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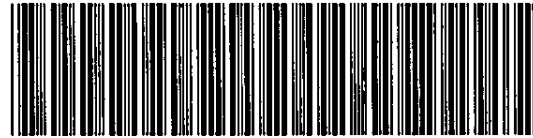
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R. WHITE

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW • SINCE 1948

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March 6, 2014

Department of State
Division of Corporations
Corporate Filings
P. O. Box 6327
Tallahassee, FL 32314

Re: Lakeland Regional Health Systems, Inc.

Enclosed for filing are Ninth Amended Articles of Incorporation of Lakeland Regional Health Systems, Inc.

Please return a certified copy of Articles (copy enclosed) to the above Lakeland address. Also enclosed is our check in the amount of \$43.75 for the filing fee and fee for a certified copy.

Thank you for your assistance and if you have any questions, please contact me at 863-683-6511.

Sincerely,


Jan Crosetti
Legal Assistant

M. DAVID ALEXANDER, III
JOHN B. ALLEN
PHILIP O. ALLEN
KEVIN A. ASHLEY
JACK P. BRANDON
JOSHUA K. BROWN
DEBRA L. CLINE
J. DAVIS CONNOR

JACOB C. DYKXHOORN
R. DAVID EVANS
DAVID G. FISHER
JOHN R. GRIFFITH
DAVID E. GRISHAM
WILLIAM H. HARRELL
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KEVIN C. KNOWLTON
DOUGLAS A. LOCKWOOD, III
DAVID A. MILLER
CORNEAL B. MYERS
E. BLAKE PAUL
ROBERT E. PUTERBAUGH

THOMAS B. PUTNAM, JR.
DEBORAH A. RUSTER
STEPHEN R. SENN
MATTHEW J. VAUGHN
KEITH H. WADSWORTH



FILED
MAR 10 2014
10:17 AM
CLERK OF COURT
JACKSONVILLE, FLORIDA

**NINTH AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LAKELAND REGIONAL HEALTH SYSTEMS, INC.**

The undersigned Chairman of the Board of Directors of Lakeland Regional Health Systems, Inc., hereby executes this Ninth Amended and Restated Articles of Incorporation of Lakeland Regional Health Systems, Inc., which was adopted by unanimous vote of the Members and of the Board of Directors of Lakeland Regional Health Systems, Inc. (the "Corporation") on February 24, 2014.

ARTICLE I

NAME

The name of the Corporation is Lakeland Regional Health Systems, Inc.

ARTICLE II

PURPOSES

The Corporation is organized as a not for profit corporation under the Florida Not For Profit Act, Chapter 617, Florida Statutes, on a non-stock basis, for the following purposes:

(a) To support, promote, advance and strengthen, within the meaning of Section 509(a)(3) of the Internal Revenue Code of 1954, as amended (or corresponding provisions of any subsequent United States Internal Revenue law) (the "Code"), Lakeland Regional Medical Center, Inc., a Florida not for profit corporation ("LRMC"), Lakeland

Regional Medical Center Foundation, Inc., a Florida not for profit corporation, and, in the discretion of the Board of Directors of the Corporation, to support other not for profit health care providers organized for charitable and civic purposes; provided that each corporation is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported corporation within the meaning of Section 509(a)(3) of the Code;

(b) To operate exclusively for charitable, educational and scientific purposes, and in furtherance of the charitable, educational and scientific purposes, causes and objects now or at any time hereafter fostered by LRMC, and such other not for profit and tax exempt health care providers as the Board of Directors of the Corporation elects to support.

(c) To own, manage, control, operate, govern, joint venture, or lease hospitals, health care centers, medical practices, clinics, medical and health care facilities of any nature, and related support facilities;

(d) To establish, operate, and/or joint venture hospitals, extended care facilities, ambulatory surgery facilities, clinics, medical practices, teaching units, or other medical or health care facilities of any nature, and provide all manner of health care services for the purpose of furnishing medical, surgical, psychiatric, nursing, and all other manner of health care, for those suffering from illness, disease, injuries or disabilities and to operate an emergency room or rooms, extended or long term care facilities, ambulatory surgery

facilities, health care clinics and all other manner of health care facilities; and to lend or advance money to or otherwise invest in hospitals, hospital systems, extended or long term care facilities, clinics, teaching units, medical facilities and health care services;

(e) To own, establish, or participate in provider networks, integrated health care systems, or similar affiliations, for the delivery of health care and associated activities;

(f) To carry on any education, Graduate Medical Education (“GME”), research, medical trials, or other activities relating to the rendering of care to the sick and injured or to the promotion of the general health and welfare;

(g) To participate in any activity designed and carried on to promote the general health and welfare;

(h) To promote and carry on scientific research and educational activities related to the care of the sick and injured.

(i) To solicit and receive funds, gifts, endowments, donations, devises and bequests.

(j) To lease or purchase land or lands, building or buildings, and purchase and construct buildings for purposes in connection with the activities of the Corporation, including, but not limited to, hospitals, physician offices, clinics, ambulatory surgical facilities, laboratories or any related medical or health care activity.

(k) To participate in, form, own and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not for profit, so

long as the Corporation's participation therein is primarily in furtherance of the charitable, educational and scientific purposes for which the Corporation is organized.

The Corporation is organized exclusively for charitable purposes, as a not for profit corporation, within the meaning of Section 501(c)(3) of the Code, and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise all powers permitted not for profit corporations under the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501(c)(3) of the Code. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes herein set forth, including the payment of expenses incidental thereto and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of its activities shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE III

MEMBERSHIP

The Members of the Corporation shall be those persons who, at any time of determination of the Members of the Corporation, are the members of the Board of Directors of the Corporation.

ARTICLE IV

TERM

The term of the Corporation shall be perpetual, except as provided in Article XII hereof.

ARTICLE V

PERSON EXECUTING ARTICLES

The name and address of the person executing these Ninth Amended and Restated Articles of Incorporation is:

Jack R. Harrell, Jr.
Chairman
Board of Directors
Lakeland Regional Health Systems, Inc.
1324 Lakeland Hills Boulevard
Post Office Box 95448
Lakeland, Florida 33804

ARTICLE VI

REGISTERED OFFICE AND AGENT

The registered office and street address of the Corporation is 1324 Lakeland Hills Boulevard, Lakeland, Florida 33804, and the registered agent at said address is Evan C. Jones.

ARTICLE VII

BOARD OF DIRECTORS

7.1 Establishment of Board. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The Board of Directors shall carry out the purposes of the Corporation in compliance with these Articles of Incorporation and the Bylaws of the Corporation. The number of directors may be either increased or diminished from time to time by the Bylaws, but, except as specifically authorized herein, shall never be less than eleven (11) nor more than thirteen (13).

7.2 Term. Directors shall serve for staggered terms as set forth in the Bylaws. Upon the expiration of the term of each member of the Board of Directors, the

Board of Directors shall select and appoint a successor Director. Each successor Director and all subsequent Directors shall serve for a term of three (3) years and until their respective successors are elected and qualified. Directors may serve for successive terms; provided however, that after the effective date of these Ninth Amended and Restated Articles of Incorporation, no person shall serve or have served for any consecutive period of more than a total of nine (9) years. However, notwithstanding any other provisions contained herein, the term of a member who is serving as Chairman, or has served as Chairman, may be extended to allow him or her to serve or complete their term of office as Chairman or to serve or complete a term of office as Past Chairman. During any period of time when a Chairman or Past Chairman is serving an extended term pursuant to this section, the number of Directors may exceed the thirteen (13) member limit but in no event shall the number exceed fifteen (15).

7.3 Criteria for Directors. The Board of Directors shall at all times be comprised of members who are reflective of the cultural diversity of the Lakeland community as a whole and shall meet the following eligibility criteria:

- (a) All Directors shall be electors of Polk County, Florida;
- (b) All Directors shall reside within the City of Lakeland electric utility service area;
- (c) A majority of the Board members shall reside within the City Limits of the City of Lakeland.

(d) No person who has been convicted of a felony or any crime involving moral turpitude shall be eligible to serve as a Director;

(e) At least two (2) and no more than three (3) Directors shall be physicians on the Medical Staff of Lakeland Regional Medical Center;

(f) Any other eligibility criteria as set forth in the Bylaws of the Corporation.

7.4 Vacancies. All vacancies (whether due to the expiration of the term of a Director, resignation, death, removal, or otherwise) on the Board of Directors, shall be filled by the Board of Directors from nominations submitted by a Nominating Committee. The Nominating Committee shall be appointed by the Chairman of the Board of Directors and shall include three (3) then existing members of the Board of Directors and three (3) public representatives; provided that no person may serve as a public representative on the Nominating Committee who has served on the Board of Directors of the Corporation within two (2) years preceding his or her appointment to the Nominating Committee. The public representatives shall be community leaders as more particularly described in the Bylaws of the Corporation. It shall be the duty of the Nominating Committee to ensure that the Board shall at all times be comprised of members who are reflective of the cultural diversity of the Lakeland community as a whole.

7.5 Ex Officio Members. The Bylaws of the Corporation may provide for the appointment of ex-officio members of the Board of Directors. Ex-officio members of the

Board shall be honorary, non-voting members and shall not be counted as Directors for purposes of Article 7.1 hereof.

7.6 Compensation. Directors shall not be compensated for their performance of their duties as Directors, but shall be reimbursed for their reasonable and necessary expenses incurred in the performance of their duties as Directors in accordance with the Bylaws of the Corporation.

ARTICLE VIII

OFFICERS

8.1 Officers of the Board. The Officers of the Board of Directors shall consist of a Chairman and a Vice Chairman. The Officers of the Board of Directors shall serve a one (1) year term of office and shall be elected at an annual meeting of the Board of Directors. The Board may re-elect the Chairman or Vice Chairman for one (1) additional term but in no event shall the Chairman or Vice Chairman serve longer than two (2) years in each respective office. The Chairman shall preside at all meetings of the Board of Directors. The Vice Chairman shall preside in the absence of the Chairman.

8.2 Officers of the Corporation. The Board of Directors may elect or appoint such officers and agents as the affairs of the Corporation shall require and said officers and agents shall have such duties as are set forth in the Bylaws of the Corporation.

ARTICLE IX

ADOPTION AND AMENDMENT TO THE BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and may from time to time modify, alter, amend or rescind the same by an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors present at any regular or special meeting, a majority of voting Directors being present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Bylaws be adopted, then the amendment shall thereby be adopted without the necessity of the seven (7) day notice.

ARTICLE X

AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment may be proposed by any voting Director of the Board of Directors, and such proposal shall be adopted by affirmative vote of two-thirds (2/3) of the total voting members of the Board at a meeting upon which such amendment is to be considered, a majority of voting Directors being present, provided a copy of the

proposed amendment shall have been submitted in writing to each Director at least seven (7) days before the meeting at which a vote upon such proposal is to be taken. It shall not be necessary to submit any proposed amendment of the Articles of Incorporation to the Member for ratification. If all of the voting members of the Board of Directors sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the seven (7) day notice. The City of Lakeland, Florida, a municipal corporation (the "City") shall have the right to approve any amendments to these Articles of Incorporation, which approval shall not be unreasonably withheld or delayed, and the City shall have the authority to compel the Corporation's compliance with this provision of this Article X.

ARTICLE XI

ANNUAL MEETING

There shall be an annual meeting of the Board of Directors for the purpose of election of Officers of the Board and for such other purposes as directed by the Board of Directors. The Board of Directors shall from time to time hold such other meetings as provided in the Bylaws.

ARTICLE XII

DISSOLUTION

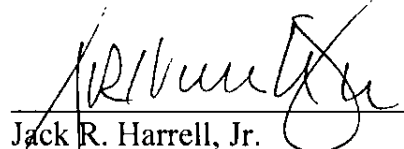
Upon dissolution of this Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to LRMC; provided that LRMC is then an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Code, and if not, then to the City to be used exclusively for a charitable purpose; and none of the assets will be distributed upon such dissolution to any Member, Officer or Director of the Corporation. Upon the termination of any Lease and Transfer Agreement between the City and LRMC, or termination of any renewal or extension of said Lease and Transfer Agreement, all of the assets of the Corporation shall be distributed to the City to be used exclusively for a public purpose and the Corporation shall be dissolved, and none of the assets shall be distributed upon such termination to any Member, Officer or Director of this Corporation. The City shall have the authority to compel the Corporation's compliance with this Article.

ARTICLE XIII

CERTIFICATION

I, the undersigned Chairman of the Board of Directors of Lakeland Regional Health Systems, Inc., do hereby execute these Ninth Amended and Restated Articles of Incorporation pursuant to the provisions of the Florida Not For Profit Act. I, the undersigned, do further make and file this certificate hereby declaring and certifying that the

facts set forth herein are true and have accordingly signed these Ninth Amended and Restated Articles of Incorporation at Lakeland, Florida, this 24th day of February, 2014.



Jack R. Harrell, Jr.
Chairman
Board of Directors
Lakeland Regional Health Systems, Inc.

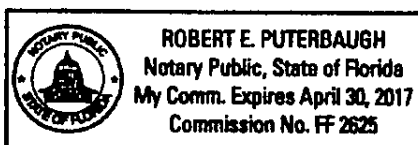
STATE OF FLORIDA

COUNTY OF POLK

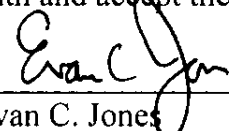
The foregoing Ninth Amended and Restated Articles of Incorporation was acknowledged before me this 24th day of February, 2014, by Jack R. Harrell, Jr., who is personally known to me and who did take an oath.

Notary Public

(SEAL)



Having been named as Registered Agent to accept service of process for Lakeland Regional Health Systems, Inc., at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Evan C. Jones

24 Feb 2014
Date