

N35375



ACCOUNT NO. : 072100000032
 REFERENCE : 687530 4340257
 AUTHORIZATION : *Patricia Pizut*
 COST LIMIT : \$ 52.50

ORDER DATE : May 5, 2000
 ORDER TIME : 4:36 PM
 ORDER NO. : 687530-010
 CUSTOMER NO: 4340257

Amended & Restated

400003247514--3

CUSTOMER: Kathleen Haggerty, Legal Asst.
 Smith, Hulsey & Busey
 225 Water St. / Ste. 1800
 First Union National Bank Twr.
 Jacksonville, FL 32202

DOMESTIC AMENDMENT FILING

NAME: BAPTIST MEDICAL CENTER OF THE BEACHES, INC.

EFFECTIVE DATE:

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY *(2)*
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janine Lazzarini

EXAMINER'S INITIALS: *JLR*

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 MAY 10 PM 4:58

FILED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 MAY 10 PM 4:55

RECEIVED

**02250, 00563, 00664, 00672*



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

May 11, 2000

CSC
1201 Hays Street
Tallahassee, FL 32301

RESUBMIT
Please give original
submission # and file date.

SUBJECT: BAPTIST MEDICAL CENTER OF THE BEACHES, INC.
Ref. Number: N35375

We have received your document for BAPTIST MEDICAL CENTER OF THE BEACHES, INC. and the authorization to debit your account in the amount of \$52.50. However, the document has not been filed and is being returned for the following:

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

If you have any questions concerning the filing of your document, please call (850) 487-6907.

Annette Ramsey
Corporate Specialist

Letter Number: 300A00026533

*This is initial director
- need 2 cert. copies)*

RECEIVED
00 MAY 12 AM 11:29
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT AND RESTATEMENT OF
THE ARTICLES OF INCORPORATION
OF
BAPTIST MEDICAL CENTER OF THE BEACHES, INC.**

FILED
00 MAY 10 PM 4:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- A. The name of this Corporation is Baptist Medical Center of the Beaches, Inc.
- B. Amendments to the Articles of Incorporation were adopted on May 1, 2000, by the sole Member of this Corporation pursuant to Sections 617.1001, 617.1002 and 617.1007, Florida Statutes (1999), to amend the provisions for approval of amendments to the Bylaws and the Articles of Incorporation of this Corporation stated in Articles XI and XII as follows:

"ARTICLE XI - BYLAWS

The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation."

"ARTICLE XII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments shall not become effective until approved by the Member of this Corporation."

There are no other amendments to the Articles of Incorporation, except as stated above.

C. The sole Member of this Corporation was entitled to vote on this amendment, and the number of votes cast for the amendment was sufficient for approval by the Member.

D. The Amended and Restated Articles of Incorporation, as set forth below, supersede the original Articles of Incorporation and all amendments to them.

E. The Member of this Corporation has approved the amendment and restatement of the Articles of Incorporation, as follows:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAPTIST MEDICAL CENTER OF THE BEACHES, INC.**

ARTICLE I - NAME

The name of this Corporation shall be: Baptist Medical Center of the Beaches, Inc.

ARTICLE II - DURATION OF THE CORPORATION

This Corporation shall have perpetual existence; provided, however, that upon the vote of a majority of all of the members of the Board of Directors, this Corporation may be dissolved. In the event of the liquidation or dissolution of this Corporation, whether voluntary or involuntary, this Corporation, after the payment of all of the debts of this Corporation and expenses of dissolution, shall dispose of all of the assets of this Corporation exclusively for the purposes of this Corporation in such manner, or to such organization or organizations that are organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at that time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), as the Board of Directors shall determine. In the event of such liquidation or dissolution, no part of such assets shall inure to the benefit of any members, directors or officers of this Corporation.

