

N42317

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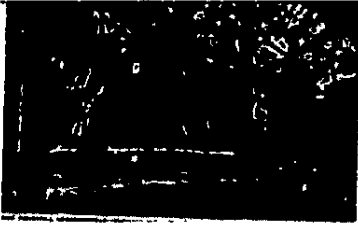
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Amend

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
09 MAR -9 PM 2: 15

Roberts MAR 11 2009

**RIVERSIDE HOSPITAL
FOUNDATION**



BOARD OF DIRECTORS

James H. Abemathy

Leland Burpee, Jr.

Clint Dawkins

Julian E. (Hickory) Fant, Jr

Robert S. Franco, M.D.

M. Harlan Johnston, M.D.

William J. Knauer, M.D.

W. Randall Mann

H. Thomas Platt, III, President

Sylvia F. (Tibby) Sinclair

Katy W. Towers

David Williams

*George A. Anderson
Charles D. Towers, Jr.
W. Lester Varn, Jr.
Charles J. Williams, III
Directors Emeritus*

**Helen Werking
Executive Director**

March 5, 2009

Department of State
Division of Corporations
Corporate Filings
PO Box 6327
Tallahassee, FL 32314


**Re: *Riverside Hospital Foundation, Inc.
Articles of Amendment (Article III)***

Dear Sir or Madam:

Enclosed for filing are Articles of Amendment for the referenced non-profit corporation. Also enclosed is a check in the amount of \$43.75 in payment for the filing fee of \$35.00 and the cost of one certified copy of these Articles of Amendment, once filed. Please return the certified copy to me in the self-addressed envelope provided.

Thank you for your attention to this matter. Please do not hesitate to contact me should you have any questions.

Sincerely,


Helen Werking
Executive Director

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
RIVERSIDE HOSPITAL FOUNDATION, INC. (N42317)
(not-for-profit corporation)**

FILED STATE'S
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
09 APR - 9 PM 2:15

Pursuant to the provision of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

1. That Article III is hereby amended to read as follows:

ARTICLE III - BOARD OF DIRECTORS

Section 1 - GENERAL POWERS. The administrative powers of the Corporation shall be vested in the Board of Directors, which shall have charge, control, and management of the property, affairs, and funds of the Corporation, including the power to acquire, mortgage, lease, and convey the property of the Corporation; shall have the power to elect officers; and may exercise all such powers of the Corporation as are not by law, or by the Articles of Incorporation or these Bylaws, directed or required to be exercised by the members.

Section 2 - COMPOSITION, ELECTION, TERM OF OFFICE, AND, AGE LIMITATION

COMPOSITION. The number of Directors of the Corporation shall be not less than seven (7) but may be such greater number as the members may from time to time determine at its annual meeting and shall include the President. Any increase or decrease in the numbers of the directors shall be apportioned among the classes so as to make all classes as nearly equal in number as possible.

ELECTION. Subject to the requirements and limitations set forth in the Articles of Incorporation of the Corporation as the same may from time to time be amended. Directors shall be elected at the annual meeting of members by a majority of the votes at such election by those eligible to vote for such directors.

TERM OF OFFICE. An elected Director shall serve a three (3) year term or until his successor has been duly elected and qualified unless such director sooner resigns or is removed. Directors may be re-elected to serve additional terms subject to other limitations set forth in the Articles of Incorporation of the Corporation as the same may from time to time be amended.

AGE LIMITATION. To be eligible to be elected as a director for a three-year term, such persons shall not during the term for which election is sought, reach age 80. Any director serving at the time of the adoption of this provision shall continue to serve his or her current term and shall be eligible for election to a new term unless the above age limit or other limitation applies.

Section 3 - RESIGNATION. Any Director may resign at any time by written notice to the Board of Directors, the President or the Secretary. Such resignation shall take effect at the time

specified therein; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 4 - VACANCIES. Any vacancy occurring in the Board of Directors may be filled (and shall be filled if such vacancy results in there being less than seven (7) directors) by the Board of Directors at its annual meeting, a regular meeting, or a special meeting called for that purpose. Each Director elected to fill a vacancy shall hold office for the unexpired term of his predecessor in office.

Section 5 - ANNUAL MEETINGS. The annual meeting of the Board of Directors shall be held without other notice than this Bylaw on the third Tuesday in December in each year.

Section 6 - REGULAR MEETINGS. The Board of Directors shall hold a regular meeting at the principal office of the Corporation, or at some other convenient location, designated by the President, on second Tuesday of February, May, August, and November.

Section 7 - SPECIAL MEETINGS. Special meetings of the Board of Directors may be called by the President or shall be called by the Vice President or Secretary upon written request of three (3) Directors.

Section 8 - NOTICE OF MEETINGS. Notice of each special meeting, stating the time and place of the meeting and the purpose or purposes for which the meeting is called shall be mailed or faxed by or at the direction of the Secretary to each Director, addressed to him at his residence or usual place of business, at least three (3) days before the day on which the meeting is to be held. Notice need not be given to any Director who shall actually attend the meeting or who shall waive notice.

Section 9 - QUORUM AND MANNER OF ACTING. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except that at meetings to amend or enact Bylaws or to Amend the Articles of Incorporation, a quorum shall be 60 percent. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to such time as a quorum is present. Unless otherwise required by statute or these Bylaws, the act of majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. The President shall not be entitled to cast his vote in connection with a matter coming before the Board of Directors if the casting of such vote would result in a tie vote of the Board of Directors.

Section 10 - ACTION WITHOUT A MEETING. Any action required to be or which may be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so take, is signed by all of the Directors.

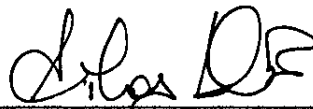
Section 11 - PRESENCE AT A MEETING. A member (or members) of the Board of Directors shall be deemed present at a meeting of the Board if he participates (or they participate, as the case may be) in the meeting of the Board by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.

Section 12 - REMOVAL OF DIRECTORS. Any Director may be removed at any time, either for or without cause, only by an affirmative vote of 75% of the Board of Directors at any regular meeting of the Board or at such special meeting of the Board as is expressly called for such purposes.

Section 13 - CONFLICT OF INTEREST. No member of the Board of Directors of the Corporation shall vote on any matter dealing with the Corporation, directly or indirectly, if as a result of such vote such Board member or any business entity of which such Board member is a 10% or greater shareholder, partner, sole proprietor, or in which such Board member has any economic interest, or by which such Board member is employed, shall derive a profit or economic benefit there from. This provision shall not be construed as prohibiting a member of the Board of Directors from voting on a matter involving the acceptance of the lowest acceptable bidder from more than one sealed bid submitted to the Corporation or relating to the Corporation.

2. The members of the corporation were not entitled to vote on this Amendment to the Articles of Incorporation.
3. The foregoing amendments were unanimously adopted by the directors of the corporation on April 10, 2005.
4. The effective date of the foregoing amendments is April 10, 2005 or if filed later, when filed with the Secretary of State.

IN WITNESS WHEREOF, the undersigned President of the corporation has executed these Articles of Amendment this fifth day of March, 2009.



H. Thomas Platt, III, President