

N 40101

MEMORANDUM OF INSTRUCTIONS

TO: PAUL FREEMAN
FROM: CHARLES R. STILLER, ESQ.
DATE: September 21, 1990
RE: Homestead Community Hospital, Inc.
Articles of Incorporation
Our File No. 1467

-09/21/90-00049-001
DOMESTIC CHARTER \$122.50
REGISTERED AGENT ****35.00
CHARTER FILING ****35.00
CERT/PHOTO COPY ****52.50
TOTAL ****122.50

Please take the enclosed Articles of Incorporation to the Secretary of State's Office, have them file the Articles, and wait for a date stamped copy of their certification. You may return the certified copy to us by regular mail for receipt on Monday. Our check in the amount of \$122.50, payable to the Secretary of State, representing their fee is enclosed.

Upon completion of same, please call our offices collect and advise of the filing of these Articles.

CRS:am

700307396047

1467\FREEMAN.MEM

*CALL IN - WILL WAIT

11:15 pickup

N 40101

W 43392

Name	mm
Availability	11-21-90
Document Examiner	mm 102/A
Updater	
Updater Verifier	
Acknowledgement	
W P Verifier	W

*
- Need addresses for those in Art. IV
- Needs to be notarized.

ARTICLES OF INCORPORATION
OF
HOMESTEAD COMMUNITY HOSPITAL, INC.

FILED
NOV 25 1952
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

ARTICLE I

The name of this Corporation is HOMESTEAD COMMUNITY HOSPITAL, INC. with its principal place of business located in Dade County, Florida, and its initial principal place of business located at 7400 S.W. 62 Avenue, South Miami, Florida 33143.

ARTICLE II

The purposes for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are as follows:

(a) To provide, on a nonspecific basis, hospital facilities and services for inpatient medical care of the sick and injured pursuant to Section 242 of the National Housing Act as amended;

(b) The Corporation is irrevocably dedicated to, and operated exclusively for, nonprofit purposes; and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of, any individual;

(c) To provide, maintain and operate a modern community medical center and a scientific institution for medical care and treatment of patients, for research and training, all by providing, operating and maintaining, without limiting the generality of the foregoing, hospitals, research laboratories, libraries, schools, equipment, medical, dental and nursing services and facilities, and all other scientific, educational and training facilities related to the general purposes and activities of the Corporation;

(d) To promote healing and the general health and welfare of the community in which the hospital and other related facilities of the Corporation are located, for the benefit and welfare of the community and not for the individual benefit of the Member of Governors of the Corporation, all without regard to race, religion or color;

(e) To promote the health and welfare of said community

and mankind generally through scientific research, education, experimentation and treatment, and to provide, maintain and operate any and all facilities necessary, incidental or desirable to the conduct of scientific and medical research, and to sponsor and conduct educational programs in the medical and scientific fields, and to aid and assist other nonprofit and/or charitable institutions or associations in the accomplishment or pursuit of their purposes;

(f) To promote and encourage the establishment of facilities which are related to, and will be beneficial to, and promote the use of, the modern community medical center and hospital operated by the Corporation;

(g) To solicit and raise funds and endowments, and to receive by way of gift, purchase, grant, devise, will or otherwise, property, real, personal or mixed, and to hold, use, maintain, lease, donate, pledge, encumber, sell, convey and otherwise dispose of all such property, in the furtherance of the objects and purposes of the Corporation;

(h) To do all things which may be necessary to enable the Corporation to secure and retain tax exempt status as a nonprofit, charitable, scientific and/or educational institution in accordance with applicable regulations of the Internal Revenue Code existing from time to time; and

(i) To engage in such pursuits as may be necessary and incidental, or which may aid and assist, in carrying out the objects and purposes for which the Corporation is formed.

The Corporation shall not engage in carrying on propaganda, or otherwise attempt to influence legislation.

The Corporation is empowered:

(j) To buy, own, sell, convey, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incidental to the purposes of the Corporation as described herein;

(k) To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge or other lien upon the Corporation's property;

(l) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including the execution of a Regulatory Agreement with the Federal Housing Commissioner and of such other instruments and undertakings as may be necessary to enable the Corporation to secure the benefits of financing with the assistance of mortgage insurance under the provisions of the National Housing Act, as amended. Such Regulatory Agreement and other instruments and undertakings shall remain binding upon the Corporation, its successors and assigns, so long as a mortgage on the Corporation's property is insured or held by the Federal Housing Commissioner.

(m) In the event of the dissolution of the Corporation or the winding up of its affairs, the Corporation's property shall not be conveyed or distributed to any individual, or organization created or operated for profit, but shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of the Corporation; provided, however, that if the Corporation has a mortgage on its property insured or held by the Federal Housing Commissioner, it shall have the power to convey any or all of its property covered by such mortgage to the Federal Housing Commission or its nominee;

(n) The Corporation may have and exercise such other powers which may be granted unto corporations not for profit under the laws of the State of Florida from time to time, provided that the exercise of any such other powers is not in conflict with any of the powers specifically above set forth or in violation of any other limitation imposed upon the Corporation under and by virtue of this Certificate of Incorporation.

ARTICLE III

The Corporation is organized as a not for profit corporation under Chapters 607 and 617 of the Florida Statutes on a nonstock basis and shall have one Member which shall be South Miami Health Systems, Inc., a Florida not for profit corporation. Such membership shall not be evidenced by any Certificate of Membership.

ARTICLE IV

The Corporation shall have perpetual existence.

