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DIVISION OF CORPORATION

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AUTHORIZATION :

Patricia Pizutto

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CUSTOMER NO: 4312787

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

Amended &
Restated

600002312506--9

DOMESTIC AMENDMENT FILING

NAME: BAPTIST HEALTH SYSTEMS OF
SOUTH FLORIDA, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

Name	10/6/97
Address	
Document	
Examiner	
W.P. Verifier	
EXAMINER'S INITIALS:	

FILED
97 OCT -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amended and Restated
Articles of Incorporation
of

BAPTIST HEALTH SYSTEMS OF SOUTH FLORIDA, INC.
(A Not For Profit Corporation)

FILED
97 OCT -6 PM 3:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be BAPTIST HEALTH SYSTEMS OF SOUTH FLORIDA, INC., and it shall be located at 8900 North Kendall Drive, Miami, Dade County, Florida 33176.

ARTICLE II - PURPOSES & ACTIVITIES

(a) EXEMPT PURPOSES

This corporation is organized as a not for profit corporation under Chapter 617, Florida Statutes, on a nonstock basis exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code (the "Code"), or corresponding section of any future United States internal revenue law.

(b) CLASSIFICATION

To satisfy the requirements of Section 509(a)(3) of the Internal Revenue Code of 1986 and the equivalent section of any future United States internal revenue law this corporation:

- (1) is organized and at all times hereafter shall be operated, exclusively for the benefit of, to perform the functions of, or to carry out the purposes of Baptist Hospital of Miami, Inc.; South Miami Hospital, Inc.; Homestead Hospital, Inc.; Keys Hospital Foundation, Inc.; South Miami Health System, Inc.; Baptist/South Miami Hospital Foundation, Inc.; and Caring For The Community Foundation, Inc., so long as they are described in Section 509(a)(1) or 509(a)(2) of the Code,
- (2) shall be operated in connection with the organizations described in (b)(1) above, and
- (3) shall not be controlled directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than foundation managers and other than one or more organizations described in (b)(1) above.

(c) ACTIVITIES

In pursuance of its charitable, religious, educational and scientific purposes the corporation shall:

(1) Take all such action, initiate and carry out all such measures, and do all acts and things and everything which may be or become necessary, advisable, or desirable to provide and assure that Baptist Hospital of Miami, Inc. shall continue at all times hereafter, as it has been at all times heretofore, dedicated and consecrated in operation, administration, chaplaincy and service to healing ministry in the name and spirit of Jesus Christ.

(2) Participate in, form, own and operate joint ventures, partnerships, corporations or other entities, whether or not any such entity is for profit or not for profit, so long as this corporation's participation therein is primarily in furtherance of the charitable, religious, educational and scientific purposes for which the corporation is organized.

In carrying out its purposes the corporation shall conduct its activities in such a manner that no part of its earnings shall inure to the benefit of, or be distributed to any member, trustee, director, officer or individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes enumerated in this article. In addition, all of the assets and earnings of the corporation shall be used exclusively for the charitable, religious, educational and scientific purposes hereinabove set forth, including the payment of expenses incidental thereto and all of the powers of the corporation shall be exercised exclusively for such purposes; and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, 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 an organization exempt from federal income taxation under Section 501(c)(3) of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

ARTICLE III - RIGHTS

The provisions of paragraph (b) of Article II above shall not be construed to limit, restrict, or modify any of the rights given to the Miami Baptist Association in Article XIII of these articles.

ARTICLE IV - MEMBERSHIP

The corporation shall have not less than seventeen nor more than twenty-five Trustees, who shall be the members of the corporation and shall be its Board of Trustees; and may have one or more Trustee 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 Trustee shall become a Trustee or be elected and continue in office, and the qualifications and terms of Trustee Emeritus and Chairman Emeritus shall be as follows:

(a) Miami Baptist Association Trustees. The Miami Baptist Association shall have the right to appoint six of its Ministers to the Board of Trustees. The six Ministers who are serving on the Board of Trustees as of October, 1997, shall continue to serve until their respective terms of office expire, at which time their successors shall be appointed by the Miami

Baptist Association. Trustees appointed by the Miami Baptist Association shall, as determined by the Board of Trustees, be appointed to a term to expire on September 30 of the year in which they are appointed or of either of the next two succeeding years. A Trustee appointed by the Miami Baptist Association may be removed as a Trustee by the Miami Baptist Association. In the event a Trustee appointed by the Miami Baptist Association is removed or resigns as a Trustee, the Miami Baptist Association shall have the right to appoint a successor Trustee.

