HOSPITAL FOUNDATION, INC.**

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, University Community Hospital Foundation, Inc., a Florida not for profit corporation (the "Corporation") provides the following Certificate of Amendment and Restatement of its Articles of Incorporation:

1. Name. The name of the Corporation is University Community Hospital Foundation, Inc.
2. Text of Amendments. The Corporation's Articles of Incorporation are amended and restated in their entirety as follows:

ARTICLE I

NAME AND ADDRESS OF CORPORATION

A. The name of the Corporation is University Community Hospital Foundation, Inc. (the "Corporation").

B. The principal office and mailing address of the Corporation is 3100 East Fletcher Avenue, Tampa, Florida 33613, subject to change and relocation by the Board of Trustees.

ARTICLE II

PURPOSES OF THE CORPORATION

A. The Corporation is organized and shall be operated exclusively for scientific, educational and charitable purposes, and not for pecuniary profit, as follows:

1. To provide financial support to University Community Hospital, Inc. ("UCH"), located in Tampa, Florida, and any successor organization, so long as UCH

or such successor organization is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code of 1986, as amended (the "Code") as an organization described in Section 501(c)(3) of the Code;

2. To help UCH fund the care of indigent hospital patients;
3. In support of UCH, to accept, hold, administer, invest and disburse for scientific, educational or charitable purposes such funds or assets as may from time to time be given or bequeathed to the Corporation and any investment earnings or returns thereon;
4. In support of UCH, to carry on educational activities related to the rendering of care to the sick or injured or the promotion of health;
5. To promote, finance and support UCH in its carrying on of scientific or medical research; and
6. In support of UCH, to participate in any activity designed and carried on to promote the general health of the community.

B. The Corporation shall have all powers now or hereafter granted by law, and in addition thereto, shall have all powers lawfully necessary or required to carry out its purposes and objects. All of the assets, and the earnings or returns thereon, shall be used exclusively for the purposes stated above, including the payment of expenses incidental thereto.

ARTICLE III

MEMBERSHIP

A. The members of the Corporation (individually, a "Member" or collectively, the "Members") shall be the individuals who serve, from time to time, on the Board of Trustees of UCH. An individual elected to serve on the Board of Trustees of UCH shall automatically

become a Member of the Corporation and shall remain a Member as long as he or she is serving on UCH's Board of Trustees.

B. The Members shall have (1) the same voting rights as shareholders of a corporation organized under Florida Statutes, Chapter 607, and (2) without limiting the voting rights contained in clause (1) above, such additional voting rights as are contained in these Articles of Incorporation or the Bylaws of the Corporation.

C. A Member shall not have a vested property right resulting from any provision in these Articles of Incorporation, including provisions relating to management, control, purpose, or duration of the Corporation.

ARTICLE IV

TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V

TRUSTEES

The affairs of the Corporation shall be managed by a Board of Trustees (the "Board of Trustees"). The number of Trustees of the Corporation shall be established in the manner set forth in the Bylaws of the Corporation; provided, however, that the Corporation shall always have at least three (3) Trustees. Any individual serving as President of UCH shall serve as a member of the Board of Trustees so long as that individual is serving as President of UCH. The other Trustees shall be elected in the manner set forth in the Bylaws of the Corporation.

ARTICLE VI

BYLAWS

The Bylaws of the Corporation shall be made, altered, amended or repealed in the manner provided in the Bylaws of the Corporation.

ARTICLE VII

AMENDMENT OF ARTICLES OF INCORPORATION

Except as provided in the next paragraph of this Article VII, amendments to these articles of incorporation shall be made in the following manner: (a) the Board of Trustees shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the Members, which may be either an annual, regular or special meeting of the Members; and (b) the amendment shall be adopted upon receiving at least a majority of the votes of Members present at the meeting or represented by proxy. Written notice of the meeting of the Members at which the amendment is to be adopted must contain the proposed amendment or a summary of the changes to be effected by the amendment.

Notwithstanding the preceding paragraph of this Article VII, the Members may amend these Articles, without action of the Board of Trustees, at a meeting of the Members. Written notice of the meeting of the Members at which the amendment is to be adopted must contain the proposed amendment or a summary of the changes to be effected by the amendment.

ARTICLE VIII

QUALIFICATION AS TAX EXEMPT ORGANIZATION

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its Members, Trustees, officers, or other private individuals. 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 or in opposition to any candidate for public office.

B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on:

1. by an organization exempt from federal income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code; or
2. by an organization, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IX

DISSOLUTION OF CORPORATION

Upon a dissolution of the Corporation, all of its assets, tangible and intangible, shall be dedicated to the purposes for which the Corporation was created; and in furtherance of such purposes, the Corporation shall adopt a plan for the distribution of its assets (a "Plan of Distribution") to UCH, or to its successor organization, so long as UCH, or its successor organization, is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code, such assets to be dedicated to the purposes for which the Corporation was created. Should UCH or such successor organization be unwilling or unable to accept the assets of the Corporation for the purposes herein expressed, then the assets of the Corporation shall be distributed, in accordance with a Plan of Distribution, to such other nongovernmental organization or organizations that are exempt from federal income taxation under Section 501(a) of the Code as an organization or organizations described in Section 501(c)(3) of the Code, as may be designated and selected by the Board of Trustees of the Corporation, to be dedicated to the promotion of healthcare in Hillsborough County, Florida. Under no circumstances shall any of the assets of the Corporation, upon dissolution, be distributed to the Members. Upon adoption of a Plan of Distribution, the Corporation shall adopt Articles of Dissolution and file the Articles of Dissolution and Plan of Distribution with the Florida Department of State.

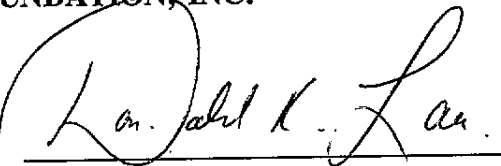
3. Manner of Adoption. The amendments contained in these Amended and Restated Articles of Incorporation required adoption by the Corporation's Members, and the amendments were duly adopted by the Members on the 11th day of October, 1995. The number of votes cast for the amendments by the Members was sufficient for approval.

4. Amended and Restated Articles of Incorporation. These amended and restated Articles of Incorporation supersede the original Articles of Incorporation and all previous amendments thereto.

Dated effective as of the 23rd day of April, 1996.

UNIVERSITY COMMUNITY HOSPITAL
FOUNDATION, INC.

By



Donald K. Lau
Chairman, Board of Trustees