ARTICLE V

The name and address of the incorporator of the Corporation is:

Charles R. Stiller, Esq.
WAMPLER, BUCHANAN & BREEN, P.A.
900 Sun Bank Building
777 Brickell Avenue
Miami, Florida 33131

ARTICLE VI

The initial governing body of the Corporation shall consist of a Board of Governors with three members whose names and addresses are as follows:

1. A. Louis Brown, Jr.
7400 S.W. 62 Avenue
South Miami, Florida 33143
2. Robert L. Dubé
7400 S.W. 62 Avenue
South Miami, Florida 33143
3. L. Russell Norton
7400 S.W. 62 Avenue
South Miami, Florida 33143

After the organizational meeting of the Corporation, the financial, fiscal and corporate affairs of this Corporation shall be managed by a Board of Governors consisting of nine (9) or eleven (11) members who shall be qualified and elected as provided in the duly adopted Bylaws of the Corporation.

ARTICLE VII

The Officers of the Corporation shall be qualified and elected as provided in the duly adopted Bylaws of the Corporation.

ARTICLE VIII

The Articles of Incorporation of the Corporation may be amended by the Member; provided, however, that so long as a mortgage on the Corporation's property is insured or held by the Federal Housing Commissioner, these Articles may not be changed

without the prior written approval of the Commissioner.

ARTICLE IX

All persons serving as members of the Board of Governors shall serve in such capacity without compensation. Officers of the Corporation, and persons who may be members of the Board of Governors for services rendered to Corporation other than in the capacity as a member of the Board of Governors or Officer of the Board of Governors, shall have the right to receive from the Corporation compensation for services rendered as may be approved by the Board of Governors from time to time, but in no event shall any such person be entitled to compensation which is in excess of the reasonable value for the services rendered to the Corporation.

ARTICLE X

Any property, real, personal or mixed, acquired by the Corporation, including any such property acquired by gift, shall be used for the corporate purposes, and upon liquidation of the Corporation shall be distributed as provided herein, but in no event shall any such property acquired by gift revert or be returned to any donor.

ARTICLE XI

Bylaws of the Corporation shall be adopted by the Board of Governors at any regular meeting or at any special meeting called for that purpose, and shall become effective when adopted as the Bylaws by the consent of the Member of the Corporation, and said Bylaws may be thereafter amended or changed only as provided in said Bylaws; provided, however, that no provisions of the Bylaws of the Corporation, now existing or hereafter adopted, shall be inconsistent with the provisions of these Articles of Incorporation or of any Regulatory Agreement between the Corporation and the Federal Housing Commissioner.

ARTICLE XII

In the event that the Corporation enters into a Regulatory Agreement with Federal Housing Commissioner, and should any provisions of said Regulatory Agreement conflict with the provisions of these Articles of Incorporation of the Corporation or any amendments thereto, then the provisions of the Regulatory Agreement shall govern so long as said Regulatory Agreement remains binding upon Corporation.

ARTICLE XIII

The initial registered agent of this Corporation and his address are Charles R. Stiller, Esquire, 900 Sun Bank Building, 777 Brickell Avenue, Miami, Florida 33131.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation at Miami, Florida on September 20, 1990.



Charles R. Stiller, Incorporator

STATE OF FLORIDA)
) ss:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Charles R. Stiller, who is known to me to be the Incorporator named in the foregoing Articles of Incorporation of HOMESTEAD COMMUNITY HOSPITAL, INC. and who executed the foregoing Articles of Incorporation; and he has acknowledged before me according to law that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal at Miami, Dade County, Florida, on September 20, 1990.



NOTARY PUBLIC
State of Florida

My commission expires: --

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: FEB. 9, 1993.
BONDED THROUGH NOTARY PUBLIC UNDERWRITERS

FILED
1939 SEP 25 PM 12:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned Charles R. Stiller, Esq. hereby accepts his designation as registered agent for, and in the foregoing Articles of Incorporation of, HOMESTEAD COMMUNITY HOSPITAL, INC. in accordance with the provisions of Chapters 48 and 607 of the Florida Statutes.



Charles R. Stiller, Esq.

Wampler Buchanan & Breen

*A Professional Association
Attorneys and Counselors at Law
300 Sun Bank Building
777 Brickell Avenue
Miami, Florida 33131*

(305) 577-0044

FAX (305) 577-8545

N40101

August 16, 1991

N40101

Secretary of State
Department of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Attention: Amendment Division

Re: Homestead Community Hospital, Inc.

Dear Sir or Madam:

Enclosed please find for filing duly executed and acknowledged Articles of Amendment to Articles of Incorporation of Homestead Community Hospital, Inc., amending the name of the Corporation to SMH Homestead Community Hospital, Inc., together with our check in the amount of \$35.00 in payment of the applicable filing fees.

Please return the certificate of amendment bearing the time and date file stamp to my attention.

If you have any questions concerning this filing, please do not hesitate to call me at the telephone number listed above.

sincerely,

Charles R. Stiller

Charles R. Stiller
For the Firm

Name	
Availability	
Document	
Examine	CRS:am
Enclosures	
Updater	
1467 SECSHOW ART	
Updater	
Verifier	
Acknowledgement	

NC
17

FILED
1991 AUG 20 AM 10:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HOMESTEAD COMMUNITY HOSPITAL, INC.

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provisions of Chapter 617, Florida Statutes, the undersigned Corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the Corporation is HOMESTEAD COMMUNITY HOSPITAL, L.I.C.

SECOND: ARTICLE I of the Articles of Incorporation of HOMESTEAD COMMUNITY HOSPITAL, INC. is amended to read in its entirety as follows:

ARTICLE I

The name of this Corporation is SMH HOMESTEAD HOSPITAL, INC. with its principal place of business located in Dade County Florida, and its principal place of business located at 160 N.W. 13th Street, Homestead, Florida 33030.

THIRD: The above amendment was duly adopted in accordance with the Articles of Incorporation of the Corporation by the sole Member of the Corporation on April 30, 1991.

DATED: August 5, 1991

SOUTH MIAMI HEALTH SYSTEMS, INC.

By: J. Robert Hamilton
Chairman

By: Lay Lopez
Secretary

FILED
AUG 20 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

Before me, the undersigned authority, personally appeared Patrick Hamilton and RAY LOPEZ, to me well known to be the Chairman and Secretary, respectively, of South Miami Health Systems, Inc., who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal this 5th day of August, 1991.

