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**COR AMND/RESTATE/CORRECT OR O/D RESIGN
MEMORIAL HOSPITAL FLAGLER, INC.**

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ARTICLES OF AMENDMENT
to the
RESTATED ARTICLES OF INCORPORATION
of
MEMORIAL HOSPITAL FLAGLER, INC.,
a Florida not for profit corporation

SECRETARY OF STATE
TALLAHASSEE, FL

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Pursuant to the provisions of Section 617.1006 of the Florida Statutes, the undersigned corporation hereby certifies:

1. The name of the corporation is Memorial Hospital Flagler, Inc.
2. The Restated Articles of Incorporation shall be amended by deleting the content of Article XI ("DISSOLUTION") in its entirety and inserting the following in its stead:

The corporation is not organized, nor shall it be operated, for pecuniary gain or profit and it does not contemplate the distribution of gains, profits or dividends to private individuals and it is organized solely for nonprofit purposes. The property, assets, profits and net income of the corporation are irrevocably dedicated to religious and charitable purposes and no part of the profits or net income of the corporation shall ever inure to the benefit of any director, officer or member (excluding permissible distributions) or to the benefit of any private shareholder or individual. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provisions for payment of, all debts and liabilities of the corporation shall be distributed to the member and if it is no longer in existence or no longer qualifies as a 501(c)(3) corporation then to Adventist Health System/Sunbelt, Inc., which is organized and operated exclusively for religious and charitable purposes. If Adventist Health System/Sunbelt, Inc. is no longer in existence or no longer qualifies as a 501(c)(3) corporation then to Adventist Health System Sunbelt Healthcare Corporation, which is organized and operated exclusively for religious and charitable purposes. In the event Adventist Health System Sunbelt Healthcare Corporation is not in existence or does not qualify for exemption under Section 501(c)(3) at the time of distribution of the assets of the corporation, the assets of the corporation will be turned over to the Southern Union Conference of Seventh-day Adventists, which is organized and operated exclusively for religious and charitable purposes.

3. The Restated Articles of Incorporation shall be amended further by deleting Article XII ("REGISTERED AGENT") and Article XIII ("REGISTERED OFFICE") in their entirety and inserting the following in its stead:

**ARTICLE XII
REGISTERED OFFICE AND AGENT**

The registered office of this corporation in the State of Florida will be located at 900 Hope Way, Altamonte Springs, Florida 32714. The registered agent of this corporation in the State of Florida at the registered office is Jeff Bromme.

4. The Restated Articles of Incorporation shall be amended further by renumbering Article XIV ("PRINCIPAL OFFICE") so that it is Article XIII.

5. The Membership of the corporation, as the Board of Directors has no right to vote on amendments to the Restated Articles of Incorporation, approved the provisions of these Articles of Amendment by written consent on April 11, 2019.

IN WITNESS WHEREOF, the undersigned Debora H. Thomas, as Secretary of the corporation, has executed these Articles of Amendment as of the 22 day of April 2019.

MEMORIAL HOSPITAL FLAGLER, INC.,
a Florida not for profit corporation

By: 
DEBORA H. THOMAS, Secretary