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Division of Corporations

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BASIC AMENDMENT**HALIFAX HOME HEALTH, INC.**

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*Amended & Restated Articles***Electronic Filing Menu****Corporate Filing****Public Access Help***W/ NAME CHANGE**Dr*

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

July 11, 2000

HALIFAX HOME HEALTH, INC.
303 NORTH CLYDE MORRIS BLVD.
ATTEN: GENERAL COUNSEL
DAYTONA BEACH, FL 32114US

SUBJECT: HALIFAX HOME HEALTH, INC.
REF: N22334

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Darlene Connell
Corporate Specialist

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**ARTICLES OF AMENDMENT
AND
RESTATEMENT OF
ARTICLES OF INCORPORATION
OF
HALIFAX HOME HEALTH, INC.**

(including Name Change Amendment)

Pursuant to the provisions of Section 617.1002 and 617.1007, Florida Statutes, the undersigned corporation, HALIFAX HOME HEALTH, INC., hereby adopts the following Articles of Amendment and Restatement of Articles of Incorporation, including name change amendment.

ARTICLE I - NAME

(Amended)

The name of the corporation shall be Patient Business & Financial Services, Inc., hereinafter referred to as the "Corporation".

ARTICLE II - TERM

(Amended)

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

ARTICLE III - PURPOSES

(Amended)

The Corporation is organized as a not-for-profit corporation under Chapter 617, Florida Statutes, exclusively for the purposes of: (1) providing health care related services within the Halifax Hospital Medical Center Taxing District (the "District"); (2) to assist the District in carrying out its public purpose as specified in Chapter 79-577, Laws of Florida, as amended;

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and (3) to carry out the two above listed purposes in compliance with Chapter 617, Florida Statutes.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to any director or officer of the Corporation or other private person, except as reasonable compensation for services rendered to make payments in furtherance of the purposes set forth in this Article III. No substantial part of the activities of the Corporation shall be for the carrying on of a program of propaganda or for influencing legislation. The Corporation shall not participate in any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by (a) an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or (b) an organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE IV - DISSOLUTION

Upon the dissolution of the Corporation, all residual assets of the Corporation shall be distributed to Halifax Hospital Medical Center or its successor (as long as such successor is exempt as an organization described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code as amended, or to one or more organizations exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code, as amended).

ARTICLE V - PRINCIPAL OFFICE AND REGISTERED AGENT

The street address of the principal office of the Corporation shall be 303 North Clyde Morris Boulevard, Daytona Beach, Florida 32114. The name of the registered agent at that address shall be David J. Davidson.

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ARTICLE VI - BOARD OF DIRECTORS

(Amended)

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, whose composition and manner of appointment shall be as specified in the Bylaws of the Corporation.

ARTICLE VII - MEMBERSHIP

(Amended)

The Sole Member of the Corporation shall be the District whose principal offices are located at 303 North Clyde Morris Boulevard, Daytona Beach, Florida.

ARTICLE VIII - AMENDMENTS TO ARTICLES OF INCORPORATION

(Amended)

The Board of Directors may alter or repeal any provision to 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 an affirmative vote of two-thirds (2/3) of the total voting members of the Board of Directors 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 (including ex-officio directors) at least fifteen (15) 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 Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

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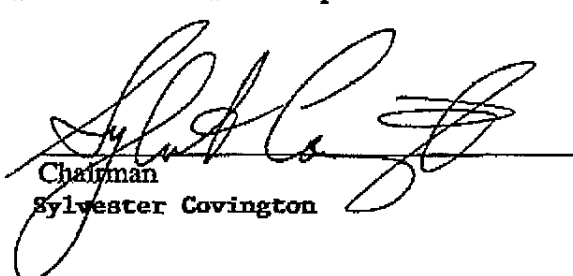
ARTICLE IX - AMENDMENT TO BYLAWS
(Amended)

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 (including ex-officio directors) at least fifteen (15) 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 fifteen (15) day notice.

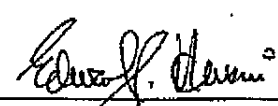
SECRETARY'S CERTIFICATE

This is to certify that the foregoing Articles of Amendment and Restatement of Articles of Incorporation of Halifax Home Health, Inc. were duly adopted by the requisite vote by the Board of Directors of said Corporation on the 7th day of July, 2000. There are no members of the Corporation who are entitled to vote on the amendments.

IN WITNESS WHEREOF, the undersigned, duly appointed and acting as Chairman of the Corporation, has signed this Certificate and affixed the seal of the Corporation herein dated this 7th day of July, 2000.


Chairman
Sylvester Covington

Attest:


Secretary
Edward J. Heverin

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