Sharon L. Shelton
NOTARY PUBLIC
State of Florida at Large

My commission expires:
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 15, 1994
BONDED THRU GENERAL INS. UND

FILED
1991 AUG 20 AM 10:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILE NOW! AMOUNT DUE \$61.25 OR CORPORATION WILL BE DISSOLVED ON OR AFTER OCTOBER 9, 1991.

CORPORATION
ANNUAL REPORT
1991



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State
DIVISION OF CORPORATIONS

SEP 19 1991

APPROVED
FL. DEPT. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FL.
FILED

FILING FEE OF \$61.25 REQUIRED

DO NOT WRITE IN THIS SPACE.

1. Name and Mailing Address of Corporation: **DOCUMENT # N40101 (0)**

ZIP + 4 PRESORT
HOMESTEAD COMMUNITY HOSPITAL, INC.
7400 S.W. 62ND AVE.
SOUTH MIAMI, FL 33143-4955

2. If Address in Block 1 is incorrect in any way, line through the incorrect information and enter the correct address below. P.O. Box is acceptable. The NAME of the corporation can be changed only by filing an amendment.

21 Street Address

22 P.O. Box No.

23 City and State

24 Zip Code

If above address is incorrect in any way line through the incorrect information and enter correct address in Block 2.

3. Date Incorporated or Filed To Do Business in Florida: **09/25/1990** 4. FEI Number: **65-0232992** 5. **\$8.75 Additional Fee required for a Certificate of Status**

6. Names and Street Addresses of Each Officer and Director (Do not use any correction tape. Fluid to cover over incorrect information.)

1 Title	2 Names of Officers and Directors	3 Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	4 City and State
1x	BROWN, A. LOUIS, JR.	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
2	DUBE, ROBERT L.	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
2x	NORTON, L. RUSSELL	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
3			
3x			
4	HAMILTON, H. PATRICK	7400 SW 62 Avenue	South Miami, FL
4x			
5	POPPER, DAVID	7400 SW 62 Avenue	South Miami, FL
5x			
6			
6x	LOPEZ, RAY	7400 SW 62 Avenue	South Miami, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent	81 Name	82 Street Address 1 (Do NOT Use P.O. Box Numbers)	83 Street Address 2 (Do NOT Use P.O. Box Numbers)	84 City	85 Zip Code
STILLER, CHARLES R. 900 SUN BANK BLDG. 777 BRICKELL AVE. MIAMI, FL 33131	D. Wayne Brackin, Administrator	160 N.W. 13 Street		Homestead	FL 33030

9. Pursuant to the provisions of Sections 607.0502 and 607.1505 or Sections 617.0502 and 617.302 Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered agent or registered agent, or both in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept, the obligations of Section 607.0505, Florida Statutes.

SIGNATURE D. Wayne Brackin (Registered Agent Accepting Appointment) DATE August 16, 1991

10. I certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am an officer or director of the corporation or the receiver, or trustee empowered to execute this report as required by Chapter 607 or Chapter 617 Florida Statutes and that my name appears in Block 6 or on an attachment with an address:

SIGNATURE H. Patrick Hamilton DATE 8/16/91
Typed Name of Signing Officer or Director: H. Patrick Hamilton, M.D. Title: Chairman Telephone Number (Daytime): (305) 662-8192
Board of Governors

FILING FEE OF \$61.25 REQUIRED—Make Checks Payable To: Secretary of State \$8.75 Additional Fee required for a Certificate of Status

FILE NOW! CORPORATE STATUS WILL BE DELINQUENT AFTER JULY 1ST.

CORPORATION
ANNUAL REPORT
1992



FLORIDA DEPARTMENT OF STATE
JIM SMITH
Secretary of State
DIVISION OF CORPORATIONS

MAY 18 1992

APPROVED
SEC. OF STATE
CORPORATIONS DIV.
TALLAHASSEE, FLA.
FILED

Read Instructions on Other Side Before Making Entries.
FILING FEE \$61.25 Make Payable To: Secretary of State

1. Name and Mailing Address of Corporation: **DOCUMENT # N40101 (0)**
SMH HOMESTEAD HOSPITAL, INC.
180 N.W. 13TH STREET
HOMESTEAD FL 33030-4228

2. If Address in Block 1 is incorrect information and Box is acceptable. The NAH is only by filing an amendment.

21. Mailing Address

22. P.O. Box No.

23. City and State

24. Zip Code

3. Date Incorporated or Qualified To Do Business: **09/25/1990**

If above address is incorrect in any way, line through the incorrect information and enter correct address in Block 2

3a. Date of Last Report: **09/19/1991**
4. FEI Number: **65-0232993**
FEI Number Applied For: **\$8.75 Additional Fee Required for a Certificate of Status**
FEI Number Not Applied: **CERTIFICATE OF STATUS DESIRED**

5. Names and Street Addresses of Each Officer and Director (Do not use any correction tape or fluid to cover over incorrect information)

1	2	3	4
Title	Names of Officers and Directors	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1	HAMILTON, H. PATRICK	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
1x	POPPER, DAVID	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
2	LOPEZ, RAY	7400 S.W. 62ND AVE.	SOUTH MIAMI, FL
2x			
3			
3x			
4	CHAMBERS, William L. Rev.	1221 N.W. 19th Street	Homestead, FL
4x			
5	ZOLTEN, Robert A., M.D.	8950 N. Kendall Drive, Ste. 306	Miami, FL
5x			
6	CARPENTER, Willie	10955 S.W. 175th Street	Miami, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent
BRACKIN, D, WAYNE
160 NW 13 ST
HOMESTEAD, FL 33030

8. Name and Address of New Registered Agent

81. Name

82. Street Address (Do NOT Use P.O. Box Numbers)

83. City and State (Do NOT Use P.O. Box Numbers)

84. City

85. State

9. Pursuant to the provisions of Sections 607.0502 and 607.1505 or Sections 617.0501 and 617.1508, Florida Statutes, I, the above-named corporation, submit this statement for the purpose of changing the name of the office or registered agent or both in the State of Florida. Such change is authorized by the corporation and its directors. I hereby accept the appointment as registered agent from [Name], and accept the obligations of Section 607.0505, Florida Statutes.