(b) Elected Trustees. The remaining Trustees shall be elected by the Board of Trustees. Whenever the number of elected Trustees in office shall be less than nineteen, the Board of Trustees, in its discretion, may elect at any time one or more additional Trustees who shall take office at the first meeting of the Board of Trustees thereafter; provided, that the number of elected Trustees in office at any time shall not exceed a maximum of nineteen

(c) Term of Office. A successor to an elected Trustee shall hold office for the unexpired term of the elected Trustee whom he is succeeding. For the purpose of having the elected Trustees divided into three classes as nearly equal in number as may be, whose terms of office, respectively, shall expire in different years, each elected Trustee may be elected for a term to expire on September 30 of the year in which he is elected, or of either of the next succeeding years, and shall hold office for the term for which he is elected and until his successor is elected and takes office.

(d) Baptist Lay Members. At least nine of the elected Trustees in office at any time shall be lay members (not Ministers of the Gospel) in good standing of Baptist Churches cooperating with the Miami Baptist Association.

(e) Other Trustees. Every other elected Trustee in office at any time shall be a member in good standing of an Evangelical Church.

(f) Vacancies. If an elected Trustee shall not accept the office or under any circumstances shall cease to be a Trustee, the vacancy thus created may be filled by the Board of Trustees at any time, whether or not the number of Trustees then in office shall be less than seventeen. A Trustee elected to fill such a vacancy shall hold office for the remainder of the unexpired term and until his successor is elected and takes office.

(g) Absences from Meetings. If an elected Trustee, whether now in office or hereafter elected, shall be absent from three successive meetings of the Board of Trustees without submitting to the Board of Trustees satisfactory reasons for the successive absences, he shall be deemed to have resigned from and created a vacancy in his office as Trustee, unless he shall be reinstated by the Board of Trustees at its first meeting after the third successive absence.

(h) Removal. Any elected Trustee, whether now in office or hereafter elected, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

(i) Trustee Emeritus. Any Trustee who has served as a Trustee of the corporation or as a Director of Baptist Hospital of Miami, Inc. for a total of 10 or more years may be elected by majority vote of the Trustees of the corporation as Trustee Emeritus. A Trustee Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

(j) Chairman Emeritus. Any Trustee who has served as a Trustee of the corporation or as a Director of Baptist Hospital of Miami, Inc. for a total of 10 or more years and who has served as Chairman of the Board of Trustees may be elected by majority vote of the Trustees of the corporation as Chairman Emeritus. A Chairman Emeritus may, but shall not be required to, attend meetings of the Board of Trustees.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - BOARD OF TRUSTEES

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

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

Section 3. No Remuneration. No Trustee 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 Trustee 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 Trustees.

Section 4. Reports. The Trustees, when so requested, shall make reports of the receipts, disbursements, balances and affairs of the corporation to the annual sessions of the Miami Baptist Association and, when so requested, also shall make such reports to the monthly meetings of the Executive Board of that Association.

Section 5. Trustees' Liability. No Trustee shall be held liable or responsible for action taken by the Board of Trustees 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 Trustees 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 Trustee, either individually or as Trustee, because or as a result of any action taken by the Board of Trustees, 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 Trustee 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 Trustee the corporation shall indemnify and save him harmless.

Section 6. Reimbursement of Trustees. If any legal, equitable or other action, suit or proceeding brought by or in behalf of the corporation against a Trustee, either individually or as Trustee, shall result in a judgment, decree or decision in favor of the Trustee, the corporation shall be liable to and shall reimburse the Trustee for all costs and expenses of the Trustee 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 7. Indemnification of Trustees. The corporation shall indemnify any Trustee 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 Trustee or an officer of the corporation, or a trustee or director 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 Trustee may be adjudged to have been guilty of negligence or misconduct in the performance of his duty to the corporation.

Section 8. Additional Indemnification. The corporation shall indemnify any Trustee 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 Trustee for an act alleged to have been committed by such Trustee in his capacity as Trustee or as an officer of the corporation, or in the capacity of a trustee, director 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 Trustee 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 nolo contendere shall not in itself create a presumption that any Trustee 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 VII - OFFICERS

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

Section 2. Election. Such officers shall be elected at the annual meeting in October of each year by the Trustees in office at the time of the election, and shall take office immediately upon being elected.

