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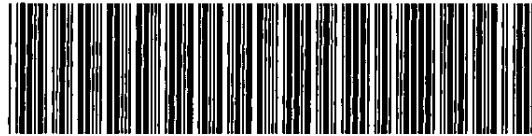
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Am + Restated
CRG 9/1/8



Board of Directors

Terry Crawford, Chair
Conimar Corp.

Craig Curry, Vice Chair
Brown & Brown, Inc.

Craig Gillum
The Ransome Group

Carmen Greiner
Community Volunteer

Gerald Ergle
Ocala Mayor Emeritus

Lois Johnson
Community Volunteer

Randy Klein
Klein & Klein PA

Jon Kurtz
Alarion Bank

Bob Little
AmSouth Bank of Florida

Linda Marks
Ocala Magazine

Kevin McDonald
Allstate Insurance Company

Judy O'Farrell
Ocala Stud

Faith Ann Sarfarazi, MD

Parnell Townley
County Commissioner Emeritus

Director Munroe Foundation
Beth McCall

August 31, 2006

To: Amendment Section
Division of Corporation

From: Beth McCall, Director
Munroe Foundation, Inc.

Attached are amendments to our Articles of Incorporation. You will notice that the date is January 17, 2006.

Once approved by the Foundation Board of Directors, the Articles were then sent to the Munroe Regional Health System Board of Directors for approval.

The articles should have been filed upon the hospital board's approval, however, due to a clerical error and miscommunication I am just now submitting them to you.

If there are questions, please do not hesitate to contact me at 352-351-7233 or bethmccall@mrhs.org.

Thank you for your prompt attention to this matter.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Munroe Foundation, Inc.

DOCUMENT NUMBER: N11601

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Beth McCall, Director

(Name of Contact Person)

Munroe Foundation, Inc.

(Firm/ Company)

1121 SW 1st Ave

(Address)

Ocala, FL 34474

(City/ State and Zip Code)

For further information concerning this matter, please call:

Beth McCall

(Name of Contact Person)

at (352) 351-7233

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Munroe Foundation, Inc.

N11601

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEE ATTACHED

(Attach additional pages if necessary)
(continued)

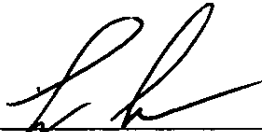
The date of adoption of the amendment(s) was: January 17, 2006

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Terry Crawford

(Typed or printed name of person signing)

Board of Directors Chairman

(Title of person signing)

FILING FEE: \$35

Article II – Purpose

Amendments:

Paragraph 1

(a) REMOVE Big Sun Health Healthcare Systems, Inc REPLACE WITH Munroe Regional Health System, Inc.

(b) AFTER 170(b)(A)(iii) Code INSERT (hereinafter collectively referred to as the “Code”)

REMOVE in the discretion of the Corporation’s Board of Directors to support other not-for-profit health care providers organized for charitable purposes; provided, that each such corporation is an organization described in Section 501 © 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

Delete completely Paragraph 4

Original Articles Paragraph 5 becomes Paragraph 4 of the amended articles.

Paragraph 4

(a) Change throughout the paragraph Big Sun Healthcare Systems, Inc. TO Munroe Regional Health System, Inc.

Article VII - Directors

Amendments:

Section 7.1 – Numbers

CHANGE and no more than twenty-five (25) members TO and no more than twenty (20) members.

DELETE the exact number of Directors to be specified in the Bylaws of the Corporation.

Section 7.2 - Composition, Election and Tenure

ADD TO FIRST SENTENCE Members of the Board of directors shall be drawn from among individuals within the service area of Munroe Regional Medical Center and shall be approved by the Board of Directors of Munroe Regional Health System, Inc.

ADD TO THE BEGINNING OF SECOND SENTENCE New members of the....

(Section 7.2 continued)

CHANGE No Director shall be eligible to serve more than three (3) full three year terms or eleven (11) years in the aggregate as a Director of the Corporation.

TO No Director shall be eligible to serve more than two(2) full three (3) year terms of six (6) years in the aggregate as a Director of the Corporation.