SIGNATURE: *Wayne Brackin*
(Registered Agent, Accepting Appointment)
DATE: **4/13/92**

10. This corporation has liability for intangible tax under S. 199.032 Florida Statutes: Yes No (See other side for information on intangible tax)

11. I certify that the information furnished on this annual report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath. I further certify that I am an officer or director of the corporation or the registered agent and that I am authorized to execute this return as required by Chapter 607 or Chapter 617, Florida Statutes, and that my name appears in Block 6 or an amendment with an address.

SIGNATURE: *W. Chambers*
DATE: **5/13/92**
Typed Name of Signing Officer or Director: **William L. Chambers**
Title: **Chairman**
Telephone Number (Home): **(305) 247-4018**

12. Should you wish to contribute to the Election Campaign Financing Trust Fund, check the box and include an additional \$5.00 to the filing fee

N40101 0086



95 JUN -2 AM 11:20

DIVISION OF CORPORATION

ACCOUNT NO. : 072100000032
REFERENCE : 609002 4656A
AUTHORIZATION :
COST LIMIT : \$ 87.50

Patricia Pizitz Amended & Restated

ORDER DATE : June 2, 1995
ORDER TIME : 10:41 AM
ORDER NO. : 609002
CUSTOMER NO: 4656A

RUSH WILL WAIT
Rush Will Wait

CUSTOMER: Elizabeth Galvin, Legal Asst
Greenberg Traurig Hoffman
22nd Floor
1221 Brickell Avenue
Miami, FL 33131-3238

DOMESTIC AMENDMENT FILING

RUSH WILL WAIT

600001504846

NAME: SMH HOMESTEAD HOSPITAL, INC.

ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lynne Roberts

6/2/95
EXAMINER'S INITIALS
[Handwritten initials]

FILED
95 JUN -2 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated

Articles of Incorporation

of

SMH HOMESTEAD HOSPITAL, INC.
(a Not For Profit Corporation)

FILED
95 JUN -2 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be SMH HOMESTEAD HOSPITAL, INC. with its principal place of business located at 160 N. W. 13th Street, Homestead, Florida 33030.

ARTICLE II - PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Revenue Code of 1986, as amended (the "Code"). To carry out its purposes the corporation shall provide and promote health care activities.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Revenue law).

ARTICLE III - MEMBERSHIP

The corporation shall have nine (9) or eleven (11) Directors, who shall be the members of the corporation and shall be its Board of Directors; and may have one or more Directors Emeritus and one or more Chairman Emeritus who shall not be eligible to vote or serve as officers of the corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office, and the qualifications and terms of Directors Emeritus and Chairman Emeritus shall be as provided in the Bylaws of the corporation.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board of Directors shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board of Directors to constitute a quorum to transact business, except that the presence of a majority of the entire Board of Directors shall be necessary to constitute as quorum at any meeting of the Board of Directors at which (a) an elected Director is removed from office as a Director, or (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any hospital or hospital unit or school of nursing or any facility or property related to any thereof, or any other facility or property constructed, otherwise acquired, or owned or operated by the corporation, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board of Directors.

Section 4. Reports. The minutes of the meetings of the Board of Directors and such other minutes, reports, records and information of the corporation as may be requested shall be routinely furnished to the Board of Directors of South Miami Health System, Inc.

Section 5. Restrictions on Authority of Board of Directors. The Board of Directors may not, without the prior approval of the Board of Directors of South Miami Health System, Inc.:

- (a) Adopt a plan of dissolution of the corporation;
- (b) Authorize the corporation to engage in, or enter into, any transaction providing for the sale, mortgage or other disposition of all or substantially all of the assets of the corporation;
- (c) Adopt a plan of merger or consolidation of the corporation with another corporation;
- (d) Appoint or remove the independent auditors of the corporation;
- (e) Sell or mortgage any real property owned by the corporation or acquire any real property on behalf of the corporation;
- (f) Adopt any annual operating or capital budget of the corporation, or approve any changes thereto exceeding ten percent.

Section 6. Management Agreement. The corporation shall enter into a management agreement with South Miami Health System, Inc. which shall i) grant to South Miami Health System, Inc. the right to employ and appoint the Chief Executive Officer, and the Chief Financial Officer; ii) provide that the said Chief Executive Officer, and Chief Financial Officer shall have all powers usual and customary for such officers including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; and iii) provide for reimbursement to South Miami Health System, Inc. of all expenses incurred in performing the management and operational functions as provided in these Articles, in the Bylaws, and in the management agreement. The management agreement shall not be terminable by the corporation without the written consent of South Miami Health System, Inc.

Section 7. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board of Directors acting under the provisions or in the manner authorized by these Articles of Incorporation or the Bylaws of the corporation, nor for action taken by the Board of Directors in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by the Articles of Incorporation or Bylaws.

The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the Director the corporation shall indemnify and save him harmless.

Section 8. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 9. Indemnification of Directors. The corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or an officer of the corporation, or a Director, or trustee or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 10. Additional Indemnification. The corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the corporation, or in the capacity of a Director, trustee or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE VI - OFFICERS

Section 1. Board Officers. The Board Officers of the corporation shall be a Chairman and a Vice Chairman of the Board of Directors, a Secretary, one or more Assistant Secretaries as determined by the Board of Directors, a Treasurer, and one or more Assistant Treasurers as determined by the Board of Directors, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the corporation.

Section 4. Other Officers. The Chief Executive Officer, and the Chief Financial Officer of the corporation shall be appointed by South Miami Health System, Inc., in accordance with the management agreement referenced in Section 6 of Article V. All other officers will be appointed pursuant to the management agreement. The recommendations of the Board of Directors will be considered in connection with the appointment of such other officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Directors of South Miami Health System, Inc. at any regular or special meeting or, subject to ratification by the Board of Directors of South Miami Health System, Inc. by majority vote of the entire Board of Directors at any regular or special meeting.

Section 6. Removal of Other Officers. Any other Officer of the corporation may be removed from office by the Chief Executive Officer pursuant to the management agreement with South Miami Health System, Inc., or by majority vote of the Board of Directors of South Miami Health System, Inc. The recommendations of the Board of Directors will be considered in connection with the removal of an officer from office.

ARTICLE VII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the corporation shall be distributed to nor shall any part of the net income, if any, of the corporation inure to the benefit of its members, Directors, officers or any other private individual.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Amended Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE IX - POLITICAL ACTIVITY

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

ARTICLE X - BYLAWS

The Bylaws of the corporation may be amended or rescinded by majority vote of the Board of Directors of South Miami Health System, Inc. at any regular or special meeting. The Board of Directors of the corporation may vote to amend or rescind the Bylaws of the corporation by majority vote of the Board of Directors at any regular or special meeting, provided a copy of the proposed amendment or action to rescind is submitted in writing to each of the Directors and the Directors of South Miami Health System, Inc. at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken, but such amendment or action to rescind shall not become effective until ratified by the Board of Directors of South Miami Health System, Inc.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Directors of South Miami Health System, Inc. at any regular or special meeting, or ii) subject to ratification by the Board of Directors of South Miami Health System, Inc., by majority vote of the entire Board of Directors at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board of Directors and to every member of the Board of Directors of South Miami Health System, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter.


CERTIFICATE

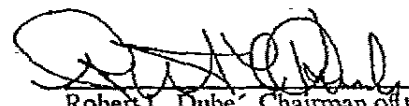
These Amended and Restated Articles were duly adopted by the Board of Trustees of South Miami Health System, Inc., the sole Member of the Corporation, and by the Board of Governors of the Corporation. The Member adopted the Amendments on April 13, 1995, and the number of votes cast for the Amendments was sufficient for approval. The Board of Governors adopted the Amendments on April 17, 1995, and the number of votes cast for the Amendments was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Trustees of South Miami Health System, Inc., the sole Member of the Corporation and the Chairman and Secretary of the Corporation have executed the Amended and Restated Articles of Incorporation as of the 1st day of June, 1995, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes on April 13, 1995 and April 17, 1995 to modify or rescind the adoption of the Amended and Restated Articles as provided herein, and that said adoption remains in full force and effect.

(CORPORATE
SEAL)

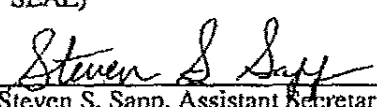
Attest:



James Loewenherz, M.D., Secretary of
the Board of Trustees of South Miami
Health System, Inc.


Robert L. Dube, Chairman of the Board of
Trustees of South Miami Health System, Inc.

(CORPORATE
SEAL)

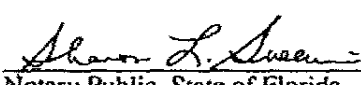
Attest:


Steven S. Sapp, Assistant Secretary of
the Board of Governors of SMH
Homestead Hospital, Inc.


William L. Chambers, III, Chairman of the
Board of Governors of SMH Homestead
Hospital, Inc.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 1st day of June, 1995, by Robert L. Dube and James Loewenherz, M.D., the Chairman and Secretary, respectively, of the Board of Trustees of South Miami Health System, Inc., and by William L. Chambers, III and Steven S. Sapp, the Chairman and Assistant Secretary, respectively, of SMH Homestead Hospital, Inc. They are personally known to me or produced
as identification.


Notary Public, State of Florida

N40101

86 342-8086



95 SEP 27 10 11: 12
DIVISION OF REGISTRATION

ACCOUNT NO. : 072100000032
REFERENCE : 692815 80892A
AUTHORIZATION :
COST LIMIT : \$ PREPAID

ORDER DATE : September 27, 1995
ORDER TIME : 9:54 AM
ORDER NO. : 692815

*Name change
Amend*

CUSTOMER NO: 80892A
CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

000001595530
03/27/95--01057--008
*****87.50 *****87.50

DOMESTIC AMENDMENT FILING

FILED
95 SEP 27 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME: *ADU*
SNH HOMESTEAD HOSPITAL, INC.

Document	<i>ADU</i>
Examiner	<i>ADU</i>
Update	<i>ADU</i>
Verityer	<i>ADU</i>
Other	<i>ADU</i>

XX ARTICLES OF AMENDMENT
RESTATED ARTICLES OF INCORPORATION
PLEASE RETURN THE FOLLOWING PROOF OF FILING:
XX CERTIFIED COPY Verityer
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar
EXAMINER'S INITIALS: _____

09/27/95

14155

CITIZENS THE MIRROR 904 222 0393

NO. 846

702

NWORLD

XON AND F.A.
100 EAST FORULEY STREET
MIAMI, FLORIDA 33131-1298

FAX (305) 371-8011
(305) 371-9575

September 27, 1995

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

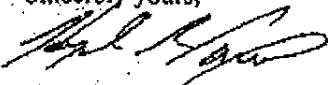
Re: SMH Homestead Hospital, Inc. Name Change to Homestead Hospital, Inc.

Gentlemen:

The undersigned represents SMH Homestead Hospital, Inc. as well as South Miami Health System, Inc., formerly known as South Miami Health Systems, Inc. We have on this day filed Articles of Amendment to Articles of Incorporation of SMH Homestead Hospital, Inc. to change the name to Homestead Hospital, Inc.

South Miami Health System, Inc. has a trademark registration (No. T93000001115) for the name SMH Homestead Hospital, Inc. Please be advised that South Miami Health System, Inc., the holder of the trademark has authorized the name change for SMH Homestead Hospital, Inc. Please note that the Board of Directors of South Miami Health System, Inc. have executed the enclosed Articles of Amendment to Articles of Incorporation of SMH Homestead Hospital, Inc.

If you have any questions concerning the above, please feel free to contact the undersigned.

Sincerely yours,

KYLE R. SAXON

KRS:mk

Articles of Amendment
To The Articles of Incorporation
of
SMH HOMESTEAD HOSPITAL, INC.

FILED
95 SEP 27 PM 12:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

By majority vote of the Board of Directors of SMH Homestead Hospital, Inc. at a meeting held on August 29, 1995, at which a quorum was present and at which the votes cast were sufficient; and by majority vote of the Board of Directors of South Miami Health System, Inc. at a meeting held on September 19, 1995, at which a quorum was present and at which the votes cast were sufficient, the following amendment to the Articles of Incorporation was adopted with such Amendment to be effective as of September 19, 1995:


1. The name of the corporation in the heading of the Articles of Incorporation is changed from "SMH HOMESTEAD HOSPITAL, INC." to "HOMESTEAD HOSPITAL, INC."
2. Article I is amended to read as follows:

ARTICLE I - NAME

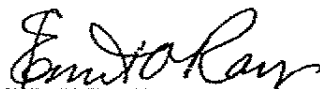
The name of the corporation shall be HOMESTEAD HOSPITAL, INC. with its principal place of business located at 160 N. W. 13th Street, Homestead, Florida 33030.

DATED this 19th day of September, 1995.

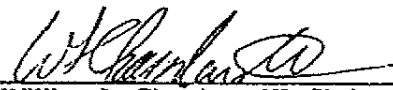
(Corporate
Seal)


Robert B. Cole, Chairman of the
Board of Directors of South Miami
Health System, Inc.


Attest:


Dr. Emit O. Ray, Secretary of the
Board of Directors of South Miami
Health System, Inc.

(Corporate
Seal)


William L. Chambers, III, Chairman
of the Board of Directors of SMH
Homestead Hospital, Inc.

Attest:


Willie Carpenter, Secretary of the
Board of Directors of SMH
Homestead Hospital, Inc.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19th day of September, 1995, by ROBERT B. COLE and DR. EMIT O. RAY, Chairman and Secretary, respectively, of the Board of Directors of South Miami Health System, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me and did not take an oath.

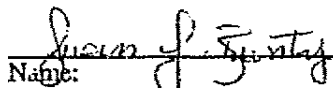


Name: _____
Notary Public, State of Florida
My Commission Expires _____



STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 19 day of September, 1995, by WILLIAM L. CHAMBERS, III and WILLIE CARPENTER, Chairman and Secretary, respectively, of the Board of Directors of SMH Homestead Hospital, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me and did not take an oath.



Name: _____
Notary Public, State of Florida
My Commission Expires _____

SUSAN L. BUNTING
Notary Public, State of Florida
My Comm. expires May 17, 1997
No. CC287212

N40101



ACCOUNT NO. : 072100000032
REFERENCE : 567215 4312787
AUTHORIZATION : Patricia Puyat
COST LIMIT : \$ 87.50

ORDER DATE : October 16, 1997
ORDER TIME : 10:12 AM
ORDER NO. : 567215-005
CUSTOMER NO: 4312787

*Amended &
Restated
400002321964--1
Articles*

CUSTOMER: Kyle Saxon, Esq
Catlin Saxon Tuttle And Evans,
Alfred I. Dupont Bldg., #1700
169 E. Flagler Street
Miami, FL 33131

DOMESTIC AMENDMENT FILING

NAME: HOMESTEAD HOSPITAL, INC.

EFFECTIVE DATE:

- ARTICLES OF AMENDMENT
- RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stephanie Stscherban

EXAMINER'S INITIALS: *DK*

*00250, 01048, 00672

FILED
97 OCT 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
97 OCT 16 AM 11:56
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 17, 1997

CSC
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: HOMESTEAD HOSPITAL, INC.
Ref. Number: N40101

RESUBMIT
Please give original
submission date as file date.
OCT 21 11 59 AM '97
RECEIVED

We have received your document for HOMESTEAD HOSPITAL, INC. and the authorization to debit your account in the amount of \$87.50. However, the document has not been filed and is being returned for the following:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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

Annette Hogan
Corporate Specialist

Letter Number: 897A00050779

*Art. III (board members)
first paragraph
page 7 first paragraph*

RECEIVED
OCT 20 PM 1:19
DIVISION OF CORPORATIONS

Pursuant to 617.1007, this statement must be contained on the certificate setting forth the approval.

See 1a re additions

FILED
97 OCT 16 PM 2:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated

Articles of Incorporation

of

HOMESTEAD HOSPITAL, INC.
(a Not For Profit Corporation)

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be HOMESTEAD HOSPITAL, INC. with its principal place of business located at 160 N. W. 13th Street, Homestead, Florida 33030.

ARTICLE II - PURPOSES

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Revenue Code of 1986, as amended (the "Code"). To carry out its purposes the corporation shall provide and promote health care activities.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue law), or by a corporation contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Revenue law).

ARTICLE III - MEMBERSHIP

The corporation shall have nine (9) Directors, who shall be the members of the corporation and shall be its Board of Directors (hereafter the "Board"); and may have one or more Directors Emeritus and one or more Chairman Emeritus who shall not be eligible to vote or serve as officers of the corporation. The qualifications, terms of office, and the manner in which a Director shall become a Director or be elected and continue in office, and the qualifications and terms of Directors Emeritus and Chairman Emeritus shall be as provided in the Bylaws of the corporation.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Governing Body. The Board shall be the governing body of the corporation and shall manage its affairs and exercise its corporate powers.