Section 3. Term of Office. All such officers shall hold office for a term of one year and until their successors are elected and take office.

Section 4. Other Officers. Other officers may be elected or appointed by the Board of Trustees at any time to hold office for such terms of office as the Board of Trustees may fix or to hold office at the will of the Board of Trustees. It shall not be necessary for any such other officer to be a Trustee.

Section 5. Removal. Any officer, whether now in office or hereafter elected or appointed, may be removed from office, with or without cause, by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees.

ARTICLE VIII - 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, Trustees, officers or any other private individual.

ARTICLE IX - AFFILIATES

Section 1. Restrictions. The governing boards of entities directly or indirectly controlled by the corporation may not, without the prior approval of the Board of Trustees:

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

Section 2. Reserved Powers. The corporation shall have the right to perform the following corporate functions on behalf of entities directly or indirectly controlled by the corporation:

- (a) Approval of purchase, sale, transfer, mortgage or encumbrance of real property.
- (b) Zoning and master facility matters.
- (c) Approval of construction projects in excess of \$500,000.00.
- (d) Development and implementation of personnel policies, employee benefit plans (including, but not limited to, pension plans and retirement matters), executive compensation, and health insurance plans.
- (e) Insurance and risk management matters.
- (f) Audit functions (including selection of accountants and auditors), review of audited financial statements and audit plans, and direct supervision of internal audit functions.
- (g) Development of budgets.

(h) Management and oversight of financial operations and policies, including, but not limited to, investment policies, indebtedness, financial controls, and long range financial planning.

(i) Development and implementation of all strategic and long range plans.

(j) Data processing and information systems.

(k) Public relations and marketing.

(l) Charity care and community service programs.

(m) Development and implementation of management policies and other policies.

ARTICLE X - 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 amended, 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.

Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for Internal Revenue Code Section 501(c)(3) purposes.

ARTICLE XI - 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 XII - BYLAWS

The Board of Trustees of the corporation shall adopt Bylaws for this corporation and may amend or rescind such Bylaws by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees, provided a copy of the proposed amendment or action to rescind is submitted in writing to each Trustee at least fifteen (15) days before the meeting at which a vote upon such proposal is to be taken.

ARTICLE XIII - AMENDMENTS

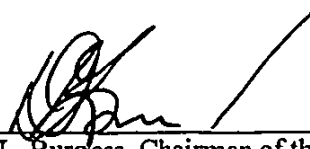
These Articles of Incorporation may be amended or added to by majority vote of the entire Board of Trustees at any regular or special meeting of the Board of Trustees; provided, that written notice of the proposed amendment or addition shall have been given to every Trustee at least 15 days in advance 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. Notwithstanding the foregoing provisions of this Article XIII any such amendment of or addition to either of Articles I, II, or III, or the initial paragraph or any of paragraphs (a) (b) (c) (d) or (e) of Article IV, or Article V, or either of Sections 3 or 4 of Article VI, or any of Articles VIII, XI or XIII, of these Articles of Incorporation, shall be submitted by the Board of Trustees to the Executive Board of the Miami Baptist Association before becoming effective and shall not become effective if disapproved by either that Executive Board or that Association within 30 days after such submission.

CERTIFICATE

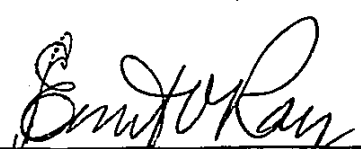
These Amended and Restated Articles were duly adopted by the Board of Trustees of Baptist Health Systems of South Florida, Inc. on September 16, 1997. The members of the Board of Trustees of Baptist Health Systems of South Florida, Inc. are the members of Baptist Health Systems of South Florida, Inc. 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 Baptist Health Systems of South Florida, Inc. have executed the Amended and Restated Articles of Incorporation as of the 29th day of September, 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 vote on September 16, 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)


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

Attest:

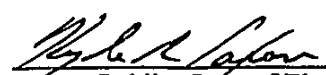

Dr. Emit O. Ray, Secretary of the
Board of Trustees of Baptist Health
Systems of South Florida, Inc.

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 29th day of September, 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 and did not take an oath.



KYLE R. SAXON
Comm. No. CC 410982
My Comm. Exp. Nov. 26, 1998
Bonded thru Picard Ins. Agcy.


Notary Public, State of Florida
My Commission Expires: