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COR AMND/RESTATE/CORRECT OR O/D RESIGN BAYFRONT HEALTH, EDUCATION AND RESEARCH **ORGANIZATION**

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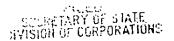
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ARTICLES OF AMENDMENT TO AMENDED AND RESTATED ARTICLES OF INCORPORATION OF BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

(a Florida Not For Profit corporation)
Document Number N11407

Pursuant to Section 617.1006 of the Florida Not For Profit Corporation Act (the "Act"), BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC., a Florida not for profit corporation (the "Corporation"), adopts the following amendments to its Amended and Restated Articles of Incorporation:

FIRST: The name of the Corporation is BAYFRONT HEALTH, EDUCATION AND RESEARCH ORGANIZATION, INC.

SECOND: The following amendment to the Amended and Restated Articles of Incorporation was adopted by the Board of Trustees of the Corporation:

A. ARTICLE III CORPORATE PURPOSES of the Amended and Restated Articles of Incorporation shall be amended and restated in its entirety to read as follows:

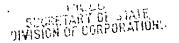
The Corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) as are set forth below, including the making of distributions for such purposes. The Corporation is authorized to exercise such powers as are in furtherance of its exempt status and for purposes for which a corporation may be formed under the Florida Not-For-Profit Corporation Act.

These purposes include the following:

- (a) To improve the health and well-being of the community historically served by the Corporation before it sold its hospital and other healthcare facilities in 2013, by stimulating and supporting programs, initiatives and research that improve quality of life.
- (b) To seek and develop strategies, alliances and partners that will enable the Corporation to create and support social and other initiatives that lead to long-term systemic improvement and a sustainable healthy and vibrant community, primarily in South Pinellas County, Florida.
- (c) To receive and administer property and funds for the benefit of the Corporation, or its successor, and to that end to take and hold, by bequest, devise, gift, purchase, lease, or otherwise, either absolutely or in trust, any

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property, real, personal or mixed, without limitation as to amount or value, except such limitations, if any, as may be imposed by law;

- (d) To own, use, buy, sell, lease, borrow, mortgage or encumber, convey, administer, maintain, grow and dispose of real and personal property and to invest and reinvest principal and income received from such property and to deal with and expend principal and income therefrom as will tend to promote the objects of the Corporation and the doing of all things necessary or incident for the purposes of the Corporation set forth in paragraphs (a) through (c), inclusive, above in this <u>Article III</u>, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received or such limitations, if any, as may be imposed by law; and
- (e) To do such other lawful acts or activities to accomplish its charitable and educational purposes related to the purposes specified in paragraphs (a) through (d), inclusive, above, as contemplated by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law) and the nonprofit corporation laws of the State of Florida.

Except as aforesaid, the remainder of the Amended and Restated Articles of Incorporation shall remain in full force and effect and shall not be modified by this Amendment.

THIRD: The Corporation has no members. The foregoing amendment was approved by the Board of Trustees of the Corporation at a duly called meeting on April 29, 2014 pursuant to Section 617.1002 of the Act.

FOURTH: The effective date of the amendment herein shall be the date these Articles of Amendment to the Amended and Restated Articles of Incorporation are filed with the Florida Secretary of State.

IN WITNESS WHEREOF, the undersigned Chairman of the Corporation has executed these Articles of Amendment to Amended and Restated Articles of Incorporation as of the 29th day of April, 2014.

Bayfront Health, Education and Research Organization, Inc.

Steven C. Duoré, Chairman