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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: AvMed, Inc.

DOCUMENT NUMBER: N16538

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

Please return all correspondence concerning this matter to the following:

Kathy M. Self, Executive Assistant to CEO
(Name of Contact Person)

AvMed, Inc.
(Firm/ Company)

Post Office Box 749
(Address)

Gainesville, FL 32602-0749
(City/ State and Zip Code)

For further information concerning this matter, please call:

Stephen J. deMontmollin at (352) 337-8707
(Name of Contact Person) (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 32399

Articles of Amendment
to
Articles of Incorporation
of

FILED

05 DEC -5 AM 11:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AvMed, Inc.

(Name of corporation as currently filed with the Florida Dept. of State)

N16538

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this ***Florida Not For Profit Corporation*** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may **not** be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: (BE SPECIFIC)

The Amended and Restated Articles of Incorporation are attached. The following represents an overview of changes:

Article II: Sections B, C, F & H amended. Section G added. Paragraphs following section H amended.

Article III: First paragraph amended. Sections A, B & C deleted. Paragraph following Section C deleted.

Article VI: First & seconded paragraphs amended. Section B, C, E, F, H amended. Sections J & K added.

Article VII: First paragraph amended.

Article IX: Added

Article X - Amended

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: August 17, 2005

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 Stephen J deMontmollin

(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.)

Stephen J. deMontmollin

(Typed or printed name of person signing)

Assistant Secretary

(Title of person signing)

FILING FEE: $35

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AVMED, INC.

ARTICLE I – NAME

The name of the Corporation is AvMed, Inc.

ARTICLE II – PURPOSES

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, for the following purposes:

(a) To improve health and health care;

(b) To establish and maintain services as a health maintenance organization under Florida law as amended from time to time, to arrange for the care of persons suffering from illnesses or disabilities which require that the patients receive in-or out-patient health care from contracted providers;

(c) To carry on any educational activities relating to the promotion of the general health of the citizens of the State of Florida;

(d) To participate in any activity designed and carried on to promote the general health of the citizens of the State of Florida;.

(e) To promote and carry on scientific research related to the care of the sick and injured;

(f) To lease or purchase land or lands, building or buildings, and construct buildings in connection with the activities of the Corporation;

(g) To serve as part of a system of not-for-profit organizations operated to further charitable purposes and to make contributions and expenditures in furtherance thereof;

(h) To exercise all the powers enumerated in Section 617.0302, Florida Statutes, as it now exists or is subsequently amended or superseded and to do and perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers herein above enumerated which are not in derogation of the laws of the State of Florida.

This Corporation is organized exclusively for the purposes expressed above as a not-for-profit corporation within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law ("Code"), and its activities shall be conducted exclusively for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member (except for a member which is an organization described in Section 501(c)(3) or Section 501 (c)(4) of the Code), director, officer, or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation in exercising any one or more powers shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501 (c)(4) of the Code or any amendments or additions thereto.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(4) of the Code.

ARTICLE III – MEMBERSHIP

The Corporation shall have no members.

ARTICLE IV – TERM

The term of the Corporation shall be perpetual.

ARTICLE V – SUBSCRIBERS

The name and residence of the subscribers to these Amended and Restated Articles of Incorporation are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606)

1. Edward C. Peddie
2. R. Ray Goode

ARTICLE VI – DIRECTORS

DIRECTORS: The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors, which shall consist of not less than five (5) directors, who shall be elected and may be removed, with or without cause, by the board of directors of SantaFe Healthcare, Inc., a Florida not-for-profit corporation ("SFHC"), as provided in the Bylaws.

Notwithstanding anything to the contrary herein, however, the Board of Directors may not, without the prior approval of the board of directors of SFHC:

(a) Adopt or amend any annual or long-term capital or operational budget;

(b) Authorize the Corporation to enter into any contract or other transaction which is not provided for in a previously adopted annual or long-term capital or operational budget, where the amount of proposed expenditure exceeds one percent (1%) of the current annual operating budget or which requires the Corporation to engage in any financing;

(c) Adopt or change any long-term or master institutional plans of the Corporation, including the implementation of new programs and services;

(d) Authorize the Corporation to engage in, or enter into, any transaction requiring a Certificate of Need;

(e) Adopt any plan of sale, dissolution, merger, or consolidation of the Corporation or the disposition of any of the Corporation's assets;

(f) Authorize the Corporation to enter into any contract, transaction or other agreement which requires the grant of a security interest, guaranty, mortgage, or other interest in the revenues or property, plant and equipment of the Corporation;

(g) Adopt, alter, or change any plan of insurance for the Corporation;

(h) Authorize the organization or acquisition of, or organize or acquire, any subsidiary or affiliate of the Corporation ("Affiliate" shall include any corporation, association, partnership, trust, joint venture, or other entity which directly or indirectly controls, is controlled by, or is commonly controlled with the Corporation);

(i) Authorize the employment or appointment of an auditor for the Corporation;

(j) Select individuals to fill vacancies on the Corporation's board of directors; or

(k) Take such other actions as may be specified in the Bylaws.

ARTICLE VII – OFFICERS

The officers of the Board shall consist of a Chairman and Vice Chairman of the Board, Secretary and Treasurer, and such other officers and assistant officers as may be elected or appointed as provided in the Bylaws.

Any two (2) or more offices may be held by the same person, except for the offices of Chairman and Secretary.

ARTICLE VIII – INITIAL OFFICERS AND DIRECTORS

The officers and directors are as follows: (All addresses are 4300 NW 89th Blvd., Gainesville, FL 32606).

1.	Edward C. Peddie	President and Chairman and Director
2.	Robert Hudson	Vice Chairman and Director
3.	Don Hairston	Treasurer and Director
4.	Ann Taylor	Secretary and Director
5.	James W. Moffat	Director
6.	Gerald T. O'Neil	Director
7.	Wassie Griffin	Director

ARTICLE IX – AMENDMENTS

The Articles of Incorporation and Bylaws of the Corporation shall be adopted or amended by the board of directors of SFHC without any action on the part of the Corporation's board of directors.

ARTICLE X – DISSOLUTION

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution shall be distributed to such organization or organizations which are described in Section 501(c)(3) of the Code for the same or similar purposes as those of the Corporation, or to such political subdivision of the State of Florida for a public purpose, as the board of directors, with the approval of the board of directors of SFHC, shall determine, and none of the assets will be distributed to any member (except for a member which is an organization described in Section 501(c)(3) of the Code), officer or director of the Corporation.