Section 2. Quorum. The presence of a majority of the Directors shall be necessary at any meeting of the Board to constitute a quorum to transact business, except that the presence of a majority of the entire Board shall be necessary to constitute a quorum at any meeting of the Board at which (a) an elected Director is removed from office as a Director, or (b) these Articles of Incorporation are amended.

Section 3. No Remuneration. No Director shall receive or be entitled to receive from the corporation any salary or remuneration of any kind, nature or character whatsoever for serving as a Director or as an officer of the corporation, or for personal services in connection with the acquisition of property or material or equipment, or constructing, building or equipping any hospital or hospital unit or school of nursing or any facility or property related to any thereof, or any other facility or property constructed, otherwise acquired, or owned or operated by the corporation, but may be reimbursed by the corporation for actual expenses incurred and authorized by the Board.

Section 4. Reports. The minutes of the meetings of the Board and such other minutes, reports, records and information of the corporation as may be requested shall be routinely furnished to the Board of Directors of South Miami Health System, Inc.

Section 5. Restrictions on Authority of Board of Directors. The Board may not, without the prior approval of the Board of Directors of South Miami Health System, Inc.:

- (a) Adopt a plan of dissolution of the corporation;
- (b) Authorize the corporation to engage in, or enter into any transaction providing for the sale, mortgage or other disposition of all or substantially all assets of the corporation;
- (c) Adopt a plan of merger or consolidation of the corporation with another corporation;
- (d) Appoint or remove the independent auditors of the corporation;
- (e) Sell or mortgage any real property owned by the corporation or acquire any real property on behalf of the corporation;
- (f) Adopt any annual operating or capital budget of the corporation, or approve any changes thereto exceeding ten percent.

Section 6. Absence from meetings. If a Director, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board without submitting to the

Board satisfactory reasons for the successive absences, he shall be deemed to have resigned from and created a vacancy in his office as Director, unless he shall be reinstated by the Board at its first meeting after the third successive absence.

Section 7. Delegation of Borrowing Authority to South Miami Health System, Inc.

The right of the corporation to borrow or incur indebtedness for any single loan or incurrence of indebtedness is expressly delegated and reserved to South Miami Health System, Inc. South Miami Health System, Inc. is irrevocably appointed as the agent of the corporation for the purposes of borrowing on behalf of the corporation and for the purposes of authorizing and issuing indebtedness on behalf of or in the name of the corporation. South Miami Health System, Inc. is expressly authorized to obligate the corporation on such borrowings and indebtedness and to execute and deliver on behalf of the corporation all documents evidencing such borrowings and indebtedness. No further authorization, confirmation, resolution or action of any type is required by the Board with respect to such borrowings or indebtedness. All persons dealing with South Miami Health System, Inc. in connection with any borrowings or indebtedness incurred by or on behalf of the corporation through the actions of South Miami Health System, Inc. shall be entitled to rely upon the authorization and delegation of rights conferred hereby, and shall not be required to make any inquiry upon the corporation regarding the authority of South Miami Health System, Inc. to borrow or incur indebtedness on behalf of or in the name of the corporation.

Section 8. Management Agreement. The corporation shall enter into a management agreement with South Miami Health System, Inc. (hereafter the "Management Agreement") which shall i) grant to South Miami Health System, Inc. the right to employ and appoint the Chief Executive Officer, and the senior financial officer; ii) provide that the Chief Executive Officer shall have all powers usual and customary for such officers including, but not limited to, the right to appoint officers, the right to hire employees, the right to determine compensation and benefit levels for officers and employees, the right to designate job tasks and responsibilities, and the right to terminate employment; iii) provide for payment of a management fee to South Miami Health System, Inc.; and iv) provide for reimbursement of costs and expenses incurred by South Miami Health System, Inc. in performing the management and operational functions as provided in the Articles and Bylaws of the corporation, in the Management Agreement, and pursuant to policies adopted by the Board of Directors of South Miami Health System, Inc. The Management Agreement shall not be terminable by the corporation without the written consent of South Miami Health System, Inc.

Section 9. Directors' Liability. No Director shall be held liable or responsible for action taken by the Board acting under the provisions or in the manner authorized by these Articles or the Bylaws of the corporation, nor for action taken by the Board in reliance on reasonable grounds or probable cause for believing that the Board is acting under the provisions or in the manner authorized by these Articles or the Bylaws of the corporation. The defense of any legal, equitable or other action, suit or proceeding brought against a Director, either individually or as Director, because or as a result of any action taken by the Board, shall be conducted by counsel for the corporation, unless the action, suit or proceeding is brought by or in behalf of the corporation. All costs and expenses of a Director in connection with any such action, suit or proceeding not brought by or in behalf of the corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the corporation, and in the event of a judgment or decree being rendered against the Director the corporation shall indemnify and save him harmless.

Section 10. Reimbursement of Directors. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Director, either individually or as Director, shall result in a judgment, decree or decision in favor of the Director, the corporation shall be liable to and shall reimburse the Director for all costs and expenses of the Director in connection with such action, suit or proceeding, including but not limited to reasonable attorneys' fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings.

Section 11. Indemnification of Directors. The corporation shall indemnify any Director made a party to any action, suit or proceeding by or in the right of the corporation to procure a judgment in its favor by reason of his being or having been a Director or an officer of the corporation, or a Director, or trustee or officer of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, suit or proceeding, or in connection with an appeal therein, except in relation to matters as to which such Director may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 12. Additional Indemnification. The corporation shall indemnify any Director made a party to any action, suit or proceeding other than one by or in the right of the corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such Director for an act alleged to have been committed by such Director in his capacity as Director or as an officer of the corporation, or in the capacity of a Director, trustee or officer of any other corporation which he served as such at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including but not limited to attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such Director acted in good faith in the reasonable belief that such action was in the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal action suit or proceeding by judgment, settlement, conviction or upon a plea of nolle contendere shall not in itself create a presumption that any Director did not act in good faith in the reasonable belief that such action was in the best interests of the corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE VI - OFFICERS

Section 1. Board Officers. The Board Officers of the corporation shall be a Chairman and a Vice Chairman of the Board of Directors, a Secretary, one or more Assistant Secretaries as determined by the Board, a Treasurer, and one or more Assistant Treasurers as determined by the Board, each of whom shall be a Director.

