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Division of Corporations

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N19863

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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
CITRUS MEMORIAL HEALTH FOUNDATION, INC.**

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November 4, 2014

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CITRUS MEMORIAL HEALTH FOUNDATION, INC.

502 W. HIGHLAND BLVD.

INVERNESS, FL 34452-4754US

SUBJECT: CITRUS MEMORIAL HEALTH FOUNDATION, INC.

REF: N19863

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The new registered agent needs to sign and accept the designation

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

(Note - we are not changing registered agent & have deleted that paragraph.)

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ARTICLES OF AMENDMENT  
TO THE  
RESTATED ARTICLES OF INCORPORATION  
OF

CITRUS MEMORIAL HEALTH FOUNDATION, INC.  
(A Florida Not-for-Profit Corporation)

These Articles of Amendment of Citrus Memorial Health Foundation, Inc., a Florida not for profit corporation (the "Corporation"), are made as of this 30 day of October 2014. These Articles of Amendment have been duly executed and are being filed in accordance with Section 617.1006 of the Florida Not For Profit Corporation Act.

1. Article I of the Corporation's Restated Articles filed with the Florida Division of Corporations on March 8, 2006 (the "Restated Articles") is amended in its entirety to read as follows:

ARTICLE I

NAME

The name of this Corporation (hereinafter called the "Corporation") is FOUNDATION RESOLUTION CORP.

2. Article XII of the Corporation's Restated Articles is amended in its entirety to read as follows:

ARTICLE XII

DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all other assets as provided in the Global Allocation and Contribution Agreement between the Corporation and the Citrus County Hospital Board dated October 31, 2014 (the "Global Agreement"). In the event that all parties that could be entitled to receive such assets under the Global Agreement are no longer in existence at such time, or for any other reason are unable or unwilling to accept any or some of the assets proposed to be distributed to them, then the Board of

Directors shall dispose of such non-distributable assets to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law ("Section 501(c)(3)"), and as the Board of Directors shall determine to be best calculated to carry out the objects and purposes for which the Corporation is formed. In no event shall the assets of the Corporation be distributed other than to a government entity or an exempt organization under Section 501(c)(3).

Any such assets not so disposed of shall be disposed of by the appropriate Court of the jurisdiction in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated for such purpose.

[Signature Page Follows]

**CERTIFICATE**

Pursuant to Section 617.1006 of the Florida Statutes, the undersigned certifies that these Articles of Amendment of Citrus Memorial Health Foundation, Inc. (1) contain amendments that do not require member approval, (2) were approved by the directors on October 27, 2014, and (3) the number of votes cast by the directors for such amendments was sufficient for approval.

Dated October 30, 2014.

Citrus Memorial Health Foundation, Inc.

By: Carlton E. Fairbanks, MD  
Name: Carlton E. Fairbanks  
Title: Chairman CMHF