Section 7.3 – CHANGE INITIAL BOARD TO CURRENT BOARD

CHANGE The initial Board of Directors **TO** The Board of Directors

DELETE Initial Class A, B, and C Directors shall serve terms of one (1), two (2) and three (3) years, respectively.

CHANGE Each of the successors of the initial Directors **TO** Each of the successors of the Directors

DELETE the rest of Section 7.3 and **REPLACE** with:

The names of the current Board of Directors (together with their class designations) who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal are:

(See names in Article VII – Section 7.3)

Article VIII

Section 8.1 – Number, Election and Tenure

CHANGE who shall be elected for terms of one (1) year by.....

TO who shall be elected for terms of two (2) years by.....

Section 8.2 – CHANGE INTIAL OFFICERS TO CURRENT OFFICERS

DELETE The names and addresses of the Officers who are to serve until the first election of Officers, pursuant to the terms of the Bylaws are:

CHANGE TO The names of the current Officers who are to serve until the election of Officers, pursuant to the terms of the Bylaws are:

See current officers in Article VIII – Section 8.2

Article IX

Amended to read:

The Bylaws of the Corporation were made and adopted this date, January 17, 2006, by the Board of Directors. The Bylaws may thereafter be altered, amended or repealed, and new and other Bylaws may be made and adopted only by the vote of a majority of the members of the Board, and with the approval of the Board of Directors of Munroe Regional Health System, Inc.

Article X

CHANGE	Big Sun Healthcare Systems, Inc.
TO	Munroe Regional Health System, Inc.

Article XI

Amended to read:

The address of the current registered office of the Corporation is 1121 SW 1st Avenue, Ocala, Florid 34474. The registered agent at that address is Beth McCall.

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
MUNROE FOUNDATION, INC.

The Articles of Incorporation of MUNROE FOUNDATION, INC., approved and filed in the office of the Secretary of State, State of Florida, on the 15th day of October, 1985, and amended December 19, 2001, are further amended and restated in their entirety as follows:

ARTICLE I

Name

The name of the corporation shall be:

MUNROE FOUNDATION, INC.
A Not for Profit Florida Corporation

ARTICLE II

Purpose

The Corporation is organized as a not-for-profit corporation established to operate exclusively for the benefit of Munroe Regional Health System, Inc. (d/b/a Munroe Regional Medical Center), as a Florida not-for-profit corporation, an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, and a non-private foundation under Section 509(a)(1) and 170(b)(A)(iii) of the Code (hereinafter collectively referred to as the "Code") and further provided that the Corporation shall be operated, supervised or controlled in connection with each supported organization within the meaning of Section 509(a)(3) of the Code.

The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law. Its activities shall be conducted in such a manner that no part of its net earnings shall inure to the benefit of any member, director, trustee, officer, or individual. It shall not have the power to issue certificates of stock or declare dividends.

Notwithstanding any provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), or by a corporation qualified as a public charity under Section 509(a), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

In the event of dissolution of the Corporation or the winding up of its affairs, or other liquidation of its assets, the Corporation's property shall be conveyed or distributed to Munroe Regional Health System, Inc., a Florida not-for-profit corporation, so long as such corporation at the time of such conveyance or distribution qualifies as an exempt organization under Section 501(c)(3), and as a public charity under Section 509(a), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) In the event that Munroe Regional Health System, Inc. does not qualify, or is not then in existence, or to the extent that it may be prohibited by state law from owning certain assets of the Corporation, the Corporation's property shall be conveyed or distributed to the Marion County Hospital District, a special tax district incorporated by act of the Florida legislature pursuant to Chapter 65-1905, Laws of Florida, Special Acts of 1965, as amended, and an exempt organization under Section 501(c)(3) of the Code. In the event that the Marion County Hospital District does not qualify, or is not then in existence, the Corporation's property shall be conveyed to such other Florida corporation(s) operated for non-profit purposes similar to those of the Corporation which at the time of such conveyance or distribution qualify as an exempt organization or organizations under Section 501(c)(3), and as a public charity under Section 509(a), of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors of the Corporation may determine.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

ARTICLE III

Powers

The Corporation shall possess and may exercise all the powers and privileges granted by Chapter 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 IV

Members

The Corporation shall have no members.

ARTICLE V

Term

The term of the Corporation shall be perpetual.

ARTICLE VI

Subscribers and Incorporators

The names of the subscribers to and incorporators of these Articles of Incorporation are as follows:

Whit Palmer
Dick Chazal
Stanley Malever
Harry T. Mangurian, Jr.
Bob Schwalb
Gail Cross
Richard A. Dewees

ARTICLE VII

Directors

7.1 Number

The affairs of the Corporation are to be managed by a Board of Directors consisting of not fewer than five (5) and no more than twenty (20) members.

7.2 Composition, Election and Tenure

Members of the Board of Directors shall be drawn from among individuals within the service area of Munroe Regional Medical Center and shall be approved by the Board of Directors of Munroe Regional Health System, Inc. New members of the Board of Directors shall be elected by the current Board of Directors of the Corporation for terms of three (3) years. Provision for such election and for the removal and resignation of Directors, and for filling vacancies in the Board of Directors, shall be established in the Bylaws. No Director shall be eligible to serve more than two (2) full three (3) year terms of (six (6) years in the aggregate) as a Director of the Corporation.

7.3 Current Board

The Board of Directors of the Corporation shall be divided into three (3) classes: A, B, and C. Each of the successor of the Directors shall be elected to three (3) year terms, subject to the limitation set forth above.

The names of the current Board of Directors (together with their class designations) who shall hold office until their successors are elected and have qualified, or until their death, resignation or removal are:

Class A Directors (term expiring 12/2006)

Lois Johnson	1956 Westbrook Ct.	Ocala, FL 34471
Jon Kurtz	1720 SW 55 th Lane	Ocala, FL 34474
Faith Ann Sarfarazi	2118 SW 20 th Pl	Ocala, FL 34474

Class B Directors (Term expiring 12/2007)

Craig Gillum	1520 SE 24 th Ave	Ocala, FL 34471
Bob Little	PO Box 280	Ocala, FL 34478
Linda Marks	PO Box 4649	Ocala, FL 34478

Class C Directors (Term expiring 12/2008)

Terry Crawford	PO Box 1509	Ocala, FL 34478
Craig Curry	47 SW 17 th Street	Ocala, FL 34474
Gerald Ergle	3631 SE 12 th Pl	Ocala, FL 34471
Carmen Greiner	1621 SE 17 th Ave	Ocala, FL 34471
H. Randolph Klein	333 NW 3 rd Ave	Ocala, FL 34475
Kevin McDonald	2118 SW 20 th Pl, Suite 101	Ocala, FL 34471
Judy O'Farrell	2000 NW 95 th St	Ocala, FL 34475
Parnell Townley	PO Box 1000	Candler, FL 32111

ARTICLE VIII

Officers

8.1 Number, Election and Tenure

The Officers of the Corporation shall be a Chairman, Vice Chairman, Secretary, and Treasurer, who shall be elected for terms of two (2) years by the Board of Directors at its annual meeting in the manner set forth in the Bylaws. One individual may hold two offices concurrently; however, the Chairman may not hold the office of Secretary concurrently. The Corporation may, at the discretion of the Board of Directors, provide for different categories of

Officers, and may have additional Officers including, without limitation, a President, one or more Vice Presidents, Assistant Secretaries and/or Assistant Treasurer.

8.2 Current Officers

The names of the current Officers who are to serve until the election of Officers, pursuant to the terms of the Bylaws are:

<u>Name</u>	<u>Office</u>
Terry Crawford	Chairman and Treasurer
Craig Curry	Vice Chairman and Secretary

ARTICLE IX

Bylaws

The Bylaws of the Corporation were made and adopted this date by the Board of Directors. The Bylaws may thereafter be altered, amended or repealed, and new and other Bylaws may be made and adopted only by the vote of a majority of the members of the Board, and with the approval of the Board of Directors of Munroe Regional Health System, Inc.

ARTICLE X

Amendments

Amendments to these Articles of Incorporation may be made and adopted by the vote of at least two-thirds (2/3) of the members of the Board, and with the approval of the Board of Directors of Munroe Regional Health System, Inc. Said amendments shall be effective upon receipt of all requisite approvals, and when a copy thereof, properly executed and acknowledged, has been filed with the Secretary of State and all filing fees paid.

ARTICLE XI


Registered Agent and Registered Office

The address of the current registered office of the Corporation is 1121 S.W. 1st Avenue, Ocala, Florida 34474. The registered agent at that address is Beth McCall.

IN WITNESS WHEREOF, the Officers of the Corporation have hereunto affixed their signatures this 17th day of January, 2006.



Terry Crawford, Chairman (Seal)

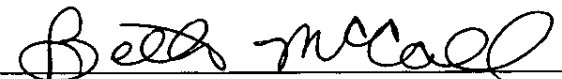


Craig Curry, Vice Chairman and Secretary (Seal)

ACCEPTANCE BY REGISTERED AGENT


Having been named to accept service of process for MUNROE FOUNDATION, INC., at the place designated in the ARTICLES OF INCORPORATION, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED: January 17, 2006.


Beth McCall

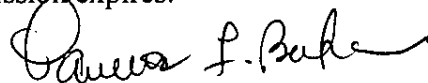
BEFORE ME, a notary public authorized to take acknowledgements, personally appeared the above-named officers and registered agent of the Corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my seal this 17th day of January, 2006.

 Paulette Farquharson-Beckford
My Commission DD366004
Expires October 04, 2008

Notary Public, State of Florida at Large

My commission expires:



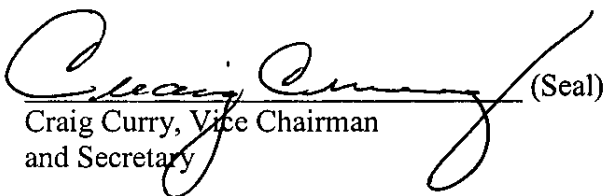
CERTIFICATE OF APPROVAL
OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
MUNROE FOUNDATION, INC.

We, the undersigned, being the Chairman and Secretary respectively, of MUNROE FOUNDATION, INC., hereby certify that the Board of Directors of the Corporation did unanimously approve and recommend, at their properly noticed meeting of January 17, 2006, that the Articles of Incorporation of MUNROE FOUNDATION, INC., heretofore filed and approved in the office of the Secretary of State, State of Florida, on the 15th day of October, 1985, and amended on December 19, 2001, be amended and restated in the manner set forth above, and did propose said amendment and restatement to the entire Board of Directors and the Corporation.

WE DO FURTHER CERTIFY that approval was by unanimous consent; that all of the Officers of the Corporation were present, and that a quorum of the Board Members were present.

WE DO FURTHER CERTIFY that by unanimous consent of all Board of Directors who were present and entitled to vote that the Corporation did approve the foregoing amendment on the 17th day of January, 2006.

IN WITNESS WHEREOF, the Chairman of the Corporation has hereunto affixed his signature and the Secretary of the Corporation has also hereunto affixed his signature and the corporate seal of the Corporation is 17th day of January, 2006.

 (Seal)
Craig Curry, Vice Chairman
and Secretary

 (Seal)
Terry Crawford, Chairman

ACKNOWLEDGEMENT FOR AMENDMENT OF ARTICLES

STATE OF FLORIDA

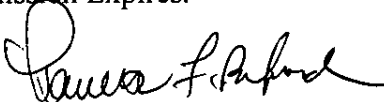

COUNTY OF MARION

I DO HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County above named to take oaths and acknowledgments, personally appeared TERRY CRAWFORD and CRAIG CURRY, Chairman and Secretary respectively, of MUNROE FOUNDATION, INC., to me well known to be the individuals described in and who executed the attached Amendment to Articles of Incorporation, and they acknowledged before me that the matters and things contained in the Amendment are true, and they did execute the same for the purposes therein expressed.

WITNESS my hand and seal in the County and State named above this 17th day of January, 2006.

Notary Public, State of Florida

My Commission Expires:


 Paulette Farquherson-Beckford
My Commission DD359904
Expires October 04, 2008