Section 2. Election. Such Board Officers shall be elected in October of each year by the Directors in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such Board Officers shall hold office until the annual meeting of the corporation.

Section 4. Other Officers. The Chief Executive Officer, and the senior financial officer of the corporation shall be appointed by South Miami Health System, Inc., in accordance with

the Management Agreement. All other officers will be appointed pursuant to the management agreement. The recommendations of the Board of Directors will be considered in connection with the appointment of such other officers.

Section 5. Removal of Board Officers. Any Board Officer may be removed from office by majority vote of the Board of Directors of South Miami Health System, Inc. at any regular or special meeting or, subject to ratification by the Board of Directors of South Miami Health System, Inc. by majority vote of the entire Board at any regular or special meeting.

Section 6. Removal of Other Officers. Any other Officer of the corporation may be removed from office by the Chief Executive Officer pursuant to the Management Agreement or by majority vote of the Board of Directors of South Miami Health System, Inc. The recommendations of the Board will be considered in connection with the removal of an officer from office.

ARTICLE VII - PROPERTY, FUNDS AND INCOME

No part of the property, funds or income of the corporation shall be distributed to nor shall any part of the net income, if any, of the corporation inure to the benefit of its members, Directors, officers or any other private individual.

ARTICLE VIII - LIQUIDATION OR DISSOLUTION

In the event of the liquidation or dissolution of the corporation, its property and funds, after payment or provision for payment of its creditors, shall be distributed for approved charitable, scientific and educational purposes most closely approximating those set out in Article II of these Amended Articles of Incorporation, within the meaning of Section 501(c)(3) of the United States Internal Revenue Code, as now in effect or hereafter amended or supplemented by Acts of Congress and of such pertinent regulations thereunder as heretofore have been or hereafter may be promulgated.

ARTICLE IX - POLITICAL ACTIVITY

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the 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.

ARTICLE X - BYLAWS

The Bylaws of the corporation may be amended or rescinded by majority vote of the Board of Directors of South Miami Health System, Inc. at any regular or special meeting. The Board may vote to amend or rescind the Bylaws of the corporation by majority vote of the Board at any regular or special meeting, provided a copy of the proposed amendment or action to rescind is

submitted in writing to each of the Directors and the Directors of South Miami Health System, Inc. at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken, but such amendment or action to rescind shall not become effective until ratified by the Board of Directors of South Miami Health System, Inc.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended, rescinded or added to i) by majority vote of the entire Board of Directors of South Miami Health System, Inc. at any regular or special meeting, or ii) subject to ratification by the Board of Directors of South Miami Health System, Inc., by majority vote of the entire Board at any regular or special meeting; provided, that written notice of the proposed amendment or addition shall have been given to every member of the Board and to every member of the Board of Directors of South Miami Health System, Inc. at least fifteen (15) days in advance of the meeting. The amendment or addition ultimately adopted need not be in the exact form of the proposed amendment or addition but shall relate and be limited to the same subject matter. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

CERTIFICATE

These Amended and Restated Articles were duly adopted by the Board of Directors of the Corporation on September 30, 1997 and by the Board of Trustees of Baptist Health Systems of South Florida, Inc. on October 14, 1997, and the number of votes cast for the Amendments was sufficient for approval. The Amendments included in the Amended and Restated Articles of Incorporation have been adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes and there is no discrepancy between the Articles of Incorporation as previously filed and amended and the provisions of these Amended and Restated Articles of Incorporation other than the inclusion of the Amendments adopted pursuant to Sections 617.1007 (2), 617.1002 and 617.1006, Florida Statutes.

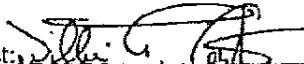
IN WITNESS WHEREOF, the undersigned Chairman and Secretary of the Board of Directors of the Corporation have executed the Amended and Restated Articles of Incorporation as of the 30th day of September, 1997, and the undersigned Chairman and Secretary of the Board of Trustees of Baptist Health Systems of South Florida, Inc. have executed the Amended and Restated Articles of Incorporation on October 14, 1997, for the purpose of amending and restating the Articles of Incorporation of the Corporation. The undersigned certify that no actions have been taken since the votes of their respective boards on September 30, 1997 and October 14, 1997, to modify or rescind the adoption of the Amended and Restated Articles as provided herein and that said adoption remains in full force and effect.

(CORPORATE
SEAL)



William L. Chambers, III, Chairman of the
Board of Directors of Homestead Hospital,
Inc.

Attest:



Willie Carpenter, Secretary of the
Board of Directors of Homestead
Hospital, Inc.

(CORPORATE
SEAL)



Donald L. Burgess, Chairman of the Board of
Trustees of Baptist Health Systems of South
Florida, Inc.

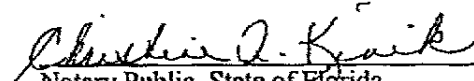
Attest:



Dr. Emit O. Ray, Secretary of the
Board of Trustees of Baptist Health
Health Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF DADE

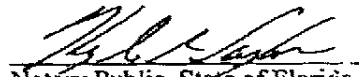
The foregoing instrument was acknowledged before me this 30th day of September, 1997, by William L. Chambers, III and Willie Carpenter, the Chairman and Secretary, respectively of the Board of Directors of Homestead Hospital, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:



STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 14th day of October, 1997, by Donald L. Burgess and Dr. Emit O. Ray, the Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health Systems of South Florida, Inc. They are personally known to me.


Notary Public, State of Florida
My Commission Expires:

