

N42700



ACCOUNT NO. : 072100000032
 REFERENCE : 691766 4312787
 AUTHORIZATION :
 COST LIMIT : \$ PREPAID

FILED
 98 FEB -3 PM 4:03
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA
Amend

ORDER DATE : February 3, 1998
 ORDER TIME : 9:48 AM
 ORDER NO. : 691766-005
 CUSTOMER NO: 4312787
 CUSTOMER: Kyle Saxon, Esq
 Catlin Saxon Tuttle And Evans,
 Alfred I. Dupont Bldg., #1700
 169 E. Flagler Street
 Miami, FL 33131

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DOMESTIC AMENDMENT FILING

NAME: BAPTIST HEALTH SYSTEMS OF SOUTH FLORIDA, INC.

EFFICTIVE DATE:	Name Availability	<i>2/3/98</i>
<u>XX</u> ARTICLES OF AMENDMENT	Document	<i>Don</i>
<u> </u> RESTATED ARTICLES OF INCORPORATION	Updater	<i>Don</i>
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	Update	<i>Don</i>
<u>XX</u> CERTIFIED COPY	Acknowledgement	<i>Don</i>
<u> </u> PLAIN STAMPED COPY	FP Verifier	<i>Don</i>
<u> </u> CERTIFICATE OF GOOD STANDING		<i>Don</i>

RECEIVED
 98 FEB -3 AM 11:36
 DIVISION OF CORPORATION

CONTACT PERSON: Daniel W Leggett
 EXAMINER'S INITIALS:

Articles of Amendment
To The Articles of Incorporation
of

BAPTIST HEALTH SYSTEMS OF SOUTH FLORIDA, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Document No. N42700

By majority vote of the Board of Trustees of Baptist Health Systems of South Florida, Inc. at a meeting held on December 9, 1997, at which a quorum was present, the Board of Trustees adopted the following amendment to the Articles of Incorporation with such Amendment to be effective as of January 28, 1998:

Article IV is amended in its entirety to read as follows:

ARTICLE IV - MEMBERSHIP

The corporation shall have not less than seventeen nor more than twenty-nine 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) Hospital Chairman Trustees. The Chairmen of the Board of Directors of Baptist Hospital of Miami, Inc., South Miami Hospital, Inc., Homestead Hospital, Inc. and Keys Hospital Foundation, Inc., d/b/a Mariners Hospital, shall be Trustees during such time as they are serving as Chairmen of their respective hospitals

(c) Elected Trustees. The remaining Trustees shall be the Elected Trustees who shall be elected by the Board of Trustees.

(d) 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.

(e) 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.

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

(g) Elected Trustee 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. 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.

(h) 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.

(i) 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.

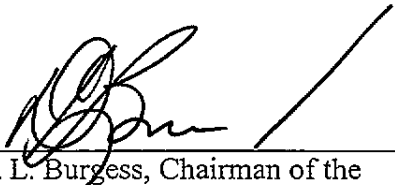
(j) Trustee Emeritus. Any Trustee who has served as a Trustee of the corporation or as a Director of Baptist Hospital of Miami, Inc. for a total of 10 or more years may be elected by majority vote of the Trustees of the corporation as Trustee Emeritus. A Trustee Emeritus may, but shall not be required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

(k) 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


The foregoing amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval. The amendment was adopted by the members on December 9, 1997.

DATED this 30th day of January, 1998.

(Corporate Seal)




Donald L. Burgess, Chairman of the Board of Trustees

Attest: 

Dr. Emit O. Ray, Secretary of the Board of Trustees

STATE OF FLORIDA
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 30~~th~~ day of January, 1998 by DONALD L. BURGESS and DR. EMIT O. RAY, Chairman and Secretary, respectively, of the Board of Trustees of Baptist Health Systems of South Florida, Inc., a Florida not-for-profit corporation, on behalf of the corporation. They are personally known to me and did not take an oath.



Notary Public, State of Florida
My Commission Expires:



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