ARTICLE III - GENERAL PURPOSES OF THIS CORPORATION

The purposes for which this Corporation is organized are:

- (a) To exist and operate solely for scientific, educational, and charitable purposes within the meaning of Section 501(c)(3) of the Code.
- (b) To operate without regard to race, creed, age, sex, religion or national origin.
- (c) To use any income not needed for operating expenses and suitable reserves to carry out the activities described in paragraph (b) for a broad segment of the community.
- (d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

(e) To have and exercise all powers of any corporation not for profit as the same may now exist, or may hereafter exist, under the laws of the State of Florida. No part of the assets, income, or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

(f) To qualify under the laws of any other state or country for the carrying out of the purposes and objects of this Corporation; to solicit and receive by gift, bequest, devise or in any other manner, money, assistance, and any other form of contributions, whether real, personal, or mixed property, or of services, from any person, firm or corporation; to take, hold, and manage any real, personal, or mixed property conveyed to this Corporation, and to use the income and principal for the purposes of this Corporation; to execute trusts, establish endowment funds, and to form or cause to be formed any other corporation under the laws of the State of Florida, or under the laws of any other state or country for the purposes of promoting or accomplishing any or all of the objects for which this Corporation is organized; to lease or purchase such real, personal, or mixed property as may be necessary or desirable to carry out the purposes of this Corporation; to mortgage or otherwise encumber any of its property or to sell, convey or donate the same; to permit the use of any of its property for educational, charitable, benevolent or other lawful purposes; to contract and be contracted with, sue and be sued, and invest and reinvest the funds of this Corporation; and to do all acts and things requisite, necessary, proper, or desirable to carry out and further the purposes for which this Corporation is formed.

(g) Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Code or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code.

ARTICLE IV - MEMBERS

The Corporation is organized without capital stock. The qualifications of Members and the manner of their admission shall be regulated by the Bylaws.

ARTICLE V - REGISTERED OFFICE AND AGENT

The street address of the registered office of this Corporation is 1325 San Marco Boulevard, Suite 902, Jacksonville, Florida 32207, and the name of its registered agent at such address is Harvey Granger.

ARTICLE VI - ADDRESS OF PRINCIPAL OFFICE

The address of the principal office of this Corporation is 1350 13th Avenue South, Jacksonville Beach, Florida 32250, and its mailing address is the same.

ARTICLE VII - BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of this Corporation shall be four (4), and the name and address of each person who is to serve as a member thereof are:

William C. Mason
800 Prudential Drive
Jacksonville, Florida 32207

Carol C. Whittaker
800 Prudential Drive
Jacksonville, Florida 32207

John K. Anderson, Jr.
800 Prudential Drive
Jacksonville, Florida 32207

Hugh Greene
800 Prudential Drive
Jacksonville, Florida 32207

ARTICLE VIII - METHOD OF ELECTION OF BOARD OF DIRECTORS

The manner in which the directors are to be elected shall be stated in the Bylaws.

ARTICLE IX - INDEMNIFICATION

Directors, officers, employees and agents of this Corporation shall be indemnified to the full extent permitted by Florida law.

ARTICLE X - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation are M. Richard Lewis, Jr., 1800 First Union National Bank Tower, 225 Water Street, Jacksonville, Florida 32202.

ARTICLE XI - BYLAWS

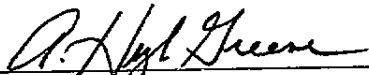
The Board of Directors shall adopt Bylaws for this Corporation and from time to time may modify, alter, amend or rescind the same by majority vote of the members of the Board of Directors present at any regular or special meeting or by written consent of all of the members of the Board of Directors. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

ARTICLE XII - AMENDMENTS

This Corporation may amend, alter or repeal any provision of these Articles of Incorporation in the manner now or hereinafter provided by Florida law. However, amendments to the Bylaws shall not become effective until ratified by the Member of this Corporation.

IN WITNESS WHEREOF, Baptist Medical Center of the Beaches, Inc. has caused these Articles of Amendment and Restatement to the Articles of Incorporation to be signed in its name by its President this 1st day of May, 2000.

**BAPTIST MEDICAL CENTER OF THE
BEACHES, INC.**

By: 
A. Hugh Greene, President