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(Business Entity Name)

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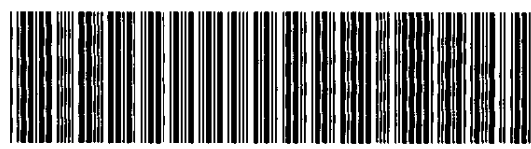
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7-13-10

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Amended & Restated
NK
SF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 JUL 22 PM 12:36

FILED

EUGENE E. WALDRON, JR., P.A.
ATTORNEYS AT LAW

EUGENE E. WALDRON, JR.
CONNIE L. COLLINS

124 NORTH BREVARD AVENUE
ARCADIA, FLORIDA 34266
863-494-4323
863-494-6790 FAX

PLEASE REPLY TO: Arcadia Office

12687 SW COUNTY ROAD 769
SUITE 2-B
LAKE SUZY, FLORIDA 34269
941-255-9182
941-255-9453 FAX

July 8, 2010

E-MAIL ADDRESS: EWaldron@ecwj.com

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, Florida 32314

RE: Amended & Restated Articles of Incorporation
DeSoto Memorial Hospital, Inc.

To Whom This May Concern:

Enclosed for filing is the original Amended and Restated Articles of Incorporation of DeSoto Memorial Hospital, Inc., a Florida Not For Profit Corporation, together with my check in the amount of \$43.75 in payment of the filing fee and certificate of status.

If you have any questions regarding this matter, please contact me or Jamie in my office.

Sincerely,



Connie L. Collins

CLC/jca
Enclosures



REC'D JUL 19 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 14, 2010

EUGENE E. WALDRON, JR., P.A.
134 NORTH BREVARD AVENUE
ARCADIA, FL 34266

SUBJECT: DESOTO MEMORIAL HOSPITAL, INC.
Ref. Number: N11265

We have received your document for DESOTO MEMORIAL HOSPITAL, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6908.

Sylvia Gilbert
Regulatory Specialist II

Letter Number: 710A00017145

RECEIVED
2010 JUL 22 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
DESOTO MEMORIAL HOSPITAL, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

FILED
2010 JUL 22 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A. The name of this Corporation is DESOTO MEMORIAL HOSPITAL, INC.

B. The Board of Directors of this Corporation has adopted the following amendment and restatement to the Articles of Incorporation of this Corporation in accordance with Florida Statutes Section 617.1002 and 617.1007. As amended and restated, the Articles of Incorporation for this Corporation shall read as follows:

ARTICLE I

NAME

The name of the Corporation shall be DMH REAL ESTATE HOLDINGS, INC.

ARTICLE II

PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the Corporation shall be 900 North Robert Avenue, Arcadia, Florida 34266.

ARTICLE III

PURPOSES

This Corporation is organized and shall be operated for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount thereof, less expenses, to the DESOTO COUNTY HOSPITAL DISTRICT, an independent special district of the state and DeSoto County created by the Florida Legislature (hereinafter referred to as the "District") , all within the meaning of Section 501(c)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or any successor provision, so long as the District is exempt from federal income tax under Section 501(a) of the Code. Subject to the preceding sentence, the purposes of the Corporation shall include the following:

1. To hold title to and manage real and personal property of the Corporation for the benefit of the District;

2. To provide a building or buildings for the exempt purposes of the District;
3. To provide a suitable place for the District to conduct its exempt purposes, including without limitation the operation of a hospital and related exempt activities; and
4. To distribute to the District all net income in excess of cash reserves necessary to pay annual expenses of operation, maintenance, repairs, taxes, insurance and other current expenses.

ARTICLE IV

POWERS

The Corporation shall have and exercise all powers of any corporation not for profit as the same now exist or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of the Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation and benefits to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(2) of the Code.

ARTICLE V

DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation, or in the event it shall cease to carry out the objectives and purposes herein set forth, all business, property, and assets of the Corporation remaining after payment of the Corporation's debts shall be conveyed or distributed to one or more nonprofit corporations or public bodies exempt from federal income taxation under Section 501(a) of the Code as may be selected by the Board of Directors of this Corporation and approved by the District as sole member of this Corporation. In no event shall any of the assets or property of this Corporation, in the event of dissolution thereof, go or be distributed to this Corporation's directors, stockholders, or others having financial or managerial interest in the Corporation either for the reimbursement of any sum subscribed, donated or contributed by such members or for any other purposes, provided that nothing herein shall prohibit the Corporation from paying its just debts.

ARTICLE VI

MEMBERS

The District shall be the sole member of this Corporation.

ARTICLE VII

DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members who shall be elected by the District. The manner of election of the Board of Directors shall be as stated in the Bylaws of the Corporation.

ARTICLE VIII

REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the registered agent are, Eugene E. Waldron, Jr., 124 North Brevard Avenue, Arcadia, Florida 34266.

ARTICLE IX

AMENDMENT

These Articles of Incorporation may be amended by the affirmative vote of a majority of the Board of Directors of the Corporation.

The Members of the Corporation are not entitled to vote on the adoption of this Amended and Restated of the Articles of Incorporation. The date of the adoption of the Amended and Restated Articles of Incorporation by the Board of Directors of the Corporation is July 1, 2010.

IN WITNESS WHEREOF, DESOTO MEMORIAL HOSPITAL, INC., has caused these Amended and Restated Articles of Incorporation to be signed in its name by its President this 24 day of June, 2010.

DESOTO MEMORIAL HOSPITAL, INC.
a Florida Corporation

By: 

VINCENT A. SICA

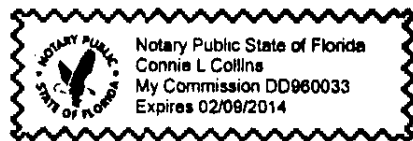
Its President

Attested:

By: Ray Stewart
RAY STEWART
Its Secretary

STATE OF FLORIDA
COUNTY OF DESOTO

The foregoing instrument was acknowledged before me this 24th day of June, 2010 by, **VINCENT A. SICA and RAY STEWART as President and Secretary** respectively of **DESOTO MEMORIAL HOSPITAL, INC.**, on behalf of the corporation and who are personally known to me.



Connie L. Collins
Connie L. Collins, Notary Public
State of Florida at Large
My Commission # DD960033
My Commission Expires: 02/09/2014

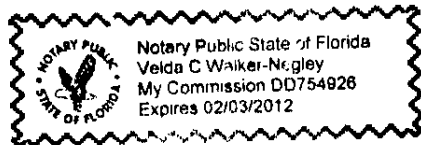
ACCEPTANCE

I hereby agree to act as Registered Agent for DMH Real Estate Holdings, Inc. as stated in the Amended and Restated Articles of Incorporation

Eugene E. Waldron, Jr.
Eugene E. Waldron, Jr., Registered Agent

STATE OF FLORIDA
COUNTY OF DESOTO

Subscribed and sworn to before me by Eugene E. Waldron, Jr., who is personally known to me or who has produced _____ as identification, on July 20, 2010.



Velda C. Walker-Negley
Velda C. Walker-Negley, Notary Public
State of Florida at Large
My Commission No. _____
My Commission